GERMAN AMERICAN BANCORP, INC.
Form 10-K
March 09, 2016

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

FORM 10-K
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2015

Commission File Number 001-15877

GERMAN AMERICAN BANCORP, INC.
(Exact name of registrant as specified in its charter)

INDIANA	35-1547518
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
711 Main Street, Box 810, Jasper, Indiana	47546
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (812) 482-1314

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

Title of Each Class	Name of each exchange on which registered
Common Shares, no par value	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.	o Yes þ No
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.	o Yes þ No
Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.	þ Yes o 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 (§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).	þ Yes o No
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K:	þ

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company:

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

o Yes þ No

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

The aggregate market value of the registrant's common shares held by non-affiliates as of June 30, 2015 was approximately $356,839,806. This calculation does not reflect a determination that persons are (or are not) affiliates for any other purpose.

As of March 1, 2016, there were outstanding 15,221,253 common shares, no par value, of the registrant.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement of German American Bancorp, Inc., for the Annual Meeting of its Shareholders to be held May 19, 2016, to the extent stated herein, are incorporated by reference into Part III (Items 10 through 14).

GERMAN AMERICAN BANCORP, INC.
ANNUAL REPORT ON FORM 10-K
For Fiscal Year Ended December 31, 2015

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Information included in or incorporated by reference in this Annual Report on Form 10-K, our other filings with the Securities and Exchange Commission and our press releases or other public statements, contain or may contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Please refer to a discussion of our forward- looking statements and associated risks in Item 1, “Business - Forward-Looking Statements and Associated Risks” and our discussion of risk factors in Item 1A, “Risk Factors” in this Annual Report on Form 10-K.

PART I

Item 1. Business.

General

German American Bancorp, Inc., is a NASDAQ-traded (symbol: GABC) bank holding company based in Jasper, Indiana. On March 1, 2016, the Company completed its acquisition of River Valley Bancorp ("River Valley"), and its subsidiaries, including River Valley Financial Bank. The acquisition is discussed in more detail in Note 20 (Subsequent Events) of the Notes to the Consolidated Financial Statements included in Item 8 of this Report. After the acquisition of River Valley, German American, through its banking subsidiary German American Bancorp, operates 51 banking offices in 19 contiguous southern Indiana counties and one northern Kentucky county. The Company also owns an investment brokerage subsidiary (German American Investment Services, Inc.) and a full line property and casualty insurance agency (German American Insurance, Inc.).

Throughout this Report, when we use the term “Company”, we will usually be referring to the business and affairs (financial and otherwise) of German American Bancorp, Inc. and its consolidated subsidiaries as a whole. Occasionally, we will refer to the term “parent company” or “holding company” when we mean to refer to only German American Bancorp, Inc. and the term “Bank” when we mean to refer only to the Company’s bank subsidiary.

The Company’s lines of business include retail and commercial banking, comprehensive financial planning, full service brokerage and trust administration, and a full range of personal and corporate insurance products. Financial and other information by segment is included in Note 15 (Segment Information) of the Notes to the Consolidated Financial Statements included in Item 8 of this Report and is incorporated into this Item 1 by reference. Substantially all of the Company’s revenues are derived from customers located in, and substantially all of its assets are located in, the United States.

Subsidiaries

The Company’s principal operating subsidiaries are described in the following table:

Name	Type of Business	Principal Office Location
German American Bancorp	Commercial Bank	Jasper, IN
German American Insurance, Inc.	Multi-Line Insurance Agency	Jasper, IN
German American Investment Services, Inc.	Retail Brokerage	Jasper, IN

Business Developments

On March 1, 2016, the Company acquired by merger River Valley Bancorp and its subsidiary, River Valley Financial Bank. River Valley Financial Bank, headquartered in Madison, Indiana, provided a full range of commercial and consumer banking services from 14 banking offices predominantly located in southeast Indiana. At the time of acquisition, River Valley reported on its balance sheet consolidated assets and equity (unaudited) as of February 29, 2016 that totaled $516.3 million and $56.6 million, respectively. For further information regarding the River Valley

merger transaction, see Note 20 (Subsequent Events) in the Notes to the Consolidated Financial Statements included in Item 8 of this Report, which Note 20 is incorporated into this Item 1 by reference.

The Company expects to continue to evaluate opportunities to expand its business through opening of new banking, insurance or trust, brokerage and financial planning offices, and through acquisitions of other banks, bank branches, portfolios of loans or other assets, and other financial-service-related businesses and assets in the future.

Office Locations

The Indiana map below illustrates the locations of the Company's 51 retail and commercial banking, insurance and investment offices as of March 1, 2016.

Competition

The industries in which the Company operates are highly competitive. The Bank competes for commercial and retail banking business within its core banking segment not only with financial institutions that have offices in the same counties but also with financial institutions that compete from other locations in Southern Indiana and elsewhere. Further, the Bank competes for loans and deposits not only with commercial banks but also with savings and loan associations, savings banks, credit unions, production credit associations, federal land banks, finance companies, credit card companies, personal loan companies, investment brokerage firms, insurance agencies, insurance companies, lease finance companies, money market funds, mortgage companies, and other non-depository financial intermediaries. There are numerous alternative providers (including national providers that advertise extensively and provide their services via e-mail, direct mail, telephone and the Internet) for the insurance products and services offered by German American Insurance, Inc., trust and financial planning services offered by the Bank and the brokerage products and financial planning services offered by German American Investment Services, Inc. Many of these competitors have substantially greater resources than the Company.

Employees

At March 1, 2016 the Company and its subsidiaries employed approximately 596 full-time equivalent employees. There are no collective bargaining agreements, and employee relations are considered to be good.

Regulation and Supervision
Overview

The Company is subject to regulation and supervision by the Board of Governors of the Federal Reserve System ("FRB") under the Bank Holding Company Act of 1956, as amended ("BHC Act"), and is required to file with the FRB annual reports and such additional information as the FRB may require. The FRB may also make examinations or inspections of the Company. The Bank is under the supervision of and subject to examination by the Indiana Department of Financial Institutions ("DFI"), and the Federal Deposit Insurance Corporation ("FDIC"). Regulation and examination by banking regulatory agencies are primarily for the benefit of depositors rather than shareholders.

