

ISABELLA BANK CORP  
Form 10-Q  
August 08, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q**

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.  
For the quarterly period ended June 30, 2011**

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: 0-18415**

**Isabella Bank Corporation**

(Exact name of registrant as specified in its charter)

Michigan

38-2830092

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
identification No.)

401 N. Main St, Mt. Pleasant, MI

48858

(Address of principal executive offices)

(Zip code)

(989) 772-9471

(Registrant's telephone number, including area code)

N/A

(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  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 the definitions of "accelerated filer", "large accelerated filer", and "smaller reporting company", in Rule 12b-2 of the Exchange Act (Check One).

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

APPLICABLE ONLY TO CORPORATE ISSUERS:

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock no par value, 7,580,042 as of July 22, 2011

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**QUARTERLY REPORT ON FORM 10-Q**  
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**Table of Contents****PART I FINANCIAL INFORMATION****Item 1 Interim Condensed Consolidated Financial Statements (Unaudited)****INTERIM CONDENSED CONSOLIDATED BALANCE SHEETS****(UNAUDITED)**

(Dollars in thousands)

	June 30 2011	December 31 2010
<b>ASSETS</b>		
Cash and cash equivalents		
Cash and demand deposits due from banks	\$ 20,707	\$ 16,978
Interest bearing balances due from banks	1,085	1,131
<b>Total cash and cash equivalents</b>	<b>21,792</b>	<b>18,109</b>
Certificates of deposit held in other financial institutions	10,874	15,808
Trading securities	4,910	5,837
Available-for-sale securities (amortized cost of \$373,607 in 2011 and \$329,435 in 2010)	380,225	330,724
Mortgage loans available-for-sale	764	1,182
Loans		
Agricultural	72,126	71,446
Commercial	358,943	348,852
Installment	31,035	30,977
Residential real estate mortgage	284,190	284,029
<b>Total loans</b>	<b>746,294</b>	<b>735,304</b>
Less allowance for loan losses	12,378	12,373
<b>Net loans</b>	<b>733,916</b>	<b>722,931</b>
Premises and equipment	24,229	24,627
Corporate owned life insurance	17,753	17,466
Accrued interest receivable	5,579	5,456
Equity securities without readily determinable fair values	17,061	17,564
Goodwill and other intangible assets	46,939	47,091
Other assets	17,228	19,015
<b>TOTAL ASSETS</b>	<b>\$ 1,281,270</b>	<b>\$ 1,225,810</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Deposits		
Noninterest bearing	\$ 113,635	\$ 104,902
NOW accounts	148,176	142,259
Certificates of deposit under \$100 and other savings	443,909	425,981
Certificates of deposit over \$100	218,479	204,197
<b>Total deposits</b>	<b>924,199</b>	<b>877,339</b>
Borrowed funds (\$10,306 in 2011 and \$10,423 in 2010 at fair value)	196,480	194,917
Accrued interest payable and other liabilities	9,077	8,393

<b>Total liabilities</b>	<b>1,129,756</b>	<b>1,080,649</b>
Shareholders' equity		
Common stock - no par value 15,000,000 shares authorized; issued and outstanding 7,576,676 (including 30,312 shares to be issued) in 2011 and 7,550,074 (including 32,686 shares to be issued) in 2010	134,063	133,592
Shares to be issued for deferred compensation obligations	4,735	4,682
Retained earnings	10,703	8,596
Accumulated other comprehensive income (loss)	2,013	(1,709)
<b>Total shareholders' equity</b>	<b>151,514</b>	<b>145,161</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 1,281,270</b>	<b>\$ 1,225,810</b>

See notes to interim condensed consolidated financial statements.

**Table of Contents****INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY  
(UNAUDITED)**

(Dollars in thousands except per share data)

	Common Stock Shares	Common Stock	Shares to be Issued for Deferred Compensation Obligations	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Totals
<b>Balance, January 1, 2010</b>	<b>7,535,193</b>	<b>\$ 133,443</b>	<b>\$ 4,507</b>	<b>\$ 4,972</b>	<b>\$ (2,119)</b>	<b>\$ 140,803</b>
Comprehensive income				4,174	3,744	7,918
Issuance of common stock	59,197	1,529				1,529
Common stock issued for deferred compensation obligations	26,898	537	(448)			89
Share based payment awards under equity compensation plan			332			332
Common stock purchased for deferred compensation obligations		(254)				(254)
Common stock repurchased pursuant to publicly announced repurchase plan	(76,097)	(1,426)				(1,426)
Cash dividends (\$0.36 per share)				(2,712)		(2,712)
<b>Balance, June 30, 2010</b>	<b>7,545,191</b>	<b>\$ 133,829</b>	<b>\$ 4,391</b>	<b>\$ 6,434</b>	<b>\$ 1,625</b>	<b>\$ 146,279</b>
<b>Balance, January 1, 2011</b>	<b>7,550,074</b>	<b>\$ 133,592</b>	<b>\$ 4,682</b>	<b>\$ 8,596</b>	<b>\$ (1,709)</b>	<b>\$ 145,161</b>
Comprehensive income				4,988	3,722	8,710
Issuance of common stock	61,218	1,346				1,346
Common stock issued for deferred compensation obligations	14,842	266	(254)			12
Share based payment awards under equity compensation plan			307			307
Common stock purchased for deferred compensation obligations		(227)				(227)
Common stock repurchased pursuant to publicly announced repurchase plan	(50,458)	(914)				(914)

Cash dividends (\$0.38 per share)					(2,881)		(2,881)
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<b>Balance, June 30, 2011</b>	<b>7,575,676</b>	<b>\$ 134,063</b>	<b>\$</b>	<b>4,735</b>	<b>\$ 10,703</b>	<b>\$</b>	<b>2,013</b>	<b>\$ 151,514</b>
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See notes to interim condensed consolidated financial statements.

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**Table of Contents****INTERIM CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
(UNAUDITED)**

(Dollars in thousands except per share data)

	Three Months Ended June 30		Six Months Ended June 30	
	2011	2010	2011	2010
<b>Interest income</b>				
Loans, including fees	\$ 11,464	\$ 11,651	\$ 22,825	\$ 23,168
Investment securities				
Taxable	1,836	1,346	3,349	2,625
Nontaxable	1,189	1,079	2,368	2,173
Trading account securities	47	86	98	191
Federal funds sold and other	133	110	267	214
<b>Total interest income</b>	<b>14,669</b>	<b>14,272</b>	<b>28,907</b>	<b>28,371</b>
<b>Interest expense</b>				
Deposits	2,776	2,874	5,561	5,757
Borrowings	1,325	1,417	2,593	2,934
<b>Total interest expense</b>	<b>4,101</b>	<b>4,291</b>	<b>8,154</b>	<b>8,691</b>
<b>Net interest income</b>	<b>10,568</b>	<b>9,981</b>	<b>20,753</b>	<b>19,680</b>
Provision for loan losses	603	1,056	1,420	2,263
<b>Net interest income after provision for loan losses</b>	<b>9,965</b>	<b>8,925</b>	<b>19,333</b>	<b>17,417</b>
<b>Noninterest income</b>				
Service charges and fees	1,617	1,494	3,093	3,122
Gain on sale of mortgage loans	53	74	182	167
Net loss on trading securities	(8)	(37)	(27)	(38)
Net gain (loss) on borrowings measured at fair value	37	(3)	117	53
Gain on sale of available-for-sale investment securities				56
Other	279	342	561	677
<b>Total noninterest income</b>	<b>1,978</b>	<b>1,870</b>	<b>3,926</b>	<b>4,037</b>
<b>Noninterest expenses</b>				
Compensation and benefits	4,746	4,565	9,751	9,160
Occupancy	613	557	1,259	1,119
Furniture and equipment	1,127	1,082	2,233	2,113
FDIC insurance premiums	331	313	665	619
Other	1,962	1,758	3,458	3,618
<b>Total noninterest expenses</b>	<b>8,779</b>	<b>8,275</b>	<b>17,366</b>	<b>16,629</b>

<b>Income before federal income tax expense</b>	<b>3,164</b>	<b>2,520</b>	<b>5,893</b>	<b>4,825</b>
Federal income tax expense	492	369	905	651
<b>NET INCOME</b>	<b>\$ 2,672</b>	<b>\$ 2,151</b>	<b>\$ 4,988</b>	<b>\$ 4,174</b>
<b>Earnings per share</b>				
<b>Basic</b>	<b>\$ 0.35</b>	<b>\$ 0.29</b>	<b>\$ 0.66</b>	<b>\$ 0.55</b>
<b>Diluted</b>	<b>\$ 0.34</b>	<b>\$ 0.28</b>	<b>\$ 0.64</b>	<b>\$ 0.54</b>
<b>Cash dividends per basic share</b>	<b>\$ 0.19</b>	<b>\$ 0.18</b>	<b>\$ 0.38</b>	<b>\$ 0.36</b>

See notes to interim condensed consolidated financial statements.

**Table of Contents****INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(UNAUDITED)**

(Dollars in thousands)

	Three Months Ended		Six Months Ended	
	June 30		June 30	
	2011	2010	2011	2010
<b>Net income</b>	<b>\$ 2,672</b>	<b>\$ 2,151</b>	<b>\$ 4,988</b>	<b>\$ 4,174</b>
Unrealized holding gains on available-for-sale securities:				
Unrealized holding gains arising during the period	3,576	4,633	5,329	5,993
Reclassification adjustment for net realized gains included in net income				(56)
Net unrealized gains	3,576	4,633	5,329	5,937
Tax effect	(1,212)	(1,704)	(1,607)	(2,193)
Other comprehensive income, net of tax	2,364	2,929	3,722	3,744
<b>COMPREHENSIVE INCOME</b>	<b>\$ 5,036</b>	<b>\$ 5,080</b>	<b>\$ 8,710</b>	<b>\$ 7,918</b>

See notes to interim condensed consolidated financial statements.

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**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**  
**(UNAUDITED)**  
(Dollars in thousands)

	Six Months Ended June 30	
	2011	2010
<b>OPERATING ACTIVITIES</b>		
Net income	\$ 4,988	\$ 4,174
Reconciliation of net income to net cash provided by operations:		
Provision for loan losses	1,420	2,263
Impairment of foreclosed assets	35	90
Depreciation	1,282	1,235
Amortization and impairment of originated mortgage servicing rights	193	283
Amortization of acquisition intangibles	152	172
Net amortization of available-for-sale securities	693	442
Gain on sale of available-for-sale securities		(56)
Net unrealized losses on trading securities	27	38
Net gain on sale of mortgage loans	(182)	(167)
Net unrealized gains on borrowings measured at fair value	(117)	(53)
Increase in cash value of corporate owned life insurance	(287)	(292)
Realized gain on redemption of corporate owned life insurance		(21)
Share-based payment awards under equity compensation plan	307	332
Origination of loans held for sale	(17,247)	(22,311)
Proceeds from loan sales	17,847	24,295
Net changes in operating assets and liabilities which provided (used) cash:		
Trading securities	900	6,302
Accrued interest receivable	(123)	520
Other assets	653	(593)
Accrued interest payable and other liabilities	684	(29)
<b>Net cash provided by operating activities</b>	<b>11,225</b>	<b>16,624</b>
<b>INVESTING ACTIVITIES</b>		
Net change in certificates of deposit held in other financial institutions	4,934	(7,043)
Activity in available-for-sale securities		
Maturities, calls, and sales	33,799	36,924
Purchases	(78,664)	(40,249)
Loan principal originations and collections, net	(13,462)	(7,627)
Proceeds from sales of foreclosed assets	859	1,662
Purchases of premises and equipment	(884)	(2,093)
Purchases of corporate owned life insurance		(175)
Proceeds from the redemption of corporate owned life insurance		154
<b>Net cash used in investing activities</b>	<b>(53,418)</b>	<b>(18,447)</b>

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**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED) (continued)**  
**(UNAUDITED)**  
(Dollars in thousands)

	Six Months Ended June 30	
	2011	2010
<b>FINANCING ACTIVITIES</b>		
Acceptances and withdrawals of deposits, net	46,860	22,161
Net increase (decrease) in other borrowed funds	1,680	(9,158)
Cash dividends paid on common stock	(2,881)	(2,712)
Proceeds from issuance of common stock	1,092	1,081
Common stock repurchased	(648)	(889)
Common stock purchased for deferred compensation obligations	(227)	(254)
<b>Net cash provided by financing activities</b>	<b>45,876</b>	<b>10,229</b>
<b>INCREASE IN CASH AND CASH EQUIVALENTS</b>		
Cash and cash equivalents at beginning of period	18,109	22,706
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$ 21,792</b>	<b>\$ 31,112</b>
<b>SUPPLEMENTAL CASH FLOWS INFORMATION:</b>		
Interest paid	\$ 8,156	\$ 8,744
Federal income taxes paid	365	136
<b>SUPPLEMENTAL NONCASH INFORMATION:</b>		
Transfers of loans to foreclosed assets	\$ 1,057	\$ 1,668
Common stock issued for deferred compensation obligations	254	448
Common stock repurchased from an associated grantor trust (Rabbi Trust)	(266)	(537)
See notes to interim condensed consolidated financial statements.		

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**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)**

**(Dollars in thousands except per share amounts)**

**NOTE 1 BASIS OF PRESENTATION**

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In management's opinion, all adjustments considered necessary for a fair presentation have been included. Operating results for the three and six month periods ended June 30, 2011 are not necessarily indicative of the results that may be expected for the year ending December 31, 2011. For further information, refer to the consolidated financial statements and footnotes thereto included in the Corporation's annual report for the year ended December 31, 2010.

The accounting policies are the same as those discussed in Note 1 to the Consolidated Financial Statements included in the Corporation's annual report for the year ended December 31, 2010.

**NOTE 2 ACCOUNTING STANDARDS UPDATES**

**Recently Adopted Accounting Standards Updates**

Accounting Standards Update (ASU) No. 2010-06: *Improving Disclosures about Fair Value Measurement*

In January 2010, ASU No. 2010-06 amended Accounting Standards Codification (ASC) Topic 820 Fair Value Measurements and Disclosures to add new disclosures for: (1) Significant transfers in and out of Level 1 and Level 2 fair value measurements and the reasons for the transfers and (2) Presenting separately information about purchases, sales, issuances and settlements for Level 3 fair value instruments (as opposed to reporting activity as net).

ASU No. 2010-06 also clarified existing disclosures by requiring reporting entities to provide fair value measurement disclosures for each class of assets and liabilities and to provide disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements.

The new authoritative guidance was effective for interim and annual periods beginning after December 15, 2009 except for the disclosures about purchases, sales, issuances and settlements in the rollforward of activity in Level 3 fair value measurements, which was effective for interim and annual periods beginning after December 15, 2010. The new guidance did not have a significant impact on the Corporation's consolidated financial statements.

**Pending Accounting Standards Updates**

ASU No. 2011-01: *Deferral of the Effective Date of Disclosures about Troubled Debt Restructurings in Update No. 2010-20.*

In January 2011, ASU No. 2011-01 amended ASC Topic 310, Receivables to temporarily delay the effective date of new disclosures related to troubled debt restructurings as required in ASU No. 2010-20, *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*, which was initially intended to be effective for interim and annual periods ending after December 15, 2010. The effective date of the new disclosures about troubled debt restructurings has been delayed to coordinate with the newly issued guidance for determining what constitutes a troubled debt restructuring. The new disclosures will be effective for interim and annual periods beginning on or after June 15, 2011.

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**ASU No. 2011-02: A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring.**

In April 2011, ASU No. 2011-02 amended ASC Topic 310, *Receivables* to clarify authoritative guidance as to what loan modifications constitute concessions, and would therefore be considered a troubled debt restructuring.

Classification as a troubled debt restructuring will automatically classify such loans as impaired. ASU No. 2011-02 clarifies that:

If a debtor does not otherwise have access to funds at a market rate for debt with similar risk characteristics as the modified debt, the modification would be considered to be at a below-market rate, which may indicate that the creditor has granted a concession.

A modification that results in a temporary or permanent increase in the contractual interest rate cannot be presumed to be at a rate that is at or above a market rate and therefore could still be considered a concession.

A creditor must consider whether a borrower's default is probable on any of its debt in the foreseeable future when assessing financial difficulty.

A modification that results in an insignificant delay in payments is not a concession.

In addition, ASU No. 2011-02 clarifies that a creditor is precluded from using the effective interest rate test in the debtor's guidance on modification of payables (ASC Topic 470, *Debt*) when evaluating whether a modification constitutes a troubled debt restructuring. The new authoritative guidance is effective for interim and annual periods beginning on or after June 15, 2011 and is likely to increase the volume of loans that the Corporation classifies as troubled debt restructurings. The Corporation is currently in the process of evaluating the extent of the impact that this standard will have on the Corporation's financial statements.