Under FRB policy and the Dodd-Frank Wall Street Reform and Consumer Protection Act, a complex and wide-ranging statute that was enacted by Congress and signed into law during July 2010 (the "Dodd-Frank Act"), the Company is required to act as a source of financial and managerial strength to the Bank, and to commit resources to support the Bank, even in circumstances where the Company might not do so absent such a requirement. Under current federal law, the FRB may require a bank holding company to make capital injections into a troubled subsidiary bank. It may charge the bank holding company with engaging in unsafe and unsound practices if the bank holding company fails to commit resources to such a subsidiary bank or if it undertakes actions that the FRB believes might jeopardize the bank holding company's ability to commit resources to such subsidiary bank.

With certain exceptions, the BHC Act prohibits a bank holding company from engaging in (or acquiring direct or indirect control of more than 5 percent of the voting shares of any company engaged in) nonbanking activities. One of the principal exceptions to this prohibition is for activities deemed by the FRB to be "closely related to banking." Under current regulations, bank holding companies and their subsidiaries are permitted to engage in such banking-related business ventures as consumer finance; equipment leasing; credit life insurance; computer service bureau and software operations; mortgage banking; and securities brokerage.

Under the BHC Act, certain well-managed and well-capitalized bank holding companies may elect to be treated as a "financial holding company" and, as a result, be permitted to engage in a broader range of activities that are "financial in nature" and in activities that are determined to be incidental or complementary to activities that are financial in nature. These activities include underwriting and dealing in and making a market in securities (subject to certain limits and compliance procedures required by the so-called Volcker Rule provisions added by the Dodd-Frank Act, described below under "Other Aspects of the Dodd-Frank Act"); insurance underwriting, and merchant banking. Banks may also engage through financial subsidiaries in certain of the activities permitted for financial holding companies, subject to certain conditions. The Company has not elected to become a financial holding company and its subsidiary bank has not elected to form financial subsidiaries.

The Bank and the subsidiaries of the Bank may generally engage in activities that are permissible activities for state chartered banks under Indiana banking law, without regard to the limitations that might apply to such activities under the BHC Act if the Company were to engage directly in such activities at the parent company level or through parent company subsidiaries that were not also bank subsidiaries.

Indiana law and the BHC Act restrict certain types of expansion by the Company and its bank subsidiary. The Company and its subsidiaries may be required to apply for prior approval from (or give prior notice and an opportunity for review to) the FRB, the DFI, the FDIC, and/or other bank regulatory or other regulatory agencies, as a condition to the acquisition or establishment of new offices, or the acquisition (by merger or consolidation, purchase or otherwise) of the stock, business or properties of other banks or other companies.

The earnings of commercial banks and their holding companies are affected not only by general economic conditions but also by the policies of various governmental regulatory authorities. In particular, the FRB regulates money and credit conditions and interest rates in order to influence general economic conditions, primarily through open-market

operations in U.S. Government securities, varying the discount rate on bank borrowings, and setting reserve requirements against bank deposits. These policies have a significant influence on overall growth and distribution of bank loans, investments and deposits, and affect interest rates charged on loans and earned on investments or paid for time and savings deposits. FRB monetary policies have had a significant effect on the operating results of commercial banks in the past and this is expected to continue in the future. The general effect, if any, of such policies upon the future business and earnings of the Company cannot accurately be predicted.

Capital Requirements

We are subject to various regulatory capital requirements both at the parent company and at the Bank level administered by the FRB and by the FDIC and DFI, respectively. Failure to meet minimum capital requirements could result in certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could have an adverse material effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for “Prompt Corrective Action” (described below), we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting policies. Our capital amounts and classification are also subject to judgments by the regulators regarding qualitative components, risk weightings, and other factors. We have consistently maintained regulatory capital ratios at or above the well-capitalized standards.

Generally, for purposes of satisfying these capital requirements, we must maintain capital sufficient to meet both risk-based asset ratio tests and a leverage ratio test on a consolidated basis. The risk-based ratios are determined by allocating assets and specified off-balance sheet commitments into various weighted categories, with higher weighting assigned to categories perceived as representing greater risk. A risk-based ratio represents the applicable measure of capital divided by total risk-weighted assets. The leverage ratio is a measure of our core capital divided by our total assets adjusted as specified in the guidelines.

Effective January 1, 2015 (subject to certain phase-in provisions), we became subject to new rules adopted in 2013 by the federal banking agencies that implement certain regulatory capital reforms based upon banking supervision principles adopted by the Basel Committee on Banking Supervision (known as “Basel III”) and certain changes required by the Dodd-Frank Act. Generally, under these new rules (and subject to certain phase-in provisions), (a) minimum requirements have increased for both the quality and quantity of capital held by banking organizations, (b) new and stricter criteria are applied for determining the eligibility for inclusion in regulatory capital of capital instruments (other than common equity), and (c) the methodology for calculating risk-weighted assets has changed. The rules include, among other requirements:

- a new minimum ratio of “Common Equity Tier 1 Capital” to risk-weighted assets of 4.5%
- a new conservation buffer of Common Equity Tier 1 Capital equal to (when fully phased in) an additional 2.5% of risk-weighted assets
- a minimum ratio of Tier 1 Capital to risk-weighted assets (raised from 4% under the prior guidelines to 6%) plus (when fully phased in) the conservation buffer of an additional 2.5%, resulting in a minimum required total Tier 1 Capital to risk-weighted assets ratio of 8.5%
- a minimum ratio of Total Capital (that is, Tier 1 Capital plus instruments includable in a tier called Tier 2 Capital) to risk-weighted assets of at least 8.0%, plus (when fully phased in) the capital conservation buffer (which is added to the 8.0% Total Capital ratio as that buffer is phased-in, effectively resulting in a minimum Total Capital ratio of 10.5% upon full implementation)
- a minimum leverage ratio of 4% (calculated as the ratio of Tier 1 Capital to adjusted average consolidated assets)

The new capital measure “Common Equity Tier 1” (“CET1”) Capital consists of common stock instruments that meet the eligibility criteria in the new rules, retained earnings, accumulated other comprehensive income (“AOCI”) and common equity Tier 1 minority interest.

Tier 1 Capital under the new rules consists of CET1 (subject to certain adjustments) and “additional Tier 1 capital” instruments meeting specified requirements, plus, in the case of smaller holding companies like ours, trust preferred securities in accordance with prior requirements for their inclusion in Tier I Capital.

Under prior capital standards in effect throughout 2014, the effects of AOCI items included in capital were excluded for the purposes of determining regulatory capital ratios; under the present rules, we and our bank subsidiary were given the opportunity to make a one-time election (the “Opt-out Election”) to filter certain AOCI components, comparable to their treatment under the prior risk-based capital rules. Our AOCI Opt-out Election was made in connection with the regulatory financial reports that we and our bank subsidiary filed with banking agencies for our fiscal quarter ended March 31, 2015.

Although banking institutions with a ratio of CET1 to risk-weighted assets above the minimum but below the conservation buffer will technically comply with minimum capital requirements under the new rules, such institutions will face limitations on the payment of dividends, common stock repurchases and discretionary cash payments to executive officers based on the amount of the shortfall.

As applied to us, these rules generally became effective January 1, 2015; the new Common Equity Tier 1 Capital conservation buffer, however, will be phased in from 2016 through 2019.

Prompt Corrective Action Classifications

The Federal Deposit Insurance Corporation Improvements Act (enacted in 1991) (FDICIA) requires federal banking regulatory authorities to take regulatory enforcement actions known as Prompt Corrective Action with respect to depository institutions that do not meet minimum capital requirements. For these purposes, FDICIA establishes five capital tiers: well-capitalized, adequately-capitalized, under-capitalized, significantly under-capitalized, and critically under-capitalized.

Under FDICIA, a depository institution that is not well-capitalized is generally prohibited from accepting brokered deposits and offering interest rates on deposits higher than the prevailing rate in its market. Since the Bank throughout 2015 was well-capitalized, the FDICIA brokered deposit rule did not adversely affect its ability to accept brokered deposits. The Bank had $19.1 million of such brokered deposits at December 31, 2015. Further, a depository institution or its holding company that is not well-capitalized will generally not be successful in seeking regulatory approvals that may be necessary in connection with any plan or agreement to expand its business, such as through the acquisition (by merger or consolidation, purchase or otherwise) of the stock, business or properties of other banks or other companies.

Under the Prompt Corrective Action regulations, the applicable agency can treat an institution as if it were in the next lower category if the agency determines (after notice and an opportunity for hearing) that the institution is in an unsafe or unsound condition or is engaging in an unsafe or unsound practice. The degree of regulatory scrutiny of a financial institution will increase, and the permissible activities of the institution will decrease, as it moves downward through the capital categories. Institutions that fall into one of the three undercapitalized categories may be required to (i) submit a capital restoration plan; (ii) raise additional capital; (iii) restrict their growth, deposit interest rates, and other activities; (iv) improve their management; (v) eliminate management fees and dividends; or (vi) divest themselves of all or a part of their operations. Bank holding companies can be called upon to boost the capital of the financial institutions that they control, and to partially guarantee the institutions' performance under their capital restoration plans. Critically under-capitalized institutions are subject to appointment of a receiver or conservator within 90 days of becoming so classified.

The minimum ratios defined by the Prompt Corrective Action regulations from time to time are merely guidelines and the bank regulators possess the discretionary authority to require higher capital ratios. Further, the risk-based capital standards of the FRB and the FDIC specify that evaluations by the banking agencies of a bank's capital adequacy will include an assessment of the exposure to declines in the economic value of a bank's capital due to changes in interest rates. These banking agencies issued a joint policy statement on interest rate risk describing prudent methods for monitoring such risk that rely principally on internal measures of exposure and active oversight of risk management activities by senior management.

To qualify as a "well-capitalized" institution, a depository institution under the Prompt Corrective Action requirements must have a leverage ratio of no less than 5%, a Tier I Capital ratio of no less than 8%, a CET1 ratio of no less than 6.5%, and a total risk-based capital ratio of no less than 10%, and the bank must not have been under any order or directive from the appropriate regulatory agency to meet and maintain a specific capital level. As of December 31, 2015, the Bank exceeded the requirements contained in the applicable regulations, policies and directives pertaining to capital adequacy to be classified as "well-capitalized", and is unaware of any material violation or alleged violation of these regulations, policies or directives. For a tabular presentation of our regulatory capital ratios and those of the Bank as of December 31, 2015, see Note 8 (Shareholders' Equity) of the Notes to the Consolidated Financial Statements included in Item 8 of this Report, which Note 8 is incorporated herein by reference.

Future rulemaking and regulatory changes on capital requirements may impact the Company as it continues to grow and evaluate potential mergers and acquisitions.

Restrictions on Bank Dividends or Loans to, or other Transactions with, the Parent Company, and on Parent Company Dividends

German American Bancorp, Inc., which is the publicly-held parent of the Bank (German American Bancorp), is a corporation that is separate and distinct from the Bank and its other subsidiaries. Most of the parent company's revenues historically have been comprised of dividends, fees, and interest paid to it by the Bank, and this is expected to continue in the future. There are, however, statutory limits under Indiana law on the amount of dividends that the Bank can pay to its parent company without regulatory approval. The Bank may not, without the approval of the DFI, pay a dividend in an amount greater than its undivided profits. In addition, the prior approval of the DFI is required for the payment of a dividend by an Indiana state-chartered bank if the total of all dividends declared in a calendar year would exceed the total of its net income for the year combined with its retained net income for the two preceding years, unless such a payment qualifies under certain exemptive criteria that exempt certain dividend payments by certain qualified banks from the prior approval requirement. At December 31, 2015, the Bank was eligible for payment of dividends under the exemptive criteria established by DFI policy for this purpose, and could have declared and paid to the holding company $31,000,000 of its undivided profits without approval by the DFI in accordance with such criteria. See Note 8 (Shareholders' Equity) of the Notes to Consolidated Financial Statements included in Item 8 of this Report for further discussion.