**ASU No. 2011-03: Reconsideration of Effective Control for Repurchase Agreements**

In April 2011, ASU No. 2011-03 amended ASC Topic 310, *Transfers and Servicing* to eliminate from the assessment of effective control, the criteria calling for the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed upon terms, even in the event of the transferee's default. The assessment of effective control should instead focus on the transferor's contractual rights and obligations. The new authoritative guidance is effective for interim and annual periods beginning on or after December 15, 2011 and is not expected to impact the Corporation's consolidated financial statements.

**ASU No. 2011-04: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS**

In May 2011, ASU No. 2011-04 amended ASC Topic 820, *Fair Value Measurement* to align fair value measurements and disclosures in U.S. Generally Accepted Accounting Principles (GAAP) and International Financial Reporting Standards (IFRS). The ASU changes the wording used to describe the requirements in GAAP for measuring fair value and disclosures about fair value.

The ASU clarifies the application of existing fair value measurements and disclosure requirements related to:

The application of highest and best use and valuation premise concepts.

Measuring the fair value of an instrument classified in a reporting entity's stockholders' equity.

Disclosure about fair value measurements within Level 3 of the fair value hierarchy.

The ASU also changes particular principles or requirements for measuring fair value and disclosing information measuring fair value and disclosures related to:

Measuring the fair value of financial instruments that are managed within a portfolio.

Application of premiums and discounts in a fair value measurement.

The new authoritative guidance is effective for interim and annual periods beginning on or after December 15, 2011 and is not expected to have a significant impact on the Corporation's consolidated financial statements.

**Table of Contents****ASU No. 2011-05: Presentation of Comprehensive Income**

In June 2011, ASU No. 2011-05 amended ASC Topic 220, Comprehensive Income to improve the comparability, consistency, and transparency of financial reporting and to increase the prominence of items reported in other comprehensive income. In addition, to increase the prominence of items reported in other comprehensive income, and to facilitate the convergence of GAAP and IFRS, the FASB eliminated the option to present components of other comprehensive income as part of the statement of changes in shareholders' equity.

The new authoritative guidance is effective for interim and annual periods beginning on or after December 15, 2011 and is not expected to have a significant impact on Corporation's consolidated financial statements since the Corporation has always elected to present a separate statement of comprehensive income.

**NOTE 3 COMPUTATION OF EARNINGS PER SHARE**

Basic earnings per share represents income available to common shareholders divided by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflects additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustments to income that would result from the assumed issuance. Potential common shares that may be issued by the Corporation relate solely to outstanding shares in the Isabella Bank Corporation and Related Companies Deferred Compensation Plan for Directors (the Directors Plan).

Earnings per common share have been computed based on the following:

	Three Months Ended		Six Months Ended	
	June 30		June 30	
	2011	2010	2011	2010
Average number of common shares outstanding for basic calculation	7,570,752	7,544,629	7,564,060	7,542,693
Average potential effect of shares in the Directors Plan (1)	194,964	185,950	194,051	184,178
Average number of common shares outstanding used to calculate diluted earnings per common share	7,765,716	7,730,579	7,758,111	7,726,871
Net income	\$ 2,672	\$ 2,151	\$ 4,988	\$ 4,174
<b>Earnings per share</b>				
<b>Basic</b>	<b>\$ 0.35</b>	<b>\$ 0.29</b>	<b>\$ 0.66</b>	<b>\$ 0.55</b>
<b>Diluted</b>	<b>\$ 0.34</b>	<b>\$ 0.28</b>	<b>\$ 0.64</b>	<b>\$ 0.54</b>

(1) Exclusive of shares held in the Rabbi Trust



**Table of Contents****NOTE 4 TRADING SECURITIES**

Trading securities, at fair value, consist of the following investments at:

	June 30 2011	December 31 2010
States and political subdivisions	<b>\$4,910</b>	<b>\$ 5,837</b>

Included in the net trading losses of \$27 during the first six months of 2011 were \$32 of net unrealized trading losses on securities that relate to the Corporation's trading portfolio as of June 30, 2011.

**NOTE 5 AVAILABLE-FOR-SALE SECURITIES**

The amortized cost and fair value of available-for-sale securities, with gross unrealized gains and losses, are as follows at:

	June 30, 2011			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Government sponsored enterprises	\$ 5,394	\$ 9	\$	\$ 5,403
States and political subdivisions	163,374	4,181	221	167,334
Auction rate money market preferred	3,200		366	2,834
Preferred stocks	7,800	34	264	7,570
Mortgage-backed securities	104,992	2,268	289	106,971
Collateralized mortgage obligations	88,847	1,381	115	90,113
<b>Total</b>	<b>\$ 373,607</b>	<b>\$ 7,873</b>	<b>\$ 1,255</b>	<b>\$ 380,225</b>

	December 31, 2010			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Government sponsored enterprises	\$ 5,394	\$ 10	\$	\$ 5,404
States and political subdivisions	167,328	3,349	960	169,717
Auction rate money market preferred	3,200		335	2,865
Preferred stocks	7,800		864	6,936
Mortgage-backed securities	101,096	1,633	514	102,215
Collateralized mortgage obligations	44,617	103	1,133	43,587
<b>Total</b>	<b>\$ 329,435</b>	<b>\$ 5,095</b>	<b>\$ 3,806</b>	<b>\$ 330,724</b>

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The amortized cost and fair value of available-for-sale securities by contractual maturity at June 30, 2011 are as follows:

	Due in One Year or Less	Maturing			Securities	
		After One Year But Within Five Years	After Five Years But Within Ten Years	After Ten Years	With Variable Monthly Payments	Total
Government sponsored enterprises	\$	\$ 5,000	\$ 394	\$	\$	\$ 5,394
States and political subdivisions	3,583	33,405	84,853	41,533		163,374
Auction rate money market preferred					3,200	3,200
Preferred stocks					7,800	7,800
Mortgage-backed securities					104,992	104,992
Collateralized mortgage obligations					88,847	88,847
<b>Total amortized cost</b>	<b>\$ 3,583</b>	<b>\$ 38,405</b>	<b>\$ 85,247</b>	<b>\$ 41,533</b>	<b>\$ 204,839</b>	<b>\$ 373,607</b>
<b>Fair value</b>	<b>\$ 3,574</b>	<b>\$ 39,475</b>	<b>\$ 87,853</b>	<b>\$ 52,222</b>	<b>\$ 197,101</b>	<b>\$ 380,225</b>

Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations.

Because of their variable monthly payments, auction rate money market preferreds, preferred stocks, mortgage-backed securities, and collateralized mortgage obligations are not reported by a specific maturity group.

A summary of the activity related to sales of available-for-sale securities is as follows during the six month periods ended June 30, 2010:

Proceeds from sales of securities	\$ 3,722
Gross realized gains	\$ 59
Gross realized losses	(3)
Net realized gains	\$ 56
Applicable income tax expense	\$ 19

There were no sales of available-for-sale securities in the first six months of 2011. The cost basis used to determine the realized gains or losses of securities sold was the amortized cost of the individual investment security as of the trade date.

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Information pertaining to available-for-sale securities with gross unrealized losses at June 30, 2011 and December 31, 2010 aggregated by investment category and length of time that individual securities have been in a continuous loss position, follows:

	Less Than Twelve Months		June 30, 2011 Over Twelve Months		Total Unrealized Losses
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	
	States and political subdivisions	\$ 221	\$ 13,555	\$	
Auction rate money market preferred			366	2,834	366
Preferred stocks			264	3,536	264
Mortgage-backed securities	289	23,163			289
Collateralized mortgage obligations	115	4,898			115
<b>Total</b>	<b>\$ 625</b>	<b>\$ 41,616</b>	<b>\$ 630</b>	<b>\$ 6,370</b>	<b>\$ 1,255</b>

**Number of securities in an unrealized loss position:**

	<b>37</b>	<b>4</b>	<b>41</b>
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	Less Than Twelve Months		December 31, 2010 Over Twelve Months		Total Unrealized Losses
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	
	States and political subdivisions	\$ 960	\$ 29,409	\$	
Auction rate money market preferred			335	2,865	335
Preferred stocks			864	2,936	864
Mortgage-backed securities	514	38,734			514
Collateralized mortgage obligations	1,133	33,880			1,133
<b>Total</b>	<b>\$ 2,607</b>	<b>\$ 102,023</b>	<b>\$ 1,199</b>	<b>\$ 5,801</b>	<b>\$ 3,806</b>

**Number of securities in an unrealized loss position:**

	<b>82</b>	<b>4</b>	<b>86</b>
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The Corporation invested \$11,000 in auction rate money market preferred investment security instruments, which are classified as available-for-sale securities and reflected at estimated fair value. Due to credit market uncertainty, the trading for these securities has been limited. As a result of the limited trading of these securities, \$7,800 converted to preferred stock with debt like characteristics in 2009.

Due to the limited trading activity of these securities, the fair values were estimated utilizing a hybrid of market value and discounted cash flow analysis as of June 30, 2011 and a discounted cash flow analysis as of December 31, 2010. These analyses considered creditworthiness of the counterparty, the timing of expected future cash flows, the current volume of trading activity, and recent trade prices. The discount rates used were determined by using the interest rates of similarly rated financial institutions debt based on the weighted average of a range of terms for corporate bond interest rates, which were obtained from published sources. All securities have call dates within the next year. The

Corporation calculated the present value assuming a 3 year nonamortizing balloon using weighted average discount rates between 5.70% and 6.97% as of June 30, 2011.

As of June 30, 2011, the Corporation held an auction rate money market preferred security and preferred stocks which continued to be in an unrealized loss position as a result of the securities' interest rates, as they are currently lower than the offering rates of securities with similar characteristics. Despite the limited trading of these securities, management has determined that any declines in the fair value of these securities are the result of changes in interest rates and not risks related to the underlying credit quality of the security. Additionally, none of these securities are deemed to be below investment grade, and management does not intend to sell the securities in an unrealized loss position, and it is more likely than not that the Corporation will not have to sell the securities before recovery of their cost basis. As a result, the Corporation has not recognized an other-than-temporary impairment related to these declines in fair value.

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As of June 30, 2011 and December 31, 2010, management conducted an analysis to determine whether all securities currently in an unrealized loss position, including auction rate money market preferred securities and preferred stocks, should be considered other-than-temporarily-impaired (OTTI). Such analyses considered, among other factors, the following criteria:

Has the value of the investment declined more than what is deemed to be reasonable based on a risk and maturity adjusted discount rate?

Is the investment credit rating below investment grade?

Is it probable that the issuer will be unable to pay the amount when due?

Is it more likely than not that the Corporation will not have to sell the security before recovery of its cost basis?

Has the duration of the investment been extended?

Based on the Corporation's analysis using the above criteria, the fact that management has asserted that it does not have the intent to sell these securities in an unrealized loss position, and that it is more likely than not the Corporation will not have to sell the securities before recovery of their cost basis, management does not believe that the values of any such securities are other-than-temporarily impaired as of June 30, 2011 or December 31, 2010.

**NOTE 6 LOANS AND ALLOWANCE FOR LOAN LOSSES**

A summary of the major classifications of loans is as follows as of:

	June 30 2011	December 31 2010
Mortgage loans on real estate		
Residential 1-4 family	\$ 211,879	\$ 207,749
Commercial	248,709	239,810
Agricultural	42,817	44,246
Construction and land development	9,838	12,250
Second mortgages	23,810	26,712
Equity lines of credit	38,663	37,318
<b>Total mortgage loans</b>	<b>575,716</b>	<b>568,085</b>
Commercial and agricultural loans		
Commercial	110,234	109,042
Agricultural production	29,309	27,200
<b>Total commercial and agricultural loans</b>	<b>139,543</b>	<b>136,242</b>
Consumer installment loans	31,035	30,977
<b>Total loans</b>	<b>746,294</b>	<b>735,304</b>
Less: allowance for loan losses	12,378	12,373
<b>Net loans</b>	<b>\$ 733,916</b>	<b>\$ 722,931</b>

The Corporation grants commercial, agricultural, consumer and residential loans to customers situated primarily in Isabella, Gratiot, Mecosta, Midland, Western Saginaw, Montcalm and Southern Clare counties in Michigan. The ability of the borrowers to honor their repayment obligations is often dependent upon the real estate, agricultural, light manufacturing, retail, gaming and tourism, higher education, and general economic conditions of this region. Substantially all of the consumer and residential mortgage loans are secured by various items of property, while commercial loans are secured primarily by real estate, business assets, and personal guarantees; a portion of loans are

unsecured.

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Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at their outstanding principal balance adjusted for any charge-offs, the allowance for loans losses, and any deferred fees or costs on originated loans. Interest income on loans is accrued over the term of the loan based on the principal amount outstanding. Loan origination fees and certain direct loan origination costs are capitalized and recognized as a component of interest income over the term of the loan using the constant yield method.

The accrual of interest on mortgage and commercial loans is discontinued at the time the loan is 90 days or more past due unless the credit is well-secured and in the process of collection. Credit card loans and other personal loans are typically charged off no later than 180 days past due. Past due status is based on contractual terms of the loan. In all cases, loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful.

For loans that are placed on non-accrual status or charged off, all interest accrued in the current calendar year, but not collected, is reversed against interest income while interest accrued in prior calendar years, but not collected is charged against the allowance for loan losses. The interest on these loans is accounted for on the cash-basis, until qualifying for return to accrual status. Loans are returned to accrual status when all principal and interest amounts contractually due are brought current and future payments are reasonably assured. For impaired loans not classified as nonaccrual, interest income continues to be accrued over the term of the loan based on the principal amount outstanding.

Commercial loans include loans for commercial real estate, farmland and agricultural production, state and political subdivisions, and commercial operating loans. The largest concentration of commercial loans is commercial real estate. Repayment of commercial loans is often dependent upon the successful operation and management of a business; thus, these loans generally involve greater risk than other types of lending. The Corporation minimizes its risk by limiting the amount of loans to any one borrower to \$12,500. Borrowers with credit needs of more than \$12,500 are serviced through the use of loan participations with other commercial banks. Commercial real estate loans generally require loan to value limits of less than 80%. Depending upon the type of loan, past credit history, and current operating results, the Corporation may require the borrower to pledge accounts receivable, inventory, and fixed assets. Personal guarantees are generally required from the owners of closely held corporations, partnerships, and proprietorships. In addition, the Corporation requires annual financial statements, prepares cash flow analyses, and reviews credit reports as deemed necessary.

The Corporation offers adjustable rate mortgages, fixed rate balloon mortgages, and fixed rate mortgage loans which typically have amortization periods up to a maximum of 30 years. Fixed rate loans with an amortization of greater than 15 years are generally sold upon origination to the Federal Home Loan Mortgage Association. Fixed rate residential mortgage loans with an amortization of 15 years or less may be held in the Corporation's portfolio, held for future sale, or sold upon origination. Factors used in determining when to sell these mortgages include management's judgment about the direction of interest rates, the Corporation's need for fixed rate assets in the management of its interest rate sensitivity, and overall loan demand.

Construction and land development loans consist primarily of 1 to 4 family residential properties. These loans primarily have a 6 to 9 month maturity and are made using the same underwriting criteria as residential mortgages. Loan proceeds are disbursed in increments as construction progresses and inspections warrant. Construction loans are typically converted to permanent loans at the completion of construction.

Lending policies generally limit the maximum loan to value ratio on residential mortgages to 95% of the lower of the appraised value of the property or the purchase price, with the condition that private mortgage insurance is required on loans with loan to value ratios in excess of 80%. Substantially all loans upon origination have a loan to value ratio of less than 80%. Underwriting criteria for residential real estate loans include: evaluation of the borrower's ability to make monthly payments, the value of the property securing the loan, ensuring the payment of principal, interest, taxes, and hazard insurance does not exceed 28% of a borrower's gross income, all debt servicing does not exceed 36% of income, acceptable credit reports, verification of employment, income, and financial information. Appraisals are performed by independent appraisers. All mortgage loan requests are reviewed by a mortgage loan committee or through a secondary market automated underwriting system; loans in excess of \$400 require the approval of the Bank's Internal Loan Committee, Board of Directors, or its loan committee.

Consumer loans granted include automobile loans, secured and unsecured personal loans, credit cards, student loans, and overdraft protection related loans. Loans are amortized generally for a period of up to 6 years. The underwriting emphasis is on a borrower's ability to pay rather than collateral value. No consumer loans are sold to the secondary market.



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A summary of changes in the allowance for loan losses by loan segments follows:

**Allowance for Credit Losses and Recorded Investment in Financing Receivables  
For the Three Months Ended June 30, 2011**

	Commercial	Agricultural	Residential Real Estate	Consumer	Unallocated	Total
<b>Allowance for loan losses</b>						
April 1, 2011	\$ 6,246	\$ 776	\$ 3,422	\$ 622	\$ 1,315	\$ 12,381
Loans charged off	(214)	(1)	(555)	(139)		(909)
Recoveries	209		29	65		303
Provision for loan losses	497	(11)	(11)	112	16	603
<b>June 30, 2011</b>	<b>\$ 6,738</b>	<b>\$ 764</b>	<b>\$ 2,885</b>	<b>\$ 660</b>	<b>\$ 1,331</b>	<b>\$ 12,378</b>

**Allowance for Credit Losses and Recorded Investment in Financing Receivables  
For the Six Months Ended June 30, 2011**

	Commercial	Agricultural	Residential Real Estate	Consumer	Unallocated	Total
<b>Allowance for loan losses</b>						
January 1, 2011	\$ 6,048	\$ 1,033	\$ 3,198	\$ 605	\$ 1,489	\$ 12,373
Loans charged off	(869)	(1)	(878)	(284)		(2,032)
Recoveries	346		103	168		617
Provision for loan losses	1,213	(268)	462	171	(158)	1,420
<b>June 30, 2011</b>	<b>\$ 6,738</b>	<b>\$ 764</b>	<b>\$ 2,885</b>	<b>\$ 660</b>	<b>\$ 1,331</b>	<b>\$ 12,378</b>

**Allowance for loan losses as of June 30, 2011**

Individually evaluated for impairment	\$ 485	\$ 563	\$ 812	\$	\$	\$ 1,860
Collectively evaluated for impairment	6,253	201	2,073	660	1,331	10,518
<b>Total</b>	<b>\$ 6,738</b>	<b>\$ 764</b>	<b>\$ 2,885</b>	<b>\$ 660</b>	<b>\$ 1,331</b>	<b>\$ 12,378</b>

**Loans as of June 30, 2011**

Individually evaluated for impairment	\$ 10,224	\$ 3,161	\$ 5,598	\$		\$ 18,983
Collectively evaluated for impairment	348,719	68,965	278,592	31,035		727,311

<b>Total</b>	<b>\$ 358,943</b>	<b>\$ 72,126</b>	<b>\$ 284,190</b>	<b>\$ 31,035</b>	<b>\$ 746,294</b>
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**Allowance for Credit Losses and Recorded Investment in Financing Receivables  
As of December 31, 2010**

	Commercial	Agricultural	Residential Real Estate	Consumer	Unallocated	Total
<b>Allowance for loan losses</b>						
Individually evaluated for impairment	\$ 490	\$ 558	\$ 732	\$	\$	\$ 1,780
Collectively evaluated for impairment	5,558	475	2,466	605	1,489	10,593
<b>Total</b>	<b>\$ 6,048</b>	<b>\$ 1,033</b>	<b>\$ 3,198</b>	<b>\$ 605</b>	<b>\$ 1,489</b>	<b>\$ 12,373</b>
<b>Loans</b>						
Individually evaluated for impairment	\$ 4,890	\$ 2,629	\$ 4,866	\$		\$ 12,385
Collectively evaluated for impairment	343,962	68,817	279,163	30,977		722,919
<b>Total</b>	<b>\$ 348,852</b>	<b>\$ 71,446</b>	<b>\$ 284,029</b>	<b>\$ 30,977</b>		<b>\$ 735,304</b>

Following is a summary of changes in the allowance for loan losses for the three and six months ended June 30, 2010:

	Three Months Ended June 30, 2010	Six Months Ended June 30, 2010
Balance at beginning of period	12,987	\$ 12,979
Loans charged off	(1,366)	(2,969)
Recoveries	341	745
Provision charged to income	1,056	2,263
<b>June 30, 2010</b>	<b>\$ 13,018</b>	<b>\$ 13,018</b>

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of the loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectibility of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The primary factors behind the determination of the level of the allowance for loan losses (ALLL) are specific allocations for impaired loans, historical loss percentages, as well as unallocated components. Specific allocations for impaired loans are primarily determined based on the difference between the net realizable value of the loans

underlying collateral or the net present value of the projected payment stream and its recorded investment. Historical loss allocations are calculated at the loan class and segment levels based on a migration analysis of the loan portfolio over the preceding three years. An unallocated component is maintained to cover uncertainties that management believes affect its estimate of probable losses based on qualitative factors. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

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The following table displays the credit quality indicators for commercial and agricultural credit exposures based on internally assigned credit ratings as of:

Rating	June 30, 2011					
	Commercial			Agricultural		
	Real Estate	Other	Total	Real Estate	Other	Total
1 - Excellent	\$	\$ 10	\$ 10	\$	\$	\$
2 - High quality	10,344	18,807	29,151	2,713	1,388	4,101
3 - High satisfactory	78,568	24,502	103,070	11,116	3,793	14,909
4 - Low satisfactory	120,620	56,494	177,114	22,727	15,352	38,079
5 - Special mention	21,839	7,514	29,353	3,879	4,118	7,997
6 - Substandard	13,156	2,859	16,015	2,192	4,123	6,315
7 - Vulnerable	377	1	378			
8 - Doubtful	3,805	47	3,852	190	535	725
<b>Total</b>	<b>\$ 248,709</b>	<b>\$ 110,234</b>	<b>\$ 358,943</b>	<b>\$ 42,817</b>	<b>\$ 29,309</b>	<b>\$ 72,126</b>

Rating	December 31, 2010					
	Commercial			Agricultural		
	Real Estate	Other	Total	Real Estate	Other	Total
2 - High quality	\$ 10,995	\$ 13,525	\$ 24,520	\$ 3,792	\$ 1,134	\$ 4,926
3 - High satisfactory	74,912	30,322	105,234	11,247	3,235	14,482
4 - Low satisfactory	119,912	57,403	177,315	22,384	14,862	37,246
5 - Special mention	19,560	6,507	26,067	4,169	3,356	7,525
6 - Substandard	10,234	1,104	11,338	2,654	4,613	7,267
7 - Vulnerable	3,339	54	3,393			
8 - Doubtful	858	127	985			
<b>Total</b>	<b>\$ 239,810</b>	<b>\$ 109,042</b>	<b>\$ 348,852</b>	<b>\$ 44,246</b>	<b>\$ 27,200</b>	<b>\$ 71,446</b>

Internally assigned risk ratings are reviewed, at a minimum, when loans are renewed or when management has knowledge of improvements or deterioration of the credit quality of individual credits. Descriptions of the internally assigned risk ratings for commercial and agricultural loans are as follows:

**1. EXCELLENT Substantially Risk Free**

Credit has strong financial condition and solid earnings history, characterized by:

High liquidity, strong cash flow, low leverage.

Unquestioned ability to meet all obligations when due.

Experienced management, with management succession in place.

Secured by cash.

2. **HIGH QUALITY Limited Risk**

Credit with sound financial condition and has a positive trend in earnings supplemented by:  
Favorable liquidity and leverage ratios.

Ability to meet all obligations when due.

Management with successful track record.

Steady and satisfactory earnings history.

If loan is secured, collateral is of high quality and readily marketable.

Access to alternative financing.

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Well defined primary and secondary source of repayment.

If supported by guaranty, the financial strength and liquidity of the guarantor(s) are clearly evident.

**3. HIGH SATISFACTORY Reasonable Risk**

Credit with satisfactory financial condition and further characterized by:  
Working capital adequate to support operations.

Cash flow sufficient to pay debts as scheduled.

Management experience and depth appear favorable.

Loan performing according to terms.

If loan is secured, collateral is acceptable and loan is fully protected.

**4. LOW SATISFACTORY Acceptable Risk**

Credit with bankable risks, although some signs of weaknesses are shown:  
Would include most start-up businesses.

Occasional instances of trade slowness or repayment delinquency may have been 10-30 days slow within the past year.

Management abilities apparent yet unproven.

Weakness in primary source of repayment with adequate secondary source of repayment.

Loan structure generally in accordance with policy.

If secured, loan collateral coverage is marginal.

Adequate cash flow to service debt, but coverage is low.

**To be classified as less than satisfactory, only one of the following criteria must be met.**

**5. SPECIAL MENTION- Criticized**

Credit constitutes an undue and unwarranted credit risk but not to the point of justifying a classification of substandard. The credit risk may be relatively minor yet constitute an unwarranted risk in light of the circumstances surrounding a specific loan:

Downward trend in sales, profit levels and margins.

Impaired working capital position.

Cash flow is strained in order to meet debt repayment.

Loan delinquency (30-60 days) and overdrafts may occur.

Shrinking equity cushion.

Diminishing primary source of repayment and questionable secondary source.

Management abilities are questionable.

Weak industry conditions.

Litigation pending against the borrower.

Loan may need to be restructured to improve collateral position or reduce payments.

Collateral / guaranty offers limited protection.

Negative debt service coverage, however the credit is well collateralized and payments are current.



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**6. SUBSTANDARD Classified**

Credit where the borrower's current net worth, paying capacity, and value of the collateral pledged is inadequate. There is a distinct possibility that the Corporation will implement collection procedures if the loan deficiencies are not corrected. In addition, the following characteristics may apply:

Sustained losses have severely eroded the equity and cash flow.

Deteriorating liquidity.

Serious management problems or internal fraud.

Original repayment terms liberalized.

Likelihood of bankruptcy.

Inability to access other funding sources.

Reliance on secondary source of repayment.

Litigation filed against borrower.

Collateral provides little or no value.

Requires excessive attention of the loan officer.

Borrower is uncooperative with loan officer.

**7. VULNERABLE Classified**

Credit is considered Substandard and warrants placing on nonaccrual. Risk of loss is being evaluated and exit strategy options are under review. Other characteristics that may apply:

Insufficient cash flow to service debt.

Minimal or no payments being received.

Limited options available to avoid the collection process.

Transition status, expect action will take place to collect loan without immediate progress being made.

**8. DOUBTFUL Workout**

Credit has all the weaknesses inherent in a Substandard loan with the added characteristic that collection and/or liquidation is pending. The possibility of a loss is extremely high, but its classification as a loss is deferred until liquidation procedures are completed, or reasonably estimable. Other characteristics that may apply:

Normal operations are severely diminished or have ceased.

Seriously impaired cash flow.

Original repayment terms materially altered.

Secondary source of repayment is inadequate.

Survivability as a going concern is impossible.

Collection process has begun.

Bankruptcy petition has been filed.

Judgments have been filed.

Portion of the loan balance has been charged-off.

**9. LOSS Charge off**

Credits are considered uncollectible and of such little value that their continuance as bankable assets is not warranted. This classification is for charged off loans but does not mean that the asset has absolutely no recovery or salvage value. These loans are further characterized by:

Liquidation or reorganization under bankruptcy, with poor prospects of collection.

Fraudulently overstated assets and/or earnings.

Collateral has marginal or no value.

Debtor cannot be located.

Over 120 days delinquent.

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The Corporation's primary credit quality indicators for residential real estate and consumer loans is the individual loan's past due aging. The following tables summarize the Corporation's past due and current loans as of:

	<b>June 30, 2011</b>					
	Accruing Interest and Past Due:		Total Past Due			
	30-89 Days	90 Days or More	and			
				Nonaccrual	Nonaccrual	Current
Commercial						
Commercial real estate	\$ 1,713	\$ 525	\$ 3,442	\$ 5,680	\$ 243,029	\$ 248,709
Commercial other	549		29	578	109,656	110,234
<b>Total commercial</b>	<b>2,262</b>	<b>525</b>	<b>3,471</b>	<b>6,258</b>	<b>352,685</b>	<b>358,943</b>
Agricultural						
Agricultural real estate	202		189	391	42,426	42,817
Agricultural other	3		535	538	28,771	29,309
<b>Total agricultural</b>	<b>205</b>		<b>724</b>	<b>929</b>	<b>71,197</b>	<b>72,126</b>
Residential mortgage						
Senior liens	2,044	139	1,790	3,973	217,744	221,717
Junior liens	173		55	228	23,582	23,810
Home equity lines of credit	663			663	38,000	38,663
<b>Total residential mortgage</b>	<b>2,880</b>	<b>139</b>	<b>1,845</b>	<b>4,864</b>	<b>279,326</b>	<b>284,190</b>
Consumer						
Secured	159	12		171	25,775	25,946
Unsecured	33			33	5,056	5,089
<b>Total consumer</b>	<b>192</b>	<b>12</b>		<b>204</b>	<b>30,831</b>	<b>31,035</b>
<b>Total</b>	<b>\$ 5,539</b>	<b>\$ 676</b>	<b>\$ 6,040</b>	<b>\$ 12,255</b>	<b>\$ 734,039</b>	<b>\$ 746,294</b>

	<b>December 31, 2010</b>					
	Accruing Interest and Past Due:		Total Past Due			
	30-89 Days	90 Days or More	and			
				Nonaccrual	Nonaccrual	Current
Commercial						
Commercial real estate	\$ 4,814	\$ 125	\$ 4,001	\$ 8,940	\$ 230,870	\$ 239,810
Commercial other	381		139	520	108,522	109,042

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Total commercial	5,195	125	4,140	9,460	339,392	348,852
Agricultural						
Agricultural real estate	92			92	44,154	44,246
Agricultural other	4	50		54	27,146	27,200
Total agricultural	96	50		146	71,300	71,446
Residential mortgage						
Senior liens	5,265	310	1,421	6,996	213,003	219,999
Junior liens	476		49	525	26,187	26,712
Home equity lines of credit	598			598	36,720	37,318
Total residential mortgage	6,339	310	1,470	8,119	275,910	284,029
Consumer						
Secured	298			298	24,781	25,079
Unsecured	10	1		11	5,887	5,898
Total consumer	308	1		309	30,668	30,977
<b>Total</b>	<b>\$ 11,938</b>	<b>\$ 486</b>	<b>\$ 5,610</b>	<b>\$ 18,034</b>	<b>\$ 717,270</b>	<b>\$ 735,304</b>

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The following is a summary of information pertaining to impaired loans as of:

	June 30, 2011			December 31, 2010		
	Outstanding Balance	Unpaid Principal Balance	Valuation Allowance	Outstanding Balance	Unpaid Principal Balance	Valuation Allowance
<b>Impaired loans with a valuation allowance</b>						
Commercial real estate	\$ 3,969	\$ 4,104	\$ 485	\$ 3,010	\$ 4,110	\$ 472
Commercial other				18	18	18
Agricultural other	1,356	1,356	563	2,196	2,196	558
Residential mortgage senior liens	5,398	6,717	774	4,292	5,236	698
Residential mortgage junior liens	200	277	38	172	250	34
<b>Total impaired loans with a valuation allowance</b>	<b>\$ 10,923</b>	<b>\$ 12,454</b>	<b>\$ 1,860</b>	<b>\$ 9,688</b>	<b>\$ 11,810</b>	<b>\$ 1,780</b>
<b>Impaired loans without a valuation allowance</b>						
Commercial real estate	\$ 4,560	\$ 6,953		\$ 1,742	\$ 2,669	
Commercial other	1,767	1,808		169	269	
Agricultural real estate	190	190				
Agricultural other	1,281	1,281				
Residential mortgage senior liens				401	501	
Residential mortgage junior liens						
Consumer secured	27	64		48	85	
<b>Total impaired loans without a valuation allowance</b>	<b>\$ 7,825</b>	<b>\$ 10,296</b>		<b>\$ 2,360</b>	<b>\$ 3,524</b>	
<b>Impaired loans</b>						
Commercial	\$ 10,296	\$ 12,865	\$ 485	\$ 4,939	\$ 7,066	\$ 490
Agricultural	2,827	2,827	563	2,196	2,196	558
Residential mortgage	5,598	6,994	812	4,865	5,987	732
Consumer	27	64		48	85	
<b>Total impaired loans</b>	<b>\$ 18,748</b>	<b>\$ 22,750</b>	<b>\$ 1,860</b>	<b>\$ 12,048</b>	<b>\$ 15,334</b>	<b>\$ 1,780</b>

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The following is a summary of information pertaining to impaired loans for the three and six month periods ended June 30, 2011:

	Three Months Ended June 30, 2011		Six Months Ended June 30, 2011	
	Average Outstanding Balance	Interest Income Recognized	Average Outstanding Balance	Interest Income Recognized
<b>Impaired loans with a valuation allowance</b>				
Commercial real estate	\$ 2,570	\$ 96	\$ 3,490	\$ 120
Commercial other			9	
Agricultural other	1,776	9	1,776	42
Residential mortgage senior liens	4,980	70	4,845	106
Residential mortgage junior liens	184	3	186	4
<b>Total impaired loans with a valuation allowance</b>	<b>\$ 9,510</b>	<b>\$ 178</b>	<b>\$ 10,306</b>	<b>\$ 272</b>
<b>Impaired loans without a valuation allowance</b>				
Commercial real estate	\$ 4,085	\$ 69	\$ 3,151	\$ 102
Commercial other	1,780	28	968	88
Agricultural real estate	190		95	(1)
Agricultural other	641	39	641	39
Residential mortgage senior liens	337	(6)	201	
Residential mortgage junior liens	1			
Consumer secured	36	1	38	3
<b>Total impaired loans without a valuation allowance</b>	<b>\$ 7,070</b>	<b>\$ 131</b>	<b>\$ 5,094</b>	<b>\$ 231</b>
<b>Impaired loans</b>				
Commercial	\$ 8,435	\$ 193	\$ 7,618	\$ 310
Agricultural	2,607	48	2,512	80
Residential mortgage	5,502	67	5,232	110
Consumer	36	1	38	3
<b>Total impaired loans</b>	<b>\$ 16,580</b>	<b>\$ 309</b>	<b>\$ 15,400</b>	<b>\$ 503</b>
<b>Total impaired loans June 30, 2010</b>			<b>\$ 12,396</b>	<b>\$ 168</b>

Loans may be classified as impaired if they meet one or more of the following criteria:

1. There has been a chargeoff of its principal balance (in whole or in part);
2. The loan has been classified as a troubled debt restructuring; or
3. The loan is in nonaccrual status.