In addition, the FRB and other bank regulatory agencies have issued policy statements or advisories that provide that insured banks and bank holding companies should generally only pay dividends out of current operating earnings.

In addition to these statutory restrictions, if, in the opinion of the applicable regulatory authority, a bank under its jurisdiction is engaged in, or is about to engage in, an unsafe or unsound practice, such authority may require, after notice and hearing, that such bank cease and desist from such practice. Accordingly, if the Bank were to experience financial difficulties, it is possible that the applicable regulatory authority could determine that the Bank would be engaged in an unsafe or unsound practice if the Bank were to pay dividends and could prohibit the Bank from doing so, even if availability existed for dividends under the statutory formula.

Further, the Bank is subject to affiliate transaction restrictions under federal laws, which limit certain transactions generally involving the transfer of funds by a subsidiary bank or its subsidiaries to its parent corporation or any nonbank subsidiary of its parent corporation, whether in the form of loans, extensions of credit, investments, or asset purchases, or otherwise undertaking certain obligations on behalf of such affiliates. Furthermore, covered transactions that are loans and extensions of credit must be secured within specified amounts. In addition, all covered transactions and other affiliate transactions must be conducted on terms and under circumstances that are substantially the same as such transactions with unaffiliated entities.

Other Aspects of the Dodd-Frank Act

The Dodd-Frank Act (in addition to the regulatory changes discussed elsewhere in this “Regulation and Supervision” discussion and below under “Federal Deposit Insurance Premiums and Assessments”) made a variety of changes that affect the business and affairs of the Company and the Bank in other ways. For instance, the Dodd-Frank Act (or agency regulations adopted and implemented (or to be adopted and implemented) under the Dodd-Frank Act) altered the authority and duties of the federal banking and securities regulatory agencies, implemented certain corporate governance requirements for all public companies including financial institutions with regard to executive compensation, proxy access by shareholders, and certain whistleblower provisions; restricted certain proprietary trading and hedge fund and private equity activities of banks and their affiliates; eliminated the former statutory prohibition against the payment of interest on business checking accounts; limited interchange fees on debit card transactions by certain large processors; and established the Consumer Financial Protection Bureau (“CFPB”).

The CFPB was granted broad rulemaking, supervisory and enforcement powers under various federal consumer financial protection laws, including the Equal Credit Opportunity Act, Truth in Lending Act, Real Estate Settlement Procedures Act, Fair Credit Reporting Act, Fair Debt Collection Act, the Consumer Financial Privacy provisions of the Gramm-Leach-Bliley Act and certain other statutes. The CFPB has examination and primary enforcement authority with respect to depository institutions with $10 billion or more in assets. Smaller institutions are subject to rules promulgated by the CFPB but continue to be examined and supervised by federal banking regulators for consumer compliance purposes. The CFPB has authority to prevent unfair, deceptive or abusive practices in connection with the offering of consumer financial products. The Dodd-Frank Act authorized the CFPB to establish certain minimum standards for the origination of residential mortgages including a determination of the borrower’s ability to repay. In addition, Dodd-Frank allows borrowers to raise certain defenses to foreclosure if they receive any loan other than a “qualified mortgage” as defined by the CFPB. The Dodd-Frank Act permits states to adopt consumer protection laws and standards that are more stringent than those adopted at the federal level and, in certain circumstances, permits state attorneys general to enforce compliance with both the state and federal laws and regulations.

The CFPB issued a rule, effective as of January 14, 2014, designed to clarify for lenders how they can avoid monetary damages under the Dodd-Frank Act, which would hold lenders accountable for ensuring a borrower’s ability to repay a mortgage. Loans that satisfy this “qualified mortgage” safe-harbor will be presumed to have complied with the new

ability-to-repay standard. Under the CFPB's rule, a "qualified mortgage" loan must not contain certain specified features, and the borrower's total monthly debt-to-income ratio may not exceed a specified percentage. Lenders must also verify and document the income and financial resources relied upon to qualify the borrower for the loan and underwrite the loan based on a fully amortizing payment schedule and maximum interest rate during the first five years, taking into account all applicable taxes, insurance and assessments.

On December 10, 2013, five financial regulatory agencies, including the FRB and FDIC, adopted final rules implementing the so-called Volcker Rule added to banking law by Section 619 of the Dodd-Frank Act. These final rules prohibit banking entities from, among other things, (1) engaging in short-term proprietary trading for their own accounts, and (2) having certain ownership interests in and relationships with hedge funds or private equity funds (“covered funds”). Community banks like the Bank have been afforded some relief under these final rules from onerous compliance obligations created by the rules; if banks are engaged only in exempted proprietary trading, such as trading in U.S. government, agency, state and municipal obligations, they are exempt entirely from compliance program requirements. Moreover, even if a community bank engages in proprietary trading or covered fund activities under the rule, they need only incorporate references to the Volcker Rule into their existing policies and procedures. The Final Rules were effective April 1, 2014, but the conformance period was extended from its statutory end date of July 21, 2014 until July 21, 2015. In addition, the FRB granted an extension until July 21, 2016 of the conformance period for banking entities to conform investments in and relationships with covered funds that were in place prior to December 31, 2013, and announced its intention to further extend this aspect of the conformance period until July 21, 2017. We do not expect that the Volcker Rule will have any material financial implications on us or our investments or activities.

Certain Other Laws and Regulations

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

In accordance with the Gramm-Leach-Bliley Financial Modernization Act of 1999 (the "GLB Act"), federal banking regulators adopted rules that limit the ability of banks and other financial institutions to disclose non-public information about consumers to nonaffiliated third parties. These limitations require disclosure of privacy policies to consumers and, in some circumstances, allow consumers to prevent disclosure of certain personal information to a nonaffiliated third party. The privacy provisions of the GLB Act affect how consumer information is transmitted through diversified financial companies and conveyed to outside vendors.