Impairment is measured on a loan by loan basis for commercial, commercial real estate loans, agricultural, or agricultural mortgage loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral, less cost to sell, if the loan is collateral dependent.

Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Corporation does not separately identify individual consumer loans for impairment allocations and related disclosures. Interest income is recognized on impaired loans in nonaccrual status on the cash basis, but only after all principal has been collected. For impaired loans not in nonaccrual status, interest income is recognized daily as earned according to the terms of the loan agreement.

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No additional funds are committed to be advanced in connection with impaired loans, which include troubled debt restructurings.

The following is a summary of troubled debt restructurings as of:

	June 30 2011	December 31 2010
Troubled debt restructurings	\$ 11,273	\$ 5,763

**NOTE 7 EQUITY SECURITIES WITHOUT READILY DETERMINABLE FAIR VALUES**

Included in equity securities without readily determinable fair values are restricted securities, which are carried at cost, and investments in nonconsolidated entities accounted for under the equity method of accounting.

Equity securities without readily determinable fair values consist of the following as of:

	June 30 2011	December 31 2010
Federal Home Loan Bank Stock	\$ 7,380	\$ 7,596
Investment in Corporate Settlement Solutions	6,509	6,793
Federal Reserve Bank Stock	1,879	1,879
Investment in Valley Financial Corporation	1,000	1,000
Other	293	296
<b>Total</b>	<b>\$ 17,061</b>	<b>\$ 17,564</b>

**NOTE 8 BORROWED FUNDS**

Borrowed funds consist of the following obligations as of:

	June 30, 2011		December 31, 2010	
	Amount	Rate	Amount	Rate
Federal Home Loan Bank advances	\$ 132,306	3.44%	\$ 113,423	3.64%
Securities sold under agreements to repurchase without stated maturity dates	40,110	0.25%	45,871	0.25%
Securities sold under agreements to repurchase with stated maturity dates	16,864	3.32%	19,623	3.01%
Federal funds purchased	7,200	0.50%	16,000	0.60%
<b>Total</b>	<b>\$ 196,480</b>	<b>2.67%</b>	<b>\$ 194,917</b>	<b>2.53%</b>

The Federal Home Loan Bank borrowings are collateralized by a blanket lien on all qualified 1-to-4 family mortgage loans and U.S. government and federal agency securities. Advances are also secured by FHLB stock owned by the Corporation. The Corporation had the ability to borrow up to an additional \$113,295 based on the assets pledged as collateral as of June 30, 2011.

Securities sold under agreements to repurchase are classified as secured borrowings. Securities sold under agreements to repurchase without stated maturity dates generally mature within one to four days from the transaction date. Securities sold under agreements to repurchase are reflected at the amount of cash received in connection with the transaction. The securities underlying the agreements have a carrying value and a fair value of \$84,724 and \$86,381 at June 30, 2011 and December 31, 2010, respectively. Such securities remain under the control of the Corporation. The Corporation may be required to provide additional collateral based on the fair value of underlying securities.



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Securities sold under repurchase agreements without stated maturity dates and federal funds purchased generally mature within one to four days from the transaction date. The following table provides a summary of short term borrowings for the three and six month periods ended June 30:

	2011		Three Months Ended June 30			Weighted Average Interest Rate During the Period
	Maximum Month-End Balance	QTD Average Balance	Maximum Month-End Balance	QTD Average Balance	2010	
					Weighted Average Interest Rate During the Period	
Securities sold under agreements to repurchase without stated maturity dates	\$43,138	\$44,680	0.25%	\$43,005	\$39,667	0.30%
Federal funds purchased	18,300	4,539	0.54%		42	0.50%
	2011		Six Months Ended June 30			Weighted Average Interest Rate During the Period
	Maximum Month-End Balance	YTD Average Balance	Maximum Month-End Balance	YTD Average Balance	2010	
					Weighted Average Interest Rate During the Period	
Securities sold under agreements to repurchase without stated maturity dates	\$43,138	\$40,715	0.25%	\$43,005	\$37,637	0.30%
Federal funds purchased	18,300	2,906	0.53%		188	0.50%

The Corporation had pledged certificates of deposit held in other financial institutions, trading securities, available-for-sale securities, and 1-4 family mortgage loans in the following amounts at:

	June 30 2011	December 31 2010
Pledged to secure borrowed funds	\$ 293,362	\$ 297,297
Pledged to secure repurchase agreements	84,724	86,381
Pledged for public deposits and for other purposes necessary or required by law	17,914	14,626
<b>Total</b>	<b>\$ 396,000</b>	<b>\$ 398,304</b>

The Corporation had no investment securities that are restricted to be pledged for specific purposes.

**Table of Contents****NOTE 9 OTHER NONINTEREST EXPENSES**

A summary of expenses included in other noninterest expenses are as follows for the three and six month periods ended June 30:

	Three Months Ended June 30		Six Months Ended June 30	
	2011	2010	2011	2010
Marketing and community relations	\$ 527	\$ 272	\$ 750	\$ 660
Directors fees	206	236	417	445
Audit and SOX compliance fees	167	101	323	346
Foreclosed asset and collection	177	155	277	354
Education and travel	99	98	204	212
Postage and freight	96	100	196	183
Printing and supplies	89	101	189	197
Amortization of deposit premium	76	86	152	172
Legal fees	54	115	116	198
Consulting fees	67	54	100	100
All other	404	440	734	751
<b>Total other</b>	<b>\$ 1,962</b>	<b>\$ 1,758</b>	<b>\$ 3,458</b>	<b>\$ 3,618</b>

**NOTE 10 FEDERAL INCOME TAXES**

The reconciliation of the provision for federal income taxes and the amount computed at the federal statutory tax rate of 34% of income before federal income tax expense is as follows for the three and six month periods ended June 30:

	Three Months Ended June 30		Six Months Ended June 30	
	2011	2010	2011	2010
Income taxes at 34% statutory rate	\$ 1,076	\$ 857	\$ 2,004	\$ 1,641
Effect of nontaxable income				
Interest income on tax exempt municipal bonds	(385)	(352)	(768)	(704)
Earnings on corporate owned life insurance	(50)	(49)	(98)	(106)
Other	(162)	(95)	(256)	(191)
Total effect of nontaxable income	(597)	(496)	(1,122)	(1,001)
Effect of nondeductible expenses	13	8	23	11
<b>Federal income tax expense</b>	<b>\$ 492</b>	<b>\$ 369</b>	<b>\$ 905</b>	<b>\$ 651</b>

Included in other comprehensive income for the three and six month periods ended June 30 are changes in unrealized holding gains of \$8 and \$603 in 2011 and losses of \$377 and \$510 in 2010, respectively, related to auction rate money market preferred stock securities and preferred stocks. For federal income tax purposes, these securities are considered equity investments. As such, no deferred federal income taxes related to unrealized holding gains or losses are expected or recorded.

**Table of Contents****NOTE 11 DEFINED BENEFIT PENSION PLAN**

The Corporation has a non contributory defined benefit pension plan, which was curtailed effective March 1, 2007. As a result of the curtailment, future salary increases are no longer considered and plan benefits are based on years of service and the employees' five highest consecutive years of compensation out of the last ten years of service through March 1, 2007. The Corporation made no contributions to the pension plan during three or six month periods ended June 30, 2011 or 2010. The Corporation anticipates contributing \$140 to the plan in the 3<sup>rd</sup> quarter of 2011.

Following are the components of net periodic benefit cost for the three and six month periods ended June 30:

	Three Months Ended June 30		Six Months Ended June 30	
	2011	2010	2011	2010
Interest cost on projected benefit obligation	\$ 127	\$ 133	\$ 254	\$ 266
Expected return on plan assets	(130)	(123)	(261)	(246)
Amortization of unrecognized actuarial net loss	39	39	77	77
<b>Net periodic benefit cost</b>	<b>\$ 36</b>	<b>\$ 49</b>	<b>\$ 70</b>	<b>\$ 97</b>

**NOTE 12 FAIR VALUE****Estimated Fair Values of Financial Instruments Not Recorded at Fair Value in their Entirety on a Recurring Basis**

Disclosure of the estimated fair values of financial instruments, which differ from carrying values, often requires the use of estimates. In cases where quoted market values in an active market are not available, the Corporation uses present value techniques and other valuation methods to estimate the fair values of its financial instruments. These valuation methods require considerable judgment and the resulting estimates of fair value can be significantly affected by the assumptions made and methods used.

The carrying amount and estimated fair value of financial instruments not recorded at fair value in their entirety on a recurring basis on the Corporation's consolidated balance sheets are as follows:

	June 30, 2011		December 31, 2010	
	Estimated Fair Value	Carrying Value	Estimated Fair Value	Carrying Value
<b>ASSETS</b>				
Cash and demand deposits due from banks	\$ 21,792	\$ 21,792	\$ 18,109	\$ 18,109
Certificates of deposit held in other financial institutions	10,935	10,874	15,908	15,808
Mortgage loans available-for-sale	764	764	1,182	1,182
Net loans	747,891	733,916	734,634	722,931
Accrued interest receivable	5,579	5,579	5,456	5,456
Equity securities without readily determinable fair values	17,061	17,061	17,564	17,564
Originated mortgage servicing rights	2,617	2,617	2,673	2,667
<b>LIABILITIES</b>				
Deposits with no stated maturities	457,352	457,352	424,978	424,978
Deposits with stated maturities	475,564	466,847	454,332	452,361
Borrowed funds	198,411	186,174	190,180	184,494
Accrued interest payable	1,001	1,001	1,003	1,003

**Table of Contents****Financial Instruments Recorded at Fair Value**

The table below presents the recorded amount of assets and liabilities measured at fair value on:

Description	June 30, 2011			December 31, 2010		
	Total	Level 2	Level 3	Total	Level 2	Level 3
<b>Recurring items</b>						
Trading securities						
States and political subdivisions	\$ 4,910	\$ 4,910	\$	\$ 5,837	\$ 5,837	\$
Total trading securities	4,910	4,910		5,837	5,837	
Available-for-sale investment securities						
Government sponsored enterprises	5,403	5,403		5,404	5,404	
States and political subdivisions	167,334	167,334		169,717	169,717	
Auction rate money market preferred	2,834		2,834	2,865		2,865
Preferred stock	7,570		7,570	6,936		6,936
Mortgage-backed	106,971	106,971		102,215	102,215	
Collateralized mortgage obligations	90,113	90,113		43,587	43,587	
Total available-for-sale investment securities	380,225	369,821	10,404	330,724	320,923	9,801
Borrowed funds	10,306	10,306		10,423	10,423	
<b>Nonrecurring items</b>						
Impaired loans	18,748		18,748	12,048		12,048
Originated mortgage servicing rights	2,617	2,617		2,667	2,667	
Foreclosed assets	2,230	2,230		2,067	2,067	
	\$ 419,036	\$ 389,884	\$ 29,152	\$ 363,766	\$ 341,917	\$ 21,849
Percent of assets and liabilities measured at fair value						
		93.04%	6.96%		93.99%	6.01%

As of June 30, 2011 and December 31, 2010, the Corporation had no assets or liabilities measured utilizing Level 1 valuation techniques.

Following is a description of the valuation methodologies and key inputs used to measure financial assets and liabilities recorded at fair value, as well as a description of the methods and significant assumptions used to estimate fair value disclosures for financial instruments not recorded at fair value in their entirety on a recurring basis. For financial assets and liabilities recorded at fair value, the description includes an indication of the level of the fair value hierarchy in which the assets or liabilities are classified.

*Cash and demand deposits due from banks:* The carrying amounts of cash and short term investments, including Federal funds sold, approximate fair values.

*Certificates of deposit held in other financial institutions:* Interest bearing balances held in unaffiliated financial institutions include certificates of deposit and other short term interest bearing balances that mature within 3 years. Fair value is determined using prices for similar assets with similar characteristics.

*Investment securities:* Investment securities are recorded at fair value on a recurring basis. Level 2 fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss and liquidity assumptions. Level 2 securities include bonds issued by government sponsored enterprises, states and political subdivisions, mortgage-backed securities, and collateralized mortgage obligations issued by government sponsored enterprises.

Securities classified as Level 3 include securities in less liquid markets and include auction rate money market preferred securities and preferred stocks. Due to the limited trading activity of these securities, the fair values were estimated utilizing a hybrid of market value and discounted cash flow analysis as of June 30, 2011 and a discounted cash flow analysis as of December 31, 2010. These

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analyses considered creditworthiness of the counterparty, the timing of expected future cash flows, the current volume of trading activity, and recent trade prices. The discount rates used were determined by using the interest rates of similarly rated financial institutions debt based on the weighted average of a range of terms for corporate bond interest rates, which were obtained from published sources. All securities have call dates within the next year. The Corporation calculated the present value assuming a 3 year nonamortizing balloon using weighted average discount rates between 5.70% and 6.97% as of June 30, 2011.

*Mortgage loans available-for-sale:* Mortgage loans available-for-sale are carried at the lower of cost or fair value. The fair value of mortgage loans available-for-sale are based on what price secondary markets are currently offering for portfolios with similar characteristics. As such, the Corporation classifies loans subjected to nonrecurring fair value adjustments as Level 2.

*Loans:* For variable rate loans with no significant change in credit risk, fair values are based on carrying values. Fair values for fixed rate loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. The resulting amounts are adjusted to estimate the effect of changes in the credit quality of borrowers since the loans were originated.

The Corporation does not record loans at fair value on a recurring basis. However, from time to time, a loan is considered impaired and a specific allowance for loan losses may be established. Loans for which it is probable that payment of interest and principal will be significantly different than the contractual terms of the original loan agreement are considered impaired. Once a loan is identified as impaired, management measures the estimated impairment. The fair value of impaired loans is estimated using one of several methods, including collateral value, market value of similar debt, enterprise value, liquidation value, or discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans.

The Corporation reviews the net realizable values of the underlying collateral for collateral dependent impaired loans on at least a quarterly basis for all loan types. To determine the collateral value, management utilizes independent appraisals, broker price opinions, or internal evaluations. These valuations are reviewed to determine whether an additional discount should be applied given the age of market information that may have been considered as well as other factors such as costs to carry and sell an asset if it is determined that the collateral will be liquidated in connection with the ultimate settlement of the loan. The Corporation uses this valuation to determine if any charge offs or specific reserves are necessary. The Corporation may obtain new valuations in certain circumstances, including when there has been significant deterioration in the condition of the collateral, if the foreclosure process has begun, or if the existing valuation is deemed to be outdated.

Impaired loans where an allowance is established based on the net realizable value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraisal value, the Corporation records the loan as nonrecurring Level 2. When a current appraised value is not available or management determines the fair value collateral is further impaired below the appraised value, the Corporation records the impaired loans as nonrecurring Level 3.

*Accrued interest:* The carrying amounts of accrued interest approximate fair value.