A major focus of governmental policy on financial institutions is combating money laundering and terrorist financing. The Bank Secrecy Act (the “BSA”) requires financial institutions to develop policies, procedures, and practices to prevent and deter money laundering, and mandates that every bank have a written, board-approved program that is reasonably designed to assure and monitor compliance with the BSA. In addition, banks are required to adopt a customer identification program as part of its BSA compliance program, and are required to file Suspicious Activity Reports when they detect certain known or suspected violations of federal law or suspicious transactions related to a money laundering activity or a violation of the BSA. The USA PATRIOT Act of 2001, or the USA Patriot Act, substantially broadened the scope of United States anti-money laundering laws and regulations by imposing significant new compliance and due diligence obligations, creating new crimes and penalties and expanding the extra-territorial jurisdiction of the United States. The U.S. Treasury Department has issued a number of regulations that apply various requirements of the USA Patriot Act to financial institutions such as the Bank. These regulations impose obligations on financial institutions to maintain appropriate policies, procedures and controls to detect, prevent and report money laundering and terrorist financing and to verify the identity of their customers. Failure of a financial institution to maintain and implement adequate programs to combat money laundering and terrorist financing, or to comply with all of the relevant laws or regulations, could have serious legal and reputational consequences for the

institution.

The United States has imposed economic sanctions that affect transactions with designated foreign countries, nationals and others. These are typically known as the “OFAC” rules based on their administration by the U.S. Treasury Department Office of Foreign Assets Control (“OFAC”). The OFAC-administered sanctions targeting countries take many different forms. Generally, however, they contain one or more of the following elements: (i) restrictions on trade with or investment in a sanctioned country, including prohibitions against direct or indirect imports from and exports to a sanctioned country and prohibitions on “U.S. persons” engaging in financial transactions relating to making investments in, or providing investment-related advice or assistance to, a sanctioned country; and (ii) a blocking of assets in which the government or specially designated nationals of the sanctioned country have an interest, by prohibiting transfers of property subject to U.S. jurisdiction (including property in the possession or control of U.S. persons). Blocked assets (e.g., property and bank deposits) cannot be paid out, withdrawn, set off or transferred in any manner without a license from OFAC. Failure to comply with these sanctions could have serious legal and reputational consequences.

The Bank is subject to a wide variety of other laws with respect to the operation of its businesses, and regulations adopted under those laws, including but not limited to the Truth in Lending Act, Truth in Savings Act, Equal Credit Opportunity Act, Electronic Funds Transfer Act, Fair Housing Act, Home Mortgage Disclosure Act, Fair Debt Collection Practices Act, Fair Credit Reporting Act, Expedited Funds Availability (Regulation CC), Reserve Requirements (Regulation D), Insider Transactions (Regulation O), Privacy of Consumer Information (Regulation P), Margin Stock Loans (Regulation U), Right To Financial Privacy Act, Flood Disaster Protection Act, Homeowners Protection Act, Servicemembers Civil Relief Act, Real Estate Settlement Procedures Act, TILA-RESPA Integrated Disclosure Rule, Telephone Consumer Protection Act, CAN-SPAM Act, Children’s Online Privacy Protection Act, the Secure and Fair Enforcement for Mortgage Licensing Act of 2008 (SAFE Act) and the John Warner National Defense Authorization Act. The laws and regulations to which we are subject are constantly under review by Congress, the federal regulatory agencies, and the state authorities.

Federal Deposit Insurance Premiums and Assessments

The Bank’s deposit accounts are currently insured by the Deposit Insurance Fund (the "DIF") of the FDIC. The insurance benefit generally covers up to a maximum of $250,000 per separately insured depositor. As an FDIC-insured bank, our bank subsidiary is subject to deposit insurance premiums and assessments to maintain the DIF. The Bank’s deposit insurance premium assessment rate depends on the capital category and supervisory category to which it is assigned. The FDIC has authority to raise or lower assessment rates on insured banks in order to achieve statutorily required reserve ratios in the DIF and to impose special additional assessments.

Under the current assessment system, the FDIC assigns a banking institution to one of four risk categories designed to measure risk. Total base assessment rates currently range from 0.025% of deposits for an institution in the highest rated sub-category of the highest rated category to 0.45% of deposits for an institution in the lowest rated category. The FDIC may increase or decrease its rates by 2.0 basis points without further rulemaking. In an emergency, the FDIC may also impose a special assessment.

In addition, all FDIC insured institutions are required to pay assessments to the FDIC at an annual rate of approximately six tenths of a basis point of insured deposits to fund interest payments on bonds issued by the Financing Corporation, an agency of the federal government established to recapitalize the predecessor to the Savings Association Insurance Fund. These assessments will continue until the Financing Corporation bonds mature in 2017 through 2019.

Internet Address; Internet Availability of SEC Reports

The Company’s Internet address is www.germanamerican.com.

The Company makes available, free of charge through the Investor Relations - Financial Information section of its Internet website, the Company’s annual report on Form 10-K, its quarterly reports on Form 10-Q, its current reports on Form 8-K and any amendments to those reports filed or furnished pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after those reports are filed with or furnished to the SEC.

Forward-Looking Statements and Associated Risks

The Company from time to time in its oral and written communications makes statements relating to its expectations regarding the future. These types of statements are considered “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements can include statements about the Company’s net interest income or net interest margin; adequacy of the Company's capital under regulatory

requirements and of its allowance for loan losses, and the quality of the Company's loans, investment securities and other assets; simulations of changes in interest rates; litigation results; dividend policy; acquisitions or mergers; estimated cost savings, plans and objectives for future operations; and expectations about the Company's financial and business performance and other business matters as well as economic and market conditions and trends. All statements other than statements of historical fact included in this Report, including statements regarding our financial position, business strategy and the plans and objectives of our management for future operations, are forward-looking statements. When used in this Report, words such as "anticipate", "believe", "estimate", "expect", "intend", and similar expressions, as they relate to us or our management, identify forward-looking statements.