*Goodwill and other intangible assets:* Acquisition intangibles and goodwill are subject to impairment testing. A projected cash flow valuation method is used in the completion of impairment testing. This valuation method requires a significant degree of management judgment. In the event the projected undiscounted net operating cash flows are less than the carrying value, the asset is recorded at fair value as determined by the valuation model. If the testing resulted in impairment, the Corporation would classify goodwill and other acquisition intangibles subjected to nonrecurring fair value adjustments as Level 3. For the six month periods ended June 30, 2011 and 2010, there were no impairments recorded on goodwill and other acquisition intangibles.

*Equity securities without readily determinable fair values:* The Corporation has investments in equity securities without readily determinable fair values as well as investments in joint ventures. The assets are individually reviewed for impairment on an annual basis, or more frequently if an indication of impairment exists, by comparing the carrying value to the estimated fair value. The lack of an independent source to validate fair value estimates, including the impact of future capital calls and transfer restrictions, is an inherent limitation in the valuation process. The

Corporation classifies nonmarketable equity securities and its investments in joint ventures subjected to nonrecurring fair value adjustments as Level 3. For the six month periods ended June 30, 2011 and 2010, there were no impairments recorded on equity securities without readily determinable fair values.

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*Foreclosed assets:* Upon transfer from the loan portfolio, foreclosed assets are adjusted to and subsequently carried at the lower of carrying value or fair value less costs to sell. Net realizable value is based upon independent market prices, appraised values of the collateral, or management's estimation of the value of the collateral and as such, the Corporation classifies foreclosed assets as a nonrecurring Level 2. When management determines that the net realizable value of the collateral is further impaired below the appraised value but there is no observable market price, the Corporation records the foreclosed asset as nonrecurring Level 3.

*Originated mortgage servicing rights:* Originated mortgage servicing rights are subject to impairment testing. A valuation model, which utilizes a discounted cash flow analysis using interest rates and prepayment speed assumptions currently quoted for comparable instruments and a discount rate determined by management, is used for impairment testing. If the valuation model reflects a value less than the carrying value, originated mortgage servicing rights are adjusted to fair value through a valuation allowance as determined by the model. As such, the Corporation classifies loan servicing rights subject to nonrecurring fair value adjustments as Level 2.

*Deposits:* Demand, savings, and money market deposits are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). Fair values for variable rate certificates of deposit approximate their recorded carrying value. Fair values for fixed rate certificates of deposit 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 time deposits.

*Borrowed funds:* The carrying amounts of federal funds purchased, borrowings under overnight repurchase agreements, and other short-term borrowings maturing within ninety days approximate their fair values. The fair values of the Corporation's other borrowed funds are estimated using discounted cash flow analyses based on the Corporation's current incremental borrowing arrangements.

The Corporation has elected to measure a portion of borrowed funds at fair value. These borrowings are recorded at fair value on a recurring basis, with the fair value measurement estimated using discounted cash flow analysis based on the Corporation's current incremental borrowing rates for similar types of borrowing arrangements. Changes in the fair value of these borrowings are included in noninterest income. As such, the Corporation classifies other borrowed funds as Level 2.

*Commitments to extend credit, standby letters of credit and undisbursed loans:* Fair values for off balance sheet lending commitments are based on fees currently charged to enter into similar agreements, taking into consideration the remaining terms of the agreements and the counterparties' credit standings. The Corporation does not charge fees for lending commitments; thus it is not practicable to estimate the fair value of these instruments.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Corporation believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement.

The table below represents the activity in available-for-sale investment securities measured with Level 3 inputs on a recurring basis for the three and six month periods ended June 30:

	Three Months Ended		Six Months Ended	
	June 30		June 30	
	2011	2010	2011	2010
Level 3 inputs at beginning of period	\$ 10,396	\$ 9,894	\$ 9,801	\$ 10,027
Net unrealized gains (losses)	8	(377)	603	(510)
Level 3 inputs June 30	\$ 10,404	\$ 9,517	\$ 10,404	\$ 9,517



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The changes in fair value of assets and liabilities recorded at fair value through earnings on a recurring basis and changes in assets and liabilities recorded at fair value on a nonrecurring basis, for which an impairment, or reduction of an impairment, was recognized in the three and six month periods ended June 30, 2011 and 2010, are summarized as follows:

Description	Three Months Ended June 30					
	Trading Gains and (Losses)	2011 Other Gains and (Losses)	Total	Trading Gains and (Losses)	2010 Other Gains and (Losses)	Total
<b>Recurring Items</b>						
Trading securities	\$ (8)	\$	\$ (8)	\$ (37)	\$	\$ (37)
Borrowed funds		37	37		(3)	(3)
<b>Nonrecurring Items</b>						
Foreclosed assets		(25)	(25)		(13)	(13)
Originated mortgage servicing rights		(25)	(25)		(185)	(185)
<b>Total</b>	<b>\$ (8)</b>	<b>\$ (13)</b>	<b>\$ (21)</b>	<b>\$ (37)</b>	<b>\$ (201)</b>	<b>\$ (238)</b>

Description	Six Months Ended June 30					
	Trading Gains and (Losses)	2011 Other Gains and (Losses)	Total	Trading Gains and (Losses)	2010 Other Gains and (Losses)	Total
<b>Recurring items</b>						
Trading securities	\$ (27)	\$	\$ (27)	\$ (38)	\$	\$ (38)
Borrowed funds		117	117		53	53
<b>Nonrecurring items</b>						
Foreclosed assets		(35)	(35)		(90)	(90)
Originated mortgage servicing rights		(18)	(18)		(149)	(149)
<b>Total</b>	<b>\$ (27)</b>	<b>\$ 64</b>	<b>\$ 37</b>	<b>\$ (38)</b>	<b>\$ (186)</b>	<b>\$ (224)</b>

The activity in borrowings which the Corporation has elected to carry at fair value was as follows for the three and six month periods ended June 30:

Borrowings carried at fair value	beginning of period	Three Months Ended June 30		Six Months Ended June 30	
		2011	2010	2011	2010
		\$ 10,343	\$ 17,748	\$ 10,423	\$ 17,804
Paydowns and maturities			(5,000)		(5,000)
Net change in fair value		(37)	3	(117)	(53)
<b>Borrowings carried at fair value</b>	<b>June 30</b>	<b>\$ 10,306</b>	<b>\$ 12,751</b>	<b>\$ 10,306</b>	<b>\$ 12,751</b>

<b>Unpaid principal balance</b>	<b>June 30</b>	<b>\$ 10,000</b>	<b>\$ 12,154</b>	<b>\$ 10,000</b>	<b>\$ 12,154</b>
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**NOTE 13 OPERATING SEGMENTS**

The Corporation's reportable segments are based on legal entities that account for at least 10% of net operating results. Retail banking operations as of June 30, 2011 and 2010 and each of the three and six month periods then ended, represented 90% or more of the Corporation's total assets and operating results. As such, no additional segment reporting is presented.

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**Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations**  
**ISABELLA BANK CORPORATION FINANCIAL REVIEW**

(All dollars in thousands)

The following is management's discussion and analysis of the financial condition and results of operations for Isabella Bank Corporation. This discussion and analysis is intended to provide a better understanding of the unaudited interim condensed consolidated financial statements and statistical data included elsewhere in this Form 10-Q. This analysis should be read in conjunction with the Corporation's 2010 annual report and with the unaudited interim condensed consolidated financial statements and notes, beginning on page 3 of this report.

**Executive Summary**

Isabella Bank Corporation, as well as all other financial institutions in Michigan and across the entire country, continues to experience the negative impacts on its operations from the persistent weak economy. The current economic environment has led to historically high levels of loans charged off and foreclosed asset and collection expenses.

In spite of the current economic downturn, the Corporation continues to be profitable, with net income of \$4,988 for the six month period ended June 30, 2011. The Corporation's nonperforming loans have increased slightly to 0.90% of total loans as of June 30, 2011 compared to 0.83% as of December 31, 2010. The ratio of nonperforming loans to total loans for all banks in the Corporation's peer group was 3.43% as of March 31, 2011 (June 30, 2011 peer group ratios are not yet available). The Corporation's interest margins also continue to be strong, as the net yield on interest earning assets (on a fully tax equivalent basis) was 3.93% for the six month period ended June 30, 2011.

**Recent Legislation**

The Health Care and Education Act of 2010 and the Patient Protection and Affordable Care Act could have a significant impact on the Corporation's operating results in future periods. Aside from the potential increases in the Corporation's health care costs, the implementation of the new rules and requirements is likely to require a substantial commitment from the Corporation's management.

In 2010, the President signed into law the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act). The Dodd-Frank Act makes sweeping changes in the regulation of financial institutions aimed at strengthening the sound operation of the financial services sector. Many of the provisions in the Dodd-Frank Act will not become effective until future years. The Dodd-Frank Act includes the following provisions, among other things:

Directs the Federal Reserve to issue rules which are expected to limit debit-card interchange fees for financial institutions with assets in excess of \$10,000,000;

Creates a new Consumer Financial Protection Bureau that will have rulemaking and enforcement authority for a wide range of consumer protection laws affecting financial institutions;

Increases leverage and risk-based capital requirements, FDIC premiums and examination fees;

Provides for new disclosure, say-on-pay, and other rules relating to executive compensation and corporate governance for public companies, including public financial institutions;

Permanently increases the federal deposit insurance coverage limit to \$250;

Provides for mortgage reform addressing a customer's ability to repay, restricts variable-rate lending, and makes more loans subject to disclosure requirements and other restrictions; and

Creates a financial stability oversight council that will recommend to the Federal Reserve increasingly strict rules for capital, leverage, liquidity, risk management and other requirements as companies grow in size and complexity.

Uncertainty remains as to the ultimate impact of the Dodd-Frank Act on the financial services industry as a whole and on the Corporation. In particular, many provisions of the Dodd-Frank Act are subject to rulemaking, which make it

difficult to predict the impact of the Dodd-Frank Act on the Corporation, its customers and the financial services industry as a whole. The Dodd-Frank Act will likely result in increases in the Corporation's expenses, decreases to its revenues, and changes in the activities in which the Corporation engages, which could have a material adverse impact on the Corporation's financial performance and results of operations that cannot be foreseen. Management anticipates that the impact will be substantial.

**Table of Contents****CRITICAL ACCOUNTING POLICIES**

A summary of the Corporation's significant accounting policies is set forth in Note 1 of the Consolidated Financial Statements included in the Corporation's Annual Report for the year ended December 31, 2010. Of these significant accounting policies, the Corporation considers its policies regarding the allowance for loan losses, acquisition intangibles, and the determination of the fair value of investment securities to be its most critical accounting policies. The allowance for loan losses requires management's most subjective and complex judgment. Changes in economic conditions can have a significant impact on the allowance for loan losses and, therefore, the provision for loan losses and results of operations. The Corporation has developed appropriate policies and procedures for assessing the appropriateness of the allowance for loan losses, recognizing that this process requires a number of assumptions and estimates with respect to its loan portfolio. The Corporation's assessments may be impacted in future periods by changes in economic conditions, and the discovery of information with respect to borrowers which is not known to management at the time of the issuance of the consolidated financial statements. For additional discussion concerning the Corporation's allowance for loan losses and related matters, see the detailed discussion to follow under the heading Allowance for Loan Losses .

United States generally accepted accounting principles require that the Corporation determine the fair value of the assets and liabilities of an acquired entity, and record their fair value on the date of acquisition. The Corporation employs a variety of measures in the determination of the fair value, including the use of discounted cash flow analysis, market appraisals, and projected future revenue streams. For certain items that management believes it has the appropriate expertise to determine the fair value, management may choose to use its own calculations of the value. In other cases, where the value is not easily determined, the Corporation consults with outside parties to determine the fair value of the identified asset or liability. Once valuations have been adjusted, the net difference between the price paid for the acquired entity and the value of its balance sheet, including identifiable intangibles, is recorded as goodwill. This goodwill is not amortized, but is tested for impairment on at least an annual basis.

The Corporation currently has both available-for-sale and trading investment securities that are carried at fair value. Changes in the fair value of available-for-sale investment securities are included as a component of other comprehensive income, while declines in the fair value of these securities below their cost that are other-than-temporary are reflected as realized losses in the consolidated statements of income. The change in value of trading investment securities is included in current earnings. Management evaluates available-for-sale securities for indications of losses that are considered other-than-temporary, if any, on a regular basis. The market values for available-for-sale and trading investment securities are typically obtained from outside sources and applied to individual securities within the portfolio.

The Corporation invested \$11,000 in auction rate money market preferred investment security instruments, which are classified as available-for-sale securities and reflected at estimated fair value. Due to credit market uncertainty, the trading for these securities has been limited. As a result of the limited trading of these securities, \$7,800 converted to preferred stock with debt like characteristics in 2009.

Due to the limited trading activity of these securities, the fair values were estimated utilizing a hybrid of market value and discounted cash flow analysis as of June 30, 2011 and a discounted cash flow analysis as of December 31, 2010. These analyses considered creditworthiness of the counterparty, the timing of expected future cash flows, the current volume of trading activity, and recent trade prices. The discount rates used were determined by using the interest rates of similarly rated financial institutions debt based on the weighted average of a range of terms for corporate bond interest rates, which were obtained from published sources. All securities have call dates within the next year. The Corporation calculated the present value assuming a 3 year nonamortizing balloon using weighted average discount rates between 5.70% and 6.97% as of June 30, 2011.

As of June 30, 2011, the Corporation held an auction rate money market preferred security and preferred stocks which continued to be in an unrealized loss position as a result of the securities' interest rates, as they are currently lower than the offering rates of securities with similar characteristics. Despite the limited trading of these securities, management has determined that any declines in the fair value of these securities are the result of changes in interest rates and not risks related to the underlying credit quality of the security. Additionally, none of these securities are deemed to be below investment grade, and management does not intend to sell the securities in an unrealized loss position, and it is

more likely than not that the Corporation will not have to sell the securities before recovery of their cost basis. As a result, the Corporation has not recognized an other-than-temporary impairment related to these declines in fair value.

**Table of Contents****RESULTS OF OPERATIONS****Selected Financial Data**

The following table outlines the results of operations for the three and six month periods ended June 30, 2011 and 2010.

	Three Months Ended		Six Months Ended	
	June 30		June 30	
	2011	2010	2011	2010
<b>INCOME STATEMENT DATA</b>				
Net interest income	\$ 10,568	\$ 9,981	\$ 20,753	\$ 19,680
Provision for loan losses	603	1,056	1,420	2,263
Net income	2,672	2,151	4,988	4,174
<b>PER SHARE DATA</b>				
Earnings per share				
Basic	\$ 0.35	\$ 0.29	\$ 0.66	\$ 0.55
Diluted	0.34	0.28	0.64	0.54
Cash dividends per common share	0.19	0.18	0.38	0.36
Book value (at end of period)	20.00	19.39	20.00	19.39
<b>RATIOS</b>				
Average primary capital to average assets	12.33%	13.07%	12.48%	13.32%
Net income to average assets (annualized)	0.84	0.74	0.79	0.72
Net income to average equity (annualized)	7.31	6.14	6.83	5.88
Net income to average tangible equity (annualized)	10.76	9.16	10.21	8.94

**Net Interest Income**

Net interest income equals interest income less interest expense and is the primary source of income for the Corporation. Interest income includes loan fees of \$655 and \$1,221 for the three and six month periods ended June 30, 2011, respectively, as compared to \$499 and \$902 during the same periods in 2010. For analytical purposes, net interest income is adjusted to a taxable equivalent basis by adding the income tax savings from interest on tax exempt loans and securities, thus making year to year comparisons more meaningful.

(Continued on page 38)

**Table of Contents****AVERAGE BALANCES, INTEREST RATE, AND NET INTEREST INCOME**

The following schedules present the daily average amount outstanding for each major category of interest earning assets, nonearning assets, interest bearing liabilities, and noninterest bearing liabilities. This schedule also presents an analysis of interest income and interest expense for the periods indicated. All interest income is reported on a fully taxable equivalent (FTE) basis using a 34% tax rate. Non accruing loans, for the purpose of the following computations, are included in the average loan amounts outstanding. Federal Reserve and Federal Home Loan Bank restricted equity holdings are included in other.

The following table displays the results for the three month periods ended June 30:

	2011			2010		
	Average	Tax	Average	Average	Tax	Average
	Balance	Equivalent	Yield\	Balance	Equivalent	Yield\
		Interest	Rate		Interest	Rate
<b>INTEREST EARNING ASSETS</b>						
Loans	\$ 742,439	\$ 11,464	6.18%	\$ 725,881	\$ 11,651	6.42%
Taxable investment securities	233,681	1,836	3.14%	153,588	1,346	3.51%
Nontaxable investment securities	134,898	1,864	5.53%	118,100	1,697	5.75%
Trading account securities	5,089	71	5.58%	8,714	121	5.55%
Other	33,529	133	1.59%	38,044	110	1.16%
Total earning assets	1,149,636	15,368	5.35%	1,044,327	14,925	5.72%
<b>NON EARNING ASSETS</b>						
Allowance for loan losses	(12,551)			(13,317)		
Cash and demand deposits due from banks	19,361			15,878		
Premises and equipment	24,135			24,577		
Accrued income and other assets	94,284			89,310		
Total assets	\$ 1,274,865			\$ 1,160,775		
<b>INTEREST BEARING LIABILITIES</b>						
Interest bearing demand deposits	\$ 150,696	47	0.12%	\$ 133,501	35	0.10%
Savings deposits	195,856	122	0.25%	169,036	96	0.23%
Time deposits	464,685	2,607	2.24%	422,111	2,743	2.60%
Borrowed funds	193,669	1,325	2.74%	181,445	1,417	3.12%
Total interest bearing liabilities	1,004,906	4,101	1.63%	906,093	4,291	1.89%
<b>NONINTEREST BEARING LIABILITIES</b>						
Demand deposits	110,976			102,634		
Other	12,831			11,938		
Shareholders equity	146,152			140,110		
Total liabilities and shareholders equity	\$ 1,274,865			\$ 1,160,775		
Net interest income (FTE)		\$ 11,267			\$ 10,634	



Net yield on interest earning assets (FTE)	3.92%	4.07%
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The following table displays the results for the six month periods ended June 30:

	Average Balance	2011 Tax Equivalent Interest	Average Yield / Rate	Average Balance	2010 Tax Equivalent Interest	Average Yield / Rate
<b>INTEREST EARNING ASSETS</b>						
Loans	\$ 738,535	\$ 22,825	6.18%	\$ 725,038	\$ 23,168	6.39%
Taxable investment securities	217,595	3,349	3.08%	147,832	2,625	3.55%
Nontaxable investment securities	134,706	3,870	5.75%	118,434	3,491	5.90%
Trading account securities	5,308	148	5.58%	9,868	262	5.31%
Other	38,405	267	1.39%	35,892	214	1.19%
Total earning assets	1,134,549	30,459	5.37%	1,037,064	29,760	5.74%
<b>NON EARNING ASSETS</b>						
Allowance for loan losses	(12,568)			(13,356)		
Cash and demand deposits due from banks	19,935			15,994		
Premises and equipment	24,323			24,450		
Accrued income and other assets	93,446			89,867		
Total assets	\$ 1,259,685			\$ 1,154,019		
<b>INTEREST BEARING LIABILITIES</b>						
Savings deposits	\$ 150,962	93	0.12%	\$ 133,670	70	0.10%
Time deposits	193,002	246	0.25%	167,469	185	0.22%
Borrowed funds	461,030	5,222	2.27%	419,571	5,502	2.62%
	188,306	2,593	2.75%	183,763	2,934	3.19%
Total interest bearing liabilities	993,300	8,154	1.64%	904,473	8,691	1.92%
<b>NONINTEREST BEARING LIABILITIES</b>						
Demand deposits	109,189			98,097		
Other	11,046			9,356		
Shareholders equity	146,150			142,093		
Total liabilities and shareholders equity	\$ 1,259,685			\$ 1,154,019		
Net interest income (FTE)		\$ 22,305			\$ 21,069	
Net yield on interest earning assets (FTE)			3.93%			4.06%



**Table of Contents****VOLUME AND RATE VARIANCE ANALYSIS**

The following table sets forth the effect of volume and rate changes on interest income and expense for the periods indicated. For the purpose of this table, changes in interest due to volume and rate were determined as follows:

Volume Variance change in volume multiplied by the previous year's rate.

Rate Variance change in the fully taxable equivalent (FTE) rate multiplied by the prior year's volume.

The change in interest due to both volume and rate has been allocated to volume and rate changes in proportion to the relationship of the absolute dollar amounts of the change in each.

	Three Months Ended June 30, 2011 Compared to June 30, 2010			Six Months Ended June 30, 2011 Compared to June 30, 2010		
	Increase (Decrease) Due to Volume	Increase (Decrease) Due to Rate	Increase (Decrease) Due to Net	Increase (Decrease) Due to Volume	Increase (Decrease) Due to Rate	Increase (Decrease) Due to Net
<b>CHANGES IN INTEREST INCOME</b>						
Loans	\$ 262	\$ (449)	\$ (187)	\$ 426	\$ (769)	\$ (343)
Taxable investment securities	641	(151)	490	1,110	(386)	724
Nontaxable investment securities	234	(67)	167	469	(90)	379
Trading account securities	(51)	1	(50)	(127)	13	(114)
Other	(14)	37	23	16	37	53
Total changes in interest income	1,072	(629)	443	1,894	(1,195)	699
<b>CHANGES IN INTEREST EXPENSE</b>						
Interest bearing demand deposits	5	7	12	10	13	23
Savings deposits	16	10	26	30	31	61
Time deposits	261	(397)	(136)	513	(793)	(280)
Borrowed funds	91	(183)	(92)	71	(412)	(341)
Total changes in interest expense	373	(563)	(190)	624	(1,161)	(537)
Net change in interest margin (FTE)	\$ 699	\$ (66)	\$ 633	\$ 1,270	\$ (34)	\$ 1,236

Despite the declines in interest rates over the last year (for both interest earning assets and interest bearing liabilities), the Corporation has been able to maintain adequate interest margins.

The Corporation anticipates that net interest margin yield will decline slightly during the remainder 2011 due to the following factors:

Based on the current economic conditions, management does not anticipate any changes in the target Fed Funds rate in the foreseeable future. As such, the Corporation does not anticipate significant, if any, changes in market rates. However, there is the potential for declines in rates earned on interest earning assets. Most of the potential declines would arise out of the Corporation's investment portfolio, as certain securities, are either called or matured during 2011 of which proceeds will likely be reinvested at significantly lower rates of return.

Average loans to assets was 58.6% in the first six months of 2011 as compared to 62.8% in 2010. The decline represents a shift of assets from higher yielding loans into lower yielding investments, which negatively impacts net interest margin yield.

The interest rates on many types of loans including home equity lines of credit and investment securities with acceptable credit and interest rate risks are currently priced at or below the Corporation's quarter to date net yield on interest earning



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assets of 3.92%. In order to earn additional net interest income, the Corporation is continuing to extend loans and purchase investments that will increase net income but decrease net interest margin yield.

While the Corporation's liability sensitive balance sheet has allowed it to benefit from decreases in interest rates, it also makes the Corporation sensitive to increases in deposit and borrowing rates. As part of the Corporation's goal to minimize the potential negative impacts of possible increases in future interest rates, management is actively working to lengthen the terms of its interest bearing liabilities. This lengthening has increased the Corporation's cost of funding, reducing net interest income in the short term.

**Allowance for Loan Losses**

The viability of any financial institution is ultimately determined by its management of credit risk. Loans outstanding represent the Corporation's single largest concentration of risk. The allowance for loan losses is management's estimation of probable losses inherent in the existing loan portfolio. Factors used to evaluate the loan portfolio, and thus to determine the current charge to expense, include recent loan loss history, financial condition of borrowers, amount of nonperforming and impaired loans, overall economic conditions and other factors. The following table summarizes the Corporation's charge off and recovery activity for the six month periods ended June 30:

	2011	2010	Variance
Allowance for loan losses January 1	\$ 12,373	\$ 12,979	\$ (606)
Loans charged off			
Commercial and agricultural	(870)	(1,144)	274
Real estate mortgage	(878)	(1,589)	711
Consumer	(284)	(236)	(48)
<b>Total loans charged off</b>	<b>(2,032)</b>	<b>(2,969)</b>	<b>937</b>
Recoveries			
Commercial and agricultural	346	291	55
Real estate mortgage	103	302	(199)
Consumer	168	152	16
<b>Total recoveries</b>	<b>617</b>	<b>745</b>	<b>(128)</b>
Provision for loan losses	1,420	2,263	(843)
<b>Allowance for loan losses June 30</b>	<b>\$ 12,378</b>	<b>\$ 13,018</b>	<b>\$ (640)</b>
Net loans charged off	\$ 1,415	\$ 2,224	\$ (809)
Year to date average loans outstanding	738,535	725,038	13,497
<b>Net loans charged off to average loans outstanding</b>	<b>0.19%</b>	<b>0.31%</b>	<b>-0.12%</b>
<b>Total amount of loans outstanding</b>	<b>\$ 746,294</b>	<b>\$ 727,051</b>	<b>\$ 19,243</b>
<b>Allowance for loan losses as a % of loans</b>	<b>1.66%</b>	<b>1.79%</b>	<b>-0.13%</b>

The Corporation originates and sells fixed rate residential real estate mortgages to the Federal Home Loan Mortgage Corporation (Freddie Mac). The Corporation has not originated loans for either trading or its own portfolio that would be classified as subprime, nor has it originated adjustable rate mortgages or financed loans for more than 80% of

market value unless insured by private third party insurance.

As shown in the preceding table, when comparing the first six months of 2011 to the same period in 2010, net loans charged off decreased by \$809. This improvement allowed the Corporation to reduce its provision for loan losses for the six month period ended June 30, 2011 as compared to 2010. While there have been marked improvements in the level of net loans charged off, which has contributed to the Corporation's ability to reduce its provision for loan losses, the overall local, regional and national economies have yet to show consistent improvement.

The Corporation allocates the allowance throughout its loan portfolio based on management's assessment of the underlying risks associated with each loan segment. Management's assessments include allocations based on specific impairment allocations, historical loss histories, internally assigned credit ratings, and past due and nonaccrual balances. A portion of the allowance for loan

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losses is not allocated to any one loan segment, but is instead a reflection of other qualitative risks within the Corporation's loan portfolio.

For further discussion on the allocation of the allowance for loan losses, see Note 6 Loans and Allowance for Loan Losses to the Corporation's interim condensed consolidated financial statements.

**Loans Past Due and Loans in Nonaccrual Status**

Increases in past due and nonaccrual loans can have a significant impact on the allowance for loan losses. To determine the potential impact, and corresponding estimated losses, management analyzes its historical loss trends on loans past due 30-89 days, 90 days or more, and nonaccrual loans.

The following tables summarize the Corporation's past due and nonaccrual loans as of:

	June 30, 2011			
	Accruing Loans Past Due			Total Past Due and Nonaccrual
	30-89 Days	Greater Than		
		90 Days	Nonaccrual	Nonaccrual
Commercial and agricultural	\$ 2,467	\$ 525	\$ 4,195	\$ 7,187
Residential mortgage	2,880	139	1,845	4,864
Consumer installment	192	12		204
	\$ 5,539	\$ 676	\$ 6,040	\$ 12,255

	December 31, 2010			
	Accruing Loans Past Due			Total Past Due and Nonaccrual
	30-89 Days	Greater Than		
		90 Days	Nonaccrual	Nonaccrual
Commercial and agricultural	\$ 5,291	\$ 175	\$ 4,140	\$ 9,606
Residential mortgage	6,339	310	1,470	8,119
Consumer installment	308	1		309
	\$ 11,938	\$ 486	\$ 5,610	\$ 18,034



**Table of Contents****Troubled Debt Restructurings**

The following table summarizes the Corporation's troubled debt restructurings component of its impaired loans as of:

	June 30 2011			December 31 2010			Total Change
	Accruing Interest	Nonaccrual	Total	Accruing Interest	Nonaccrual	Total	
Current	\$ 10,609	\$ 38	\$ 10,647	\$ 4,798	\$ 499	\$ 5,297	\$ 5,350
Past due 30-89 days	137	383	520	277	26	303	217
Past due 90 days or more		106	106		163	163	(57)
<b>Total troubled debt restructurings</b>	<b>\$ 10,746</b>	<b>\$ 527</b>	<b>\$ 11,273</b>	<b>\$ 5,075</b>	<b>\$ 688</b>	<b>\$ 5,763</b>	<b>\$ 5,510</b>

Since December 31, 2008 the Corporation has taken aggressive actions to avoid foreclosures on borrowers who are willing to work with the Corporation in modifying their loans, thus making them more affordable. These loan modifications have allowed borrowers to develop a payment structure that will allow them to continue making payments in lieu of foreclosure. Troubled debt restructurings that have been placed in nonaccrual status may be placed back on accrual status after six months of continuous resumed performance.

To be classified as a troubled debt restructuring, the concessions granted to a customer who is experiencing financial difficulty must meet one of the following criteria:

1. Reduction of the stated interest rate related to the sole purpose of providing payment relief for the remaining original life of the debt.
2. Extension of the amortization period beyond typical lending guidelines.
3. Forbearance of principal.
4. Forbearance of accrued interest.

The following table displays the results of the Corporation's efforts related to troubled debt restructurings modified since December 31, 2008:

	Successful		Unsuccessful		Total	
	Number of Loans	Amount of Loans	Number of Loans	Amount of Loans	Number of Loans	Amount of Loans
Reduction in interest rate	9	\$ 275	1	\$ 132	10	\$ 407
Extension of amortization	32	7,152	3	114	35	7,266
Reduction in interest rate and extension of amortization	34	6,001	1	93	35	6,094
	75	\$ 13,428	5	\$ 339	80	\$ 13,767

Since December 31, 2008 the Corporation has not restructured any loans as a result of a forbearance of principal or accrued interest. As shown the preceding table, the Corporation has been successful in its efforts to modify loans to prevent foreclosures.

**Table of Contents****Nonperforming Assets**

The following table summarizes the Corporation's nonperforming assets as of:

	June 30 2011	December 31 2010	Change
Nonaccrual loans	\$ 6,040	\$ 5,610	\$ 430
Accruing loans past due 90 days or more	676	486	190
<b>Total nonperforming loans</b>	<b>6,716</b>	<b>6,096</b>	<b>620</b>
Other real estate owned (OREO)	2,228	2,039	189
Reposessed assets	2	28	(26)
<b>Total nonperforming assets</b>	<b>\$ 8,946</b>	<b>\$ 8,163</b>	<b>\$ 783</b>
<b>Nonperforming loans as a % of total loans</b>	<b>0.90%</b>	<b>0.83%</b>	<b>0.07%</b>
<b>Nonperforming assets as a % of total assets</b>	<b>0.70%</b>	<b>0.67%</b>	<b>0.03%</b>

Loans are placed in nonaccrual status when the foreclosure process has begun, generally after a loan is 90 days past due, unless they are well secured and in the process of collection. Upon transferring the loans to nonaccrual status, an evaluation to determine the net realizable value of the underlying collateral is performed. This evaluation is used to help determine if any charge downs are necessary. Loans may be placed back on accrual status after six months of continued performance.

The following table summarizes the Corporation's nonaccrual loan balances by type as of:

	June 30 2011	December 31 2010	Change
Commercial and agricultural	\$ 4,195	\$ 4,140	\$ 55
Residential mortgage	1,845	1,470	375
	\$ 6,040	\$ 5,610	\$ 430

Included in nonaccrual commercial and agricultural loans was one credit with a balance of \$2,329 as of June 30, 2011 and \$2,679 as of December 31, 2010. This credit is secured by undeveloped commercial real estate for which there has been a specific allocation established in the amount of \$345 as of December 31, 2010. As of June 30, 2011, there was no specific allocation established for this credit as it has been charged down to reflect the current market value of the real estate. There were no other individually significant credits included in nonaccrual loans as of June 30, 2011 and December 31, 2010.

Included in the nonaccrual loan balances above were credits currently classified as restructured loans as of:

	June 30 2011	December 31 2010	Change
Commercial and agricultural	\$ 527	\$ 115	\$ (412)
Residential mortgage		573	(573)

\$ 527      \$ 688      \$ (161)

The Corporation has devoted considerable attention to identifying impaired loans and adjusting the net carrying value of these loans to their current net realizable values through the establishment of a specific reserve or the recording of a charge off. To management's knowledge, all loans that are deemed to be impaired have been recognized. A continued decline in real estate values may require further write downs of loans in foreclosure and other real estate owned and could potentially have an adverse impact on the Corporation's financial performance.

Based on management's analysis, the allowance for loan losses is considered appropriate as of June 30, 2011.

Management will continue to closely monitor its overall credit quality during 2011 to ensure that the allowance for loan losses remains appropriate.