Such forward-looking statements are based on the beliefs of our management, as well as assumptions made by and information currently available to our management, and are subject to risks, uncertainties, and other factors.

Actual results may differ materially and adversely from the expectations of the Company that are expressed or implied by any forward-looking statement. The discussions in Item 1A, "Risk Factors," and in Item 7 of this Form 10-K, "Management's Discussion and Analysis of Financial Condition and Results of Operations," list some of the factors that could cause the Company's actual results to vary materially from those expressed or implied by any forward-looking statements. Other risks, uncertainties, and factors that could cause the Company's actual results to vary materially from those expressed or implied by any forward-looking statement include but not limited to:

- the unknown future direction of interest rates and the timing and magnitude of any changes in interest rates;
- changes in competitive conditions;
- the introduction, withdrawal, success and timing of asset/liability management strategies or of mergers and acquisitions and other business initiatives and strategies;
- changes in customer borrowing, repayment, investment and deposit practices;
- changes in fiscal, monetary and tax policies;
- changes in financial and capital markets;
- potential deterioration in general economic conditions, either nationally or locally, resulting in, among other things, credit quality deterioration;
- capital management activities, including possible future sales of new securities, or possible repurchases or redemptions by the Company of outstanding debt or equity securities;
- risks of expansion through acquisitions and mergers, such as unexpected credit quality problems of the acquired loans or other assets, unexpected attrition of the customer base or employee base of the acquired institution or branches, and difficulties in integration of the acquired operations;
- factors driving impairment charges on investments;
- the impact, extent and timing of technological changes;
- potential cyber-attacks, information security breaches and other criminal activities;
- litigation liabilities, including related costs, expenses, settlements and judgments, or the outcome of matters before regulatory agencies, whether pending or commencing in the future;
- actions of the FRB;
- changes in accounting principles and interpretations;
- potential increases of federal deposit insurance premium expense, and possible future special assessments of FDIC premiums, either industry wide or specific to the Company's banking subsidiary;
- actions of the regulatory authorities under the Dodd-Frank Act and the Federal Deposit Insurance Act and other possible legislative and regulatory actions and reforms; and
- the continued availability of earnings and excess capital sufficient for the lawful and prudent declaration and payment of cash dividends.

Such statements reflect our views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to the operations, results of operations, growth strategy and liquidity of the Company. Readers are cautioned not to place undue reliance on these forward-looking statements. It is intended that these forward-looking statements speak only as of the date they are made. We do not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect future events or circumstances or to reflect the occurrence of unanticipated events.

Item 1A. Risk Factors.

The following describes some of the principal risks and uncertainties to which our industry in general, and we and our assets and businesses specifically, are subject; other risks are briefly identified in our cautionary statement that is included under the heading "Forward-Looking Statements and Associated Risks" in Part I, Item 1, "Business." Although we seek ways to manage these risks and uncertainties and to develop programs to control those that we can, we ultimately cannot predict the future. Future results may differ materially from past results, and from our expectations

and plans.

Risks Related to the Financial Services Industry

We operate in a highly regulated environment and changes in laws and regulations to which we are subject may adversely affect our results of operations.

The banking industry in which we operate is subject to extensive regulation and supervision under federal and state laws and regulations. The restrictions imposed by such laws and regulations limit the manner in which we conduct our business, undertake new investments and activities and obtain financing. These regulations are designed primarily for the protection of the deposit insurance funds and consumers and not to benefit our shareholders. Financial institution regulation has been the subject of significant legislation in recent years and may be the subject of further significant legislation, none of which is in our control. Significant new laws or changes in, or repeals of, existing laws (including changes in federal or state laws affecting corporate taxpayers generally or financial institutions specifically) could have a material adverse effect on our business, financial condition, results of operations or liquidity. Further, federal monetary policy, particularly as implemented through the Federal Reserve System, significantly affects credit conditions, and any unfavorable change in these conditions could have a material adverse effect on our business, financial condition, results of operations or liquidity.

The Dodd-Frank Act and regulations adopted under that law could materially and adversely affect us by increasing compliance costs and heightening our risk of noncompliance with applicable regulations.

The Dodd-Frank Act (discussed in Item 1 - Business - Regulation and Supervision) has resulted in sweeping changes in the regulation of financial institutions. The Dodd-Frank Act contains numerous provisions that affect all banks and bank holding companies. Many of these provisions remain subject to regulatory rule-making and implementation, the effects of which are not yet known. Accordingly, we cannot predict the specific impact and long-term effects that the Dodd-Frank Act and the regulations promulgated thereunder will have on us and our prospects, our target markets and the financial industry more generally. However, the Dodd-Frank Act and the regulations promulgated thereunder have imposed (and are likely to result in the imposition of) additional administrative and regulatory burdens that obligate us to incur additional expenses (which adversely affect our margins and profitability) and increase the risk that we might not comply in all respects with the new requirements. Further, the CFPB's rule on qualified mortgages could limit our ability or desire to make certain types of loans or loans to certain borrowers, or could make it more expensive and/or time consuming to make these loans, which could adversely impact our growth or profitability.

The new Basel III Capital Rules may have an adverse effect on us.

We are now subject to new capital rules, adopted by the federal banking agencies but based on the international Basel III guidelines, effective January 1, 2015. See Item 1- Business - Regulation and Supervision. Some of the requirements of these new rules will be phased in over the three year period between 2016 and 2019. The impact of the new capital rules may require us to maintain higher levels of capital in the future than we have maintained in recent years, which could lower our return on equity.

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

High levels of insured institution failures, as a result of the recent recession, significantly increased losses to the Deposit Insurance Fund of the FDIC. Further, the Dodd-Frank Act mandated the FDIC to increase the level of its reserves for future losses in its Deposit Insurance Fund. Since the Deposit Insurance Fund is funded by premiums and assessments paid by insured banks, our FDIC insurance premium could increase in future years depending upon the

FDIC's actual loss experience, changes in our Bank's financial condition or capital strength, and future conditions in the banking industry.