**Table of Contents****NONINTEREST INCOME AND EXPENSES****Noninterest Income**

Noninterest income consists of service charges and fee income, gains from the sale of mortgage loans, gains and losses on trading securities and borrowings measured at fair value, gains from the sale of investment securities, and other. Significant account balances are highlighted in the accompanying tables with additional descriptions of significant fluctuations:

	Three Months Ended June 30			
	2011	2010	Change \$	%
<b>Service charges and fees</b>				
NSF and overdraft fees	\$ 651	\$ 738	\$ (87)	-11.8%
ATM and debit card fees	441	377	64	17.0%
Trust fees	267	235	32	13.6%
Freddie Mac servicing fee	174	179	(5)	-2.8%
Service charges on deposit accounts	83	87	(4)	-4.6%
Net originated mortgage servicing rights loss	(36)	(159)	123	N/M
All other	37	37		0.0%
<b>Total service charges and fees</b>	<b>1,617</b>	<b>1,494</b>	<b>123</b>	<b>8.2%</b>
<b>Gain on sale of mortgage loans</b>	<b>53</b>	<b>74</b>	<b>(21)</b>	<b>-28.4%</b>
<b>Net gain (loss) on trading securities</b>	<b>(8)</b>	<b>(37)</b>	<b>29</b>	<b>N/M</b>
<b>Net gain (loss) on borrowings measured at fair value</b>	<b>37</b>	<b>(3)</b>	<b>40</b>	<b>N/M</b>
<b>Other</b>				
Earnings on corporate owned life insurance policies	145	144	1	0.7%
Brokerage and advisory fees	144	147	(3)	-2.0%
All other	(10)	51	(61)	-119.6%
<b>Total other</b>	<b>279</b>	<b>342</b>	<b>(63)</b>	<b>-18.4%</b>
<b>Total noninterest income</b>	<b>\$ 1,978</b>	<b>\$ 1,870</b>	<b>\$ 108</b>	<b>5.8%</b>

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	Six Months Ended June 30			
	2011	2010	Change \$	%
<b>Service charges and fees</b>				
NSF and overdraft fees	\$ 1,222	\$ 1,448	\$ (226)	-15.6%
ATM and debit card fees	844	722	122	16.9%
Trust fees	488	429	59	13.8%
Freddie Mac servicing fee	356	367	(11)	-3.0%
Service charges on deposit accounts	158	167	(9)	-5.4%
Net originated mortgage servicing rights loss	(50)	(84)	34	N/M
All other	75	73	2	2.7%
<b>Total service charges and fees</b>	<b>3,093</b>	<b>3,122</b>	<b>(29)</b>	<b>-0.9%</b>
<b>Gain on sale of mortgage loans</b>	<b>182</b>	<b>167</b>	<b>15</b>	<b>9.0%</b>
<b>Net loss on trading securities</b>	<b>(27)</b>	<b>(38)</b>	<b>11</b>	<b>N/M</b>
<b>Net gain on borrowings measured at fair value</b>	<b>117</b>	<b>53</b>	<b>64</b>	<b>120.8%</b>
<b>Gain on sale of available-for-sale investment securities</b>		<b>56</b>	<b>(56)</b>	<b>-100.0%</b>
<b>Other</b>				
Earnings on corporate owned life insurance policies	287	313	(26)	-8.3%
Brokerage and advisory fees	283	290	(7)	-2.4%
All other	(9)	74	(83)	-112.2%
<b>Total other</b>	<b>561</b>	<b>677</b>	<b>(116)</b>	<b>-17.1%</b>
<b>Total noninterest income</b>	<b>\$ 3,926</b>	<b>\$ 4,037</b>	<b>\$ (111)</b>	<b>-2.7%</b>

Significant changes in noninterest income are detailed below:

Management continuously analyzes various fees related to deposit accounts including service charges and NSF and overdraft fees. Based on these analyses, the Corporation makes any necessary adjustments to ensure that its fee structure is within the range of its competitors, while at the same time making sure that the fees remain fair to deposit customers. NSF and overdraft fees have been steadily declining over the past two years, with the decline accelerating in the third quarter of 2010 as a result of new regulatory guidance issued by the Federal Reserve Bank being implemented related to NSF and overdraft fees. The Corporation anticipates that NSF and overdraft fees will approximate current levels for the remainder of 2011.

The increases in ATM and debit card fees are primarily the result of the increased usage of debit cards by customers. As management does not anticipate any significant changes to the ATM and debit card fee structures, income is expected to continue to increase as the usage of debit cards increases.

Trust fees have increased primarily due to increases in the size of the managed portfolio. As management anticipates continued growth in trust services it anticipates Trust fees to continue to increase as well.

Fluctuations in the gains and losses related to trading securities and borrowings carried at fair value are caused by interest rate variances. Management does not anticipate any significant fluctuations in net trading activities for the remainder of the year as significant interest rate changes are not expected.

The Corporation is continuously analyzing its available-for-sale investment portfolio to take advantage of selling opportunities that would generate gains. Currently, management does not anticipate any significant

sales during the remainder of 2011.

The fluctuation in all other income is spread throughout various categories, none of which are individually significant.

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Noninterest expenses include compensation and benefits, occupancy, furniture and equipment, FDIC insurance premiums, and other expenses. Significant account balances are highlighted in the accompanying tables with additional descriptions of significant fluctuations:

	Three Months Ended June 30			
	2011	2010	Change	
			\$	%
<b>Compensation and benefits</b>				
Leased employee salaries	\$ 3,513	\$ 3,380	\$ 133	3.9%
Leased employee benefits	1,227	1,183	44	3.7%
All other	6	2	4	200.0%
<b>Total compensation and benefits</b>	<b>4,746</b>	<b>4,565</b>	<b>181</b>	<b>4.0%</b>
<b>Occupancy</b>				
Depreciation	150	147	3	2.0%
Outside services	145	131	14	10.7%
Utilities	106	93	13	14.0%
Property taxes	130	114	16	14.0%
Building repairs	59	53	6	11.3%
All other	23	19	4	21.1%
<b>Total occupancy</b>	<b>613</b>	<b>557</b>	<b>56</b>	<b>10.1%</b>
<b>Furniture and equipment</b>				
Depreciation	485	490	(5)	-1.0%
Computer / service contracts	465	438	27	6.2%
ATM and debit card expenses	157	146	11	7.5%
All other	20	8	12	150.0%
<b>Total furniture and equipment</b>	<b>1,127</b>	<b>1,082</b>	<b>45</b>	<b>4.2%</b>
<b>FDIC insurance premiums</b>	<b>331</b>	<b>313</b>	<b>18</b>	<b>5.8%</b>
<b>Other</b>				
Marketing and community relations	527	272	255	93.8%
Directors fees	206	236	(30)	-12.7%
Audit and SOX compliance fees	167	101	66	65.3%
Foreclosed asset and collection	177	155	22	14.2%
Education and travel	99	98	1	1.0%
Postage and freight	96	100	(4)	-4.0%
Printing and supplies	89	101	(12)	-11.9%
Amortization of deposit premium	76	86	(10)	-11.6%
Legal fees	54	115	(61)	-53.0%
Consulting fees	67	54	13	24.1%
All other	404	440	(36)	-8.2%

<b>Total other</b>	<b>1,962</b>	<b>1,758</b>	<b>204</b>	<b>11.6%</b>
<b>Total noninterest expenses</b>	<b>\$ 8,779</b>	<b>\$ 8,275</b>	<b>\$ 504</b>	<b>6.1%</b>



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	Six Months Ended June 30			
	2011	2010	Change \$	%
<b>Compensation and benefits</b>				
Leased employee salaries	\$ 7,069	\$ 6,757	\$ 312	4.6%
Leased employee benefits	2,670	2,396	274	11.4%
All other	12	7	5	71.4%
<b>Total compensation and benefits</b>	<b>9,751</b>	<b>9,160</b>	<b>591</b>	<b>6.5%</b>
<b>Occupancy</b>				
Depreciation	298	292	6	2.1%
Outside services	307	255	52	20.4%
Property taxes	258	228	30	13.2%
Utilities	233	216	17	7.9%
Building repairs	119	92	27	29.3%
All other	44	36	8	22.2%
<b>Total occupancy</b>	<b>1,259</b>	<b>1,119</b>	<b>140</b>	<b>12.5%</b>
<b>Furniture and equipment</b>				
Depreciation	984	943	41	4.3%
Computer / service contracts	925	867	58	6.7%
ATM and debit card fees	296	288	8	2.8%
All other	28	15	13	86.7%
<b>Total furniture and equipment</b>	<b>2,233</b>	<b>2,113</b>	<b>120</b>	<b>5.7%</b>
<b>FDIC insurance premiums</b>	<b>665</b>	<b>619</b>	<b>46</b>	<b>7.4%</b>
<b>Other</b>				
Marketing and community relations	750	660	90	13.6%
Directors fees	417	445	(28)	-6.3%
Audit and SOX compliance fees	323	346	(23)	-6.6%
Foreclosed asset and collection	277	354	(77)	-21.8%
Education and travel	204	212	(8)	-3.8%
Postage and freight	196	183	13	7.1%
Printing and supplies	189	197	(8)	-4.1%
Amortization of deposit premium	152	172	(20)	-11.6%
Legal fees	116	198	(82)	-41.4%
Consulting fees	100	100		0.0%
All other	734	751	(17)	-2.3%
<b>Total other</b>	<b>3,458</b>	<b>3,618</b>	<b>(160)</b>	<b>-4.4%</b>
<b>Total noninterest expenses</b>	<b>\$ 17,366</b>	<b>\$ 16,629</b>	<b>\$ 737</b>	<b>4.4%</b>



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Significant changes in noninterest expenses are detailed below:

Leased employee salaries have increased due to annual merit increases and the continued growth of the Corporation.

The increase in Leased employee benefits is primarily related to an increase in medical costs.

Foreclosed asset and collection expenses have declined from 2010 however; they continue to be at historically high levels. Management anticipates that these expenses will approximate current levels throughout the remainder of 2011.

Marketing and community relations expenses have increased primarily as a result of increased charitable contributions.

The change in Audit and SOX compliance fees is primarily due to the timing of performance of recurring audit procedures. Management does not anticipate any significant changes for the remainder of 2011.

The Corporation's legal expenses can fluctuate from period to period based on the volume of foreclosures as well as expenses related to the Corporation's ongoing operations. At this time, the Corporation is not aware of any significant legal matters for 2011.

The fluctuations in all other expenses are spread throughout various categories, none of which are individually significant.

**ANALYSIS OF CHANGES IN FINANCIAL CONDITION**

	June 30	December		%
	2011	31	\$	Change
		2010	Change(unannualized)	
<b>ASSETS</b>				
Cash and cash equivalents	\$ 21,792	\$ 18,109	\$ 3,683	20.34%
Certificates of deposit held in other financial institutions	10,874	15,808	(4,934)	-31.21%
Trading securities	4,910	5,837	(927)	-15.88%
Available-for-sale securities	380,225	330,724	49,501	14.97%
Mortgage loans available-for-sale	764	1,182	(418)	-35.36%
Loans	746,294	735,304	10,990	1.49%
Allowance for loan losses	(12,378)	(12,373)	(5)	0.04%
Premises and equipment	24,229	24,627	(398)	-1.62%
Goodwill and other intangible assets	46,939	47,091	(152)	-0.32%
Equity securities without readily determinable fair values	17,061	17,564	(503)	-2.86%
Other assets	40,560	41,937	(1,377)	-3.28%
<b>TOTAL ASSETS</b>	<b>\$ 1,281,270</b>	<b>\$ 1,225,810</b>	<b>\$ 55,460</b>	<b>4.52%</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>				
<b>Liabilities</b>				
Deposits	\$ 924,199	\$ 877,339	\$ 46,860	5.34%
Borrowed funds	196,480	194,917	1,563	0.80%
Accrued interest payable and other liabilities	9,077	8,393	684	8.15%

<b>Total liabilities</b>	<b>1,129,756</b>	<b>1,080,649</b>	<b>49,107</b>	<b>4.54%</b>
<b>Shareholders equity</b>	<b>151,514</b>	<b>145,161</b>	<b>6,353</b>	<b>4.38%</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b>	<b>\$ 1,281,270</b>	<b>\$ 1,225,810</b>	<b>\$ 55,460</b>	<b>4.52%</b>

As shown above, the Corporation has had strong deposit growth since year end. However, as loans have remained essentially unchanged, the Corporation increased cash and cash equivalents (which includes interest bearing balances due from banks) and available-for-sale investment securities. As deposits are anticipated to continue to grow throughout the remainder of 2011, the Corporation's holdings of available-for-sale investment securities are expected to increase as well.

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The following table outlines the changes in the loan portfolio:

	June 30 2011	December 31 2010	\$ Change	% Change (unannualized)
Commercial	\$ 358,943	\$ 348,852	\$ 10,091	2.89%
Agricultural	72,126	71,446	680	0.95%
Residential real estate mortgage	284,190	284,029	161	0.06%
Installment	31,035	30,977	58	0.19%
	\$ 746,294	\$ 735,304	\$ 10,990	1.49%

The following table outlines the changes in the deposit portfolio:

	June 30 2011	December 31 2010	\$ Change	% Change (unannualized)
Noninterest bearing demand deposits	\$ 113,635	\$ 104,902	\$ 8,733	8.32%
Interest bearing demand deposits	148,176	142,259	5,917	4.16%
Savings deposits	195,541	177,817	17,724	9.97%
Certificates of deposit	415,839	398,613	17,226	4.32%
Brokered certificates of deposit	51,008	53,748	(2,740)	-5.10%
<b>Total</b>	<b>\$ 924,199</b>	<b>\$ 877,339</b>	<b>\$ 46,860</b>	<b>5.34%</b>

As shown in the preceding table, a significant amount of the growth in deposits since December 31, 2010 has been spread across the various deposit categories which is comprised of market deposits. This growth was the result of focused marketing efforts to increase deposit market share in the communities served. Management anticipates that deposits will continue to grow in 2011.

Borrowed funds consist of the following obligations as of:

	June 30, 2011		December 31, 2010	
	Amount	Rate	Amount	Rate
Federal Home Loan Bank advances	\$ 132,306	3.44%	\$ 113,423	3.64%
Securities sold under agreements to repurchase without stated maturity dates	40,110	0.25%	45,871	0.25%
Securities sold under agreements to repurchase with stated maturity dates	16,864	3.32%	19,623	3.01%
Federal funds purchased	7,200	0.50%	16,000	0.60%
<b>Total</b>	<b>\$ 196,480</b>	<b>2.67%</b>	<b>\$ 194,917</b>	<b>2.53%</b>

**Capital**

The capital of the Corporation consists solely of common stock, retained earnings, and accumulated other comprehensive income. The Corporation offers dividend reinvestment and employee and director stock purchase plans. Under the provisions of these plans, the Corporation issued 61,057 shares or \$1,090 of common stock during the first six months of 2011, as compared to 59,186 shares or \$1,078 of common stock during the same period in 2010. The Corporation also offers a deferred compensation plan for its directors, which allows participants to purchase stock units, in lieu of cash payments. Pursuant to this plan, the Corporation increased shareholders' equity by \$307 and \$332 during the six month periods ended June 30, 2011 and 2010, respectively.

The Board of Directors has approved a publically announced common stock repurchase plan to enable the Corporation to repurchase its common stock. During the first six months of 2011 and 2010, pursuant to this plan, the Corporation repurchased 50,458 shares of common stock at an average price of \$18.11 and 76,097 shares of common stock at an average price of \$18.74, respectively. As of June 30, 2011, the Corporation was authorized to repurchase up to an additional 88,979 shares of common stock.

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Accumulated other comprehensive income increased \$2,364 for the six month period ended June 30, 2011, net of tax. The increase is a result of unrealized gains on available-for-sale investment securities. Management has reviewed the credit quality of its investment portfolio and believes that there are no losses that are other-than-temporary.

There are no significant regulatory constraints placed on the Corporation's capital. The Federal Reserve Board's current recommended minimum primary capital to assets requirement is 6.0%. The Corporation's primary capital to adjusted average assets, which consists of shareholders' equity plus the allowance for loan losses less acquisition intangibles, was 8.16% as of June 30, 2011.

There are no commitments for significant capital expenditures for the remainder of 2011.

The Federal Reserve Board has established a minimum risk based capital standard. Under this standard, a framework has been established that assigns risk weights to each category of on and off balance sheet items to arrive at risk adjusted total assets. Regulatory capital is divided by the risk adjusted assets with the resulting ratio compared to the minimum standard to determine whether a corporation has adequate capital. The minimum standard is 8%, of which at least 4% must consist of equity capital net of goodwill. The following table sets forth the percentages required under the Risk Based Capital guidelines and the Corporation's values as of:

	June 30 2011	December 31 2010	Required
Equity Capital	12.52%	12.44%	4.00%
Secondary Capital	1.25%	1.25%	4.00%
Total Capital	13.77%	13.69%	8.00%

Isabella Bank Corporation's secondary capital includes only the allowance for loan losses. The percentage for the secondary capital under the required column is the maximum amount allowed from all sources.