Risks Related to Our Business and Financial Strategies

Economic weakness in our geographic markets could negatively affect us.

We conduct business from offices that are located in 19 contiguous southern Indiana counties and one northern Kentucky county, from which substantially all of our customer base is drawn. Because of the geographic concentration of our operations and customer base, our results depend largely upon economic conditions in this area. Our performance could be negatively affected to the extent that business and economic conditions in this area do not continue to recover from the recent recession. Any material deterioration in economic conditions in these markets could have direct or indirect material adverse impacts on us, or on our customers or on the financial institutions with whom we deal as counterparties to financial transactions. Such deterioration could negatively impact customers' ability to obtain new loans or to repay existing loans, diminish the values of any collateral securing such loans and could cause increases in the number of the Company's customers experiencing financial distress and in the levels of the Company's delinquencies, non-performing loans and other problem assets, charge-offs and provision for credit losses, all of which could materially adversely affect our financial condition and results of operations. The underwriting and credit monitoring policies and procedures that we have adopted cannot eliminate the risk that we might incur losses on account of factors relating to the economy like those identified above, and those losses could have a material adverse effect on our business, financial condition, results of operations and cash flows.

If our actual loan losses exceed our estimates, our earnings and financial condition will be impacted.

A significant source of risk for any bank or other enterprise that lends money arises from the possibility that losses will be sustained because borrowers, guarantors and related parties may fail (because of financial difficulties or other reasons) to perform in accordance with the terms of their loan agreements. In our case, we originate many loans that are secured, but some loans are unsecured depending on the nature of the loan. With respect to secured loans, the collateral securing the repayment of these loans includes a wide variety of real and personal property that may be insufficient to cover the obligations owed under such loans, due to adverse changes in collateral values caused by changes in prevailing economic, environmental and other conditions, including declines in the value of real estate and other external events.

We could be adversely affected by changes in interest rates.

Our earnings and cash flows are largely dependent upon our net interest income. Interest rates are highly sensitive to many factors that are beyond our control, including general economic conditions, demand for loans, securities and deposits, and policies of various governmental and regulatory agencies and, in particular, the monetary policies of the FRB. If the interest rates paid on deposits and other borrowings increase at a faster rate than the interest rates received on loans and other investments, our net interest income, and therefore earnings, could be adversely affected. Earnings could also be adversely affected if the interest rates received on loans and other investments fall more quickly than the interest rates paid on deposits and other borrowings. We maintain an investment portfolio consisting of various high quality liquid fixed-income securities. The nature of fixed-income securities is such that increases in prevailing market interest rates negatively impact the value of these securities, while decreases in prevailing market interest rates positively impact the value of these securities. Any substantial, prolonged change in market interest rates could have a material adverse effect on our financial condition, results of operations, and cash flows.

The banking and financial services business in our markets is highly competitive.

We compete with much larger regional, national, and international competitors, including competitors that have no (or only a limited number of) offices physically located within our markets, many of which compete with us via Internet and other electronic product and service offerings. In addition, banking and other financial services competitors

(including newly organized companies) that are not currently represented by physical locations within our geographic markets could establish office facilities within our markets, including through their acquisition of existing competitors. Developments increasing the nature or level of our competition, or decreasing the effectiveness by which we compete, could have a material adverse effect on our business, financial condition, results of operations or liquidity. See also Part I, Item 1, of this Report, "Business - Competition," and "Business - Regulation and Supervision."

The manner in which we report our financial condition and results of operations may be affected by accounting changes.

Our financial condition and results of operations that are presented in our consolidated financial statements, accompanying notes to the consolidated financial statements, and selected financial data appearing in this Report, are, to a large degree, dependent upon our accounting policies. The selection of and application of these policies involve estimates, judgments and uncertainties that are subject to change, and the effect of any change in estimates or judgments that might be caused by future developments or resolution of uncertainties could be materially adverse to our reported financial condition and results of operations. In addition, authorities that prescribe accounting principles and standards for public companies from time to time change those principles or standards or adopt formal or informal interpretations of existing principles or standards. Such changes or interpretations (to the extent applicable to us) could result in changes that would be materially adverse to our reported financial condition and results of operations.

Liquidity risk could impair our ability to fund operations and jeopardize our financial condition.

Liquidity is essential to our business. An inability to raise funds through deposits, borrowings, the sale of securities or loans and other sources could have a substantial negative effect on our liquidity. Our access to funding sources in amounts adequate to finance our activities or the terms of which are acceptable to us could be impaired by factors that affect us specifically or the financial services industry or economy in general. Although we have historically been able to replace maturing deposits and borrowings as necessary, we might not be able to replace such funds in the future if, among other things, our results of operations or financial condition or the results of operations or financial condition of our lenders or market conditions were to change.

The value of securities in our investment securities portfolio may be negatively affected by disruptions in securities markets.

Prices and volumes of transactions in the nation’s securities markets can be affected suddenly by economic crises, or by other national or international crises, such as national disasters, acts of war or terrorism, changes in commodities markets, or instability in foreign governments. Disruptions in securities markets may detrimentally affect the value of securities that we hold in our investment portfolio, such as through reduced valuations due to the perception of heightened credit and liquidity risks. There can be no assurance that declines in market value associated with these disruptions will not result in other than temporary impairments of these assets, which would lead to accounting charges that could have a material adverse effect on our net income and capital levels.

The soundness of other financial institutions could adversely affect us.

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services companies are interrelated as a result of trading, clearing, counterparty, or other relationships. We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds, and other institutional clients. As a result, defaults by, or even rumors or questions about, one or more financial services companies, or the financial services industry generally, have led to market-wide liquidity problems and could lead to losses or defaults by us or by other institutions. Many of these transactions expose us to credit risk in the event of default of our counterparty or client. In addition, our credit risk may be exacerbated when the collateral held by us cannot be realized or is liquidated at prices not sufficient to recover the full amount due us.

We are dependent on key personnel and the loss of one or more of those key personnel could harm our business.