The Federal Reserve and FDIC also prescribe minimum capital requirements for the Bank. At June 30, 2011, the Bank exceeded these minimum capital requirements. Recently passed legislation may increase the required level of capital for banks. This increase in capital levels may have an adverse impact on the Corporation's ability to grow and pay dividends.

**Liquidity**

The primary sources of the Corporation's liquidity are cash and demand deposits due from banks, certificates of deposit held in other financial institutions, trading securities, and available-for-sale securities, excluding money market preferred securities and preferred stocks due to their illiquidity. These categories totaled \$407,397 or 31.8% of assets as of June 30, 2011 as compared to \$360,677 or 29.4% as of December 31, 2010. Liquidity is important for financial institutions because of their need to meet loan funding commitments, depositor withdrawal requests, and various other commitments including expansion of operations, investment opportunities, and payment of cash dividends. Liquidity varies on a daily basis as a result of customer activity.

Historically, the primary source of funds for the Corporation has been deposits. The Corporation emphasizes interest bearing time deposits as part of its funding strategy. The Corporation also seeks noninterest bearing deposits, or checking accounts, which reduce the Corporation's cost of funds in an effort to expand the customer base.

In addition to these primary sources of liquidity, the Corporation has the ability to borrow in the federal funds market at the Federal Reserve Bank, the Federal Home Loan Bank, as well as other correspondent banks. The Corporation's liquidity is considered adequate by the management of the Corporation.

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The following table summarizes the Corporation's sources and uses of cash for the six month periods ended June 30:

	2011	2010	\$ Variance
Net cash provided by operating activities	\$ 11,225	\$ 16,624	\$ (5,399)
Net cash used in investing activities	(53,418)	(18,447)	(34,971)
Net cash provided by financing activities	45,876	10,229	35,647
Increase in cash and cash equivalents	3,683	8,406	(4,723)
Cash and cash equivalents January 1	18,109	22,706	(4,597)
Cash and cash equivalents June 30	\$ 21,792	\$ 31,112	\$ (9,320)

The decrease in cash and cash equivalents from 2010 is the result of increased purchases of available-for-sale securities.

**FINANCIAL INSTRUMENTS WITH OFF BALANCE SHEET ARRANGEMENTS**

The Corporation is party to credit related financial instruments with off-balance-sheet risk. These financial instruments are entered into in the normal course of business to meet the financing needs of its customers. These financial instruments, which include commitments to extend credit and standby letters of credit, involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the consolidated balance sheets. The contract or notional amounts of these instruments reflect the extent of involvement the Corporation has in a particular class of financial instrument.

	Contract Amount	
	June 30 2011	December 31 2010
Unfunded commitments under lines of credit	\$100,155	\$110,201
Commercial and standby letters of credit	4,324	4,881
Commitments to grant loans	26,075	13,382

Unfunded commitments under commercial lines of credit, revolving credit home equity lines of credit, and overdraft protection agreements are commitments for possible future extensions of credit to existing customers. These commitments may expire without being drawn upon and may not be drawn upon to the total extent to which the Corporation is committed. A majority of such commitments are at fixed rates of interest; a portion is unsecured. Commercial and standby letters of credit are conditional commitments issued by the Corporation to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support private borrowing arrangements, including commercial paper, bond financing, and similar transactions. These commitments to extend credit and letters of credit mature within one year. The credit risk involved in these transactions is essentially the same as that involved in extending loans to customers. The Corporation evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Corporation upon the extension of credit, is based on management's credit evaluation of the borrower. While the Corporation considers standby letters of credit to be guarantees, the amount of the liability related to such guarantees on the commitment date is not significant and a liability related to such guarantees is not recorded on the consolidated balance sheets.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The commitments may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if it is deemed necessary by the Corporation, is based on management's credit evaluation of the customer.

The Corporation's exposure to credit-related loss in the event of nonperformance by the counter parties to the financial instruments for commitments to extend credit and standby letters of credit is represented by the contractual notional amount of those instruments. The Corporation uses the same credit policies in deciding to make these commitments as



it does for extending loans to customers. No significant losses are anticipated as a result of these commitments.

**Forward Looking Statements**

This report contains certain forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Corporation intends such forward looking statements to be covered by the safe harbor provisions for forward looking statements contained in the Private Securities Litigation Reform Act of

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1995, and is including this statement for purposes of these safe harbor provisions. Forward looking statements, which are based on certain assumptions and describe future plans, strategies and expectations of the Corporation, are generally identifiable by use of the words believe, expect, intend, anticipate, estimate, project, or similar expressions. The Corporation's ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on the operations and future prospects of the Corporation and its subsidiaries include, but are not limited to, changes in: interest rates, general economic conditions, legislative/regulatory changes, monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury and the Federal Reserve Board, the quality or composition of the loan or investment portfolios, demand for loan products, fluctuation in the value of collateral securing our loan portfolio, deposit flows, competition, demand for financial services in the Corporation's market area, and accounting principles, policies and guidelines. These risks and uncertainties should be considered in evaluating forward looking statements and undue reliance should not be placed on such statements. Further information concerning the Corporation and its business, including additional factors that could materially affect the Corporation's financial results, is included in the Corporation's filings with the Securities and Exchange Commission.

**Item 3 Quantitative and Qualitative Disclosures about Market Risk**

The Corporation's primary market risks are interest rate risk and liquidity risk. The Corporation has no significant foreign exchange risk and does not utilize interest rate swaps or derivatives, except for interest rate locks and forward loan commitments, in the management of its interest rate risk. Any changes in foreign exchange rates or commodity prices would have an insignificant impact on the Corporation's interest income and cash flows. The Corporation does have a significant amount of loans extended to borrowers in agricultural production. The cash flow of such borrowers and ability to service debt is largely dependent on commodity prices. The Corporation mitigates these risks by using conservative price and production yields when calculating a borrower's available cash flow to service their debt. Interest rate risk (IRR) is the exposure of the Corporation's net interest income, its primary source of income, to changes in interest rates. IRR results from the difference in the maturity or repricing frequency of a financial institution's interest earning assets and its interest bearing liabilities. IRR is the fundamental method in which financial institutions earn income and create shareholder value. Excessive exposure to IRR could pose a significant risk to the Corporation's earnings and capital.

The Federal Reserve Board, the Corporation's primary Federal regulator, has adopted a policy requiring the Board of Directors and senior management to effectively manage the various risks that can have a material impact on the safety and soundness of the Corporation. The risks include credit, interest rate, liquidity, operational, and reputational. The Corporation has policies, procedures and internal controls for measuring and managing these risks. Specifically, the IRR policy and procedures include defining acceptable types and terms of investments and funding sources, liquidity requirements, limits on investments in long term assets, limiting the mismatch in repricing opportunity of assets and liabilities, and the frequency of measuring and reporting to the Board of Directors.

The Corporation uses several techniques to manage IRR. The first method is gap analysis. Gap analysis measures the cash flows and/or the earliest repricing of the Corporation's interest bearing assets and liabilities. This analysis is useful for measuring trends in the repricing characteristics of the balance sheet. Significant assumptions are required in this process because of the imbedded repricing options contained in assets and liabilities. A substantial portion of the Corporation's assets are invested in loans and investment securities with issuer call options. Residential real estate and other consumer loans have imbedded options that allow the borrower to repay the balance prior to maturity without penalty, while commercial and agricultural loans have prepayment penalties. The amount of prepayments is dependent upon many factors, including the interest rate of a given loan in comparison to the current interest rate for residential mortgages, the level of sales of used homes, and the overall availability of credit in the market place. Generally, a decrease in interest rates will result in an increase in the Corporation's cash flows from these assets. A significant portion of the Corporation's securities are callable or subject to prepayment. The call option is more likely to be exercised in a period of decreasing interest rates. Investment securities, other than those that are callable, do not have any significant imbedded options. Savings and checking deposits may generally be withdrawn on request without prior notice. The timing of cash flows from these deposits is estimated based on historical experience. Time deposits have penalties that discourage early withdrawals.

The second technique used in the management of IRR is to combine the projected cash flows and repricing characteristics generated by the gap analysis and the interest rates associated with those cash flows to project future interest income. By changing the amount and timing of the cash flows and the repricing interest rates of those cash flows, the Corporation can project the effect of changing interest rates on its interest income. Based on the projections prepared for the year ending December 31, 2011, the Corporation's net interest income would decrease slightly during a period of increasing interest rates.

The following tables provide information about the Corporation's assets and liabilities that are sensitive to changes in interest rates as of June 30, 2011 and December 31, 2010. The Corporation has no interest rate swaps, futures contracts, or other derivative financial

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options. The principal amounts of assets and time deposits maturing were calculated based on the contractual maturity dates. Savings and NOW accounts are based on management's estimate of their future cash flows.

(dollars in thousands)	June 30, 2011						Total	Fair Value 06/30/11
	2012	2013	2014	2015	2016	Thereafter		
Rate sensitive assets								
Other interest bearing assets	\$ 4,829	\$ 5,805	\$ 1,325	\$	\$	\$	\$ 11,959	\$ 12,020
Average interest rates	1.17%	1.69%	1.14%				1.42%	
Trading securities	\$ 2,943	\$ 1,027	\$ 940	\$	\$	\$	\$ 4,910	\$ 4,910
Average interest rates	2.92%	2.35%	2.59%				2.74%	
Fixed interest rate securities	\$ 78,530	\$ 43,409	\$ 37,042	\$33,825	\$28,773	\$158,646	\$380,225	\$380,225
Average interest rates	3.32%	3.30%	3.38%	3.35%	3.51%	3.28%	3.33%	
Fixed interest rate loans	\$137,014	\$118,783	\$125,877	\$76,556	\$65,923	\$ 61,324	\$585,477	\$599,452
Average interest rates	6.48%	6.41%	5.96%	6.29%	5.62%	5.31%	6.11%	
Variable interest rate loans	\$ 76,155	\$ 19,825	\$ 23,115	\$19,254	\$11,361	\$ 11,107	\$160,817	\$160,817
Average interest rates	5.57%	3.51%	4.19%	3.79%	3.61%	4.98%	4.73%	
Rate sensitive liabilities								
Borrowed funds	\$ 82,793	\$ 17,426	\$ 20,102	\$26,159	\$30,000	\$ 20,000	\$196,480	\$208,717
Average interest rates	2.02%	3.70%	3.45%	2.98%	4.17%	2.56%	2.83%	
Savings and NOW accounts	\$ 76,505	\$ 78,356	\$ 60,459	\$40,685	\$27,312	\$ 60,400	\$343,717	\$343,717
Average interest rates	0.20%	0.20%	0.20%	0.19%	0.18%	0.16%	0.19%	
Fixed interest rate time deposits	\$242,022	\$ 94,594	\$ 42,918	\$36,667	\$43,148	\$ 5,859	\$465,208	\$473,925
Average interest rates	1.73%	2.77%	2.62%	2.81%	2.74%	1.71%	2.20%	
Variable interest rate	\$ 1,181	\$ 458	\$	\$	\$	\$	\$ 1,639	\$ 1,639

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	December 31, 2010							Fair Value
	2011	2012	2013	2014	2015	Thereafter	Total	12/31/10
time deposits								
Average interest rates	0.90%	0.89%					0.90%	
Rate sensitive assets								
Other interest bearing assets	\$ 10,550	\$ 5,429	\$ 960	\$	\$	\$	\$ 16,939	\$ 17,039
Average interest rates	0.96%	1.82%	2.16%				1.30%	
Trading securities	\$ 1,918	\$ 2,366	\$ 1,031	\$ 522	\$	\$	\$ 5,837	\$ 5,837
Average interest rates	3.46%	2.31%	2.42%	2.47%			2.72%	
Fixed interest rate securities	\$ 64,652	\$ 42,984	\$ 32,871	\$29,395	\$24,438	\$136,384	\$330,724	\$330,724
Average interest rates	3.68%	3.42%	3.30%	3.33%	3.28%	3.13%	3.32%	
Fixed interest rate loans	\$128,277	\$121,434	\$140,019	\$67,423	\$68,569	\$ 66,010	\$591,732	\$603,435
Average interest rates	6.80%	6.63%	6.26%	6.47%	6.08%	5.83%	6.41%	
Variable interest rate loans	\$ 59,536	\$ 17,306	\$ 22,523	\$15,118	\$18,830	\$ 10,259	\$143,572	\$143,572
Average interest rates	4.94%	4.76%	4.27%	3.78%	3.69%	5.21%	4.55%	
Rate sensitive liabilities								
Borrowed funds	\$ 74,151	\$ 33,013	\$ 15,127	\$37,087	\$25,539	\$ 10,000	\$194,917	\$200,603
Average interest rates	0.62%	3.46%	2.55%	3.11%	4.60%	2.35%	2.33%	
Savings and NOW accounts	\$ 74,278	\$ 73,818	\$ 53,174	\$35,872	\$24,520	\$ 58,414	\$320,076	\$320,076
Average interest rates	0.21%	0.21%	0.20%	0.19%	0.18%	0.15%	0.19%	
Fixed interest rate time deposits	\$215,648	\$113,338	\$ 44,269	\$31,414	\$39,474	\$ 6,278	\$450,421	\$452,392
Average interest rates	1.79%	2.67%	3.35%	2.86%	2.97%	3.26%	2.36%	
Variable interest rate time deposits	\$ 1,279	\$ 661	\$	\$	\$	\$	\$ 1,940	\$ 1,940
	1.21%	1.06%					1.16%	

Average  
interest rates

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**Item 4 Controls and Procedures**

**DISCLOSURE CONTROLS AND PROCEDURES**

The Corporation's management carried out an evaluation, under the supervision and with the participation of the Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15(d)-15(e) under the Securities Exchange Act of 1934 (the Exchange Act)) as of June 30, 2011, pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, the Principal Executive Officer and Principal Financial Officer concluded that the Corporation's disclosure controls and procedures as of June 30, 2011, were effective to ensure that information required to be disclosed by the Corporation in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

**CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

During the most recent fiscal quarter, no change occurred in the Corporation's internal control over financial reporting that materially affected, or is likely to materially effect, the Corporation's internal control over financial reporting.

**Table of Contents****PART II OTHER INFORMATION****Item 1 Legal Proceedings**

The Corporation is not involved in any material legal proceedings. The Corporation is involved in ordinary, routine litigation incidental to its business; however, no such routine proceedings are expected to result in any material adverse effect on operations, earnings, or financial condition.

**Item 1A Risk Factors**

There have been no material changes to the risk factors disclosed in Item 1A in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2010.

**Item 2 Unregistered Sales of Equity Securities and Use of Proceeds****(A) None****(B) None****(C) Repurchases of Common Stock**

The Board of Directors has adopted a common stock repurchase plan. On April 27, 2011, the Board of Directors amended the plan to allow for the repurchase of an additional 100,000 shares of the Corporation's common stock. These authorizations do not have expiration dates. As shares are repurchased under this plan, they are retired and revert back to the status of authorized, but unissued shares.

The following table provides information for the three month period ended June 30, 2011, with respect to this plan:

	Shares Repurchased		Total Number of Shares Purchased as Part of Publicly Announced Plan or Program	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
	Number	Average Price Per Share		
Balance, March 31, 2011				7,698
April 1 - 27, 2011	4,940	\$ 17.81	4,940	2,758
Additional Authorization (100,000 shares)				102,758
April 28 - 30, 2011	600	18.33	600	102,158
May 1 - 31, 2011	3,496	18.02	3,496	98,662
June 1 - 30, 2011	9,683	18.07	9,683	88,979
Balance, June 30, 2011	18,719	\$ 18.00	18,719	88,979



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**Item 6 Exhibits**

(a) Exhibits

- 31(a) Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by the Principal Executive Officer
- 31(b) Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by the Principal Financial Officer
- 32 Section 1350 Certification of Principal Executive Officer and Principal Financial Officer
- 101.1\* 101.INS (XBRL Instance Document)
- 101.SCH (XBRL Taxonomy Extension Schema Document)
- 101.CAL (XBRL Calculation Linkbase Document)
- 101.LAB (XBRL Taxonomy Label Linkbase Document)
- 101.DEF (XBRL Taxonomy Linkbase Document)
- 101.PRE (XBRL Taxonomy Presentation Linkbase Document)

In accordance with Rule 406T of Regulations S-T, the XBRL related information shall not be deemed to be filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be part of any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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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.

Isabella Bank Corporation

Date: August 1, 2011

/s/ Richard J. Barz

Richard J. Barz  
Chief Executive Officer  
(Principal Executive Officer)

Date: August 1, 2011

/s/ Dennis P. Angner

Dennis P. Angner  
President, Chief Financial Officer  
(Principal Financial Officer, Principal Accounting Officer)