Competition for qualified employees and personnel in the financial services industry (including banking personnel, trust and investments personnel, and insurance personnel) is intense and there are a limited number of qualified persons with knowledge of and experience in our local Southern Indiana markets. Our success depends to a significant degree upon our ability to attract and retain qualified loan origination executives, sales executives for our trust and investment products and services, and sales executives for our insurance products and services. We also depend upon the continued contributions of our management personnel, and in particular upon the abilities of our senior executive management, and the loss of the services of one or more of them could harm our business.

Our controls and procedures may fail or be circumvented.

Management regularly reviews and updates our internal controls, disclosure controls and procedures, and corporate governance policies and procedures. Any system of controls, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of our controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on our business, results of operations, cash flows and financial condition.

We are exposed to risk of environmental liabilities with respect to properties to which we take title.

In the course of our business, we may own or foreclose and take title to real estate, and could be subject to environmental liabilities with respect to these properties (including liabilities for property damage, personal injury, investigation and clean-up costs incurred by these parties in connection with environmental contamination), or may be required to investigate or clean up hazardous or toxic substances, or chemical releases at a property.

Risks Related to Our Operations

We face significant operational risks due to the high volume and the high dollar value nature of transactions we process.

We operate in many different businesses in diverse markets and rely on the ability of our employees and systems to process transactions. Operational risk is the risk of loss resulting from our operations, including but not limited to, the risk of fraud by employees or persons outside our company, the execution of unauthorized transactions, errors relating to transaction processing and technology, breaches of our internal control systems or failures of those of our suppliers or counterparties, compliance failures, cyber-attacks or unforeseen problems encountered while implementing new computer systems or upgrades to existing systems, business continuation and disaster recovery issues, and other external events. Insurance coverage may not be available for such losses, or where available, such losses may exceed insurance limits. This risk of loss also includes the potential legal actions that could arise as a result of an operational deficiency or as a result of noncompliance with applicable regulatory standards, adverse business decisions or their implementation, and customer attrition due to potential negative publicity. The occurrence of any of these events could cause us to suffer financial loss, face regulatory action and suffer damage to our reputation.

Unauthorized disclosure of sensitive or confidential client or customer information, whether through a cyber-attack, other breach of our computer systems or otherwise, could harm our business.

In the normal course of our business, we collect, process and retain sensitive and confidential client and customer information on our behalf and on behalf of other third parties. Despite the security measures we have in place, our facilities and systems may be vulnerable to cyber-attacks, security breaches, acts of vandalism, computer viruses, misplaced or lost data, programming and / or human errors, or other similar events.

Information security risks for financial institutions like us have increased recently in part because of new technologies, the use of the Internet and telecommunications technologies (including mobile devices) to conduct financial and other business transactions and the increased sophistication and activities of organized crime, perpetrators of fraud, hackers, terrorists and others. In addition to cyber-attacks or other security breaches involving the theft of sensitive and confidential information, hackers recently have engaged in attacks against large financial institutions, particularly denial of service attacks, designed to disrupt key business services such as customer-facing web sites. We may not be able to anticipate or implement effective preventive measures against all security breaches of these types. Although we employ detection and response mechanisms designed to contain and mitigate security incidents, early detection may be thwarted by sophisticated attacks and malware designed to avoid detection.

We also face risks related to cyber-attacks and other security breaches in connection with credit card transactions that typically involve the transmission of sensitive information regarding our customers through various third parties. Some of these parties have in the past been the target of security breaches and cyber-attacks, and because the transactions involve third parties and environments that we do not control or secure, future security breaches or cyber-attacks affecting any of these third parties could impact us through no fault of our own, and in some cases we may have exposure and suffer losses for breaches or attacks relating to them. We also rely on numerous other third party service providers to conduct other aspects of our business operations and face similar risks relating to them. We

cannot be sure that their information security protocols are sufficient to withstand a cyber-attack or other security breach.

Any cyber-attack or other security breach involving the misappropriation, loss or other unauthorized disclosure of confidential customer information could severely damage our reputation, erode confidence in the security of our systems, products and services, expose us to the risk of litigation and liability, disrupt our operations and have a material adverse effect on our business.

Our information systems may experience an interruption or breach in security.

We rely heavily on communications and information systems to conduct our business. Any failure, interruption, or breach in security or operational integrity of these systems could result in failures or disruptions in our customer relationship management, general ledger, deposit, loan, and other systems. While we have policies and procedures designed to prevent or limit the effect of the failure, interruption, or security breach of our information systems, we cannot completely ensure that any such failures, interruptions, or security breaches will not occur or, if they do occur, that they will be adequately addressed. The occurrence of any failures, interruptions, or security breaches of our information systems could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny, or expose us to civil litigation and possible financial liability, any of which could have a material adverse effect on our financial condition and results of operations.

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

We outsource certain information system and data management and processing functions to third party providers. These third party service providers are sources of operational and informational security risk to us, including risks associated with operational errors, information system interruptions or breaches, and unauthorized disclosures of sensitive or confidential client or customer information. If third party service providers encounter any of these issues, or if we have difficulty communicating with them, we could be exposed to disruption of operations, loss of service or connectivity to customers, reputational damage, and litigation risk that could have a material adverse effect on our results of operations or our business.

Third party vendors provide key components of our business infrastructure such as internet connections, network access and core application processing.

While we have selected these third party vendors carefully, we do not control their actions. Any problems caused by these third parties, including as a result of their not providing us their services for any reason or their performing their services poorly, could adversely affect our ability to deliver products and services to our customers and otherwise to conduct our business. Replacing these third party vendors could also entail significant delay and expense.

Risks Relating to Expansion of Our Businesses by Acquisition

Any acquisitions of banks, bank branches, or loans or other financial service assets pose risks to us.

As more fully described herein, we have recently acquired River Valley Bancorp and we may acquire other banks, bank branches and other financial-service-related businesses and assets in the future. Acquiring other banks, businesses, or branches involves various risks commonly associated with acquisitions, including, among other things:

- potential exposure to unknown or contingent liabilities of the acquired assets, operations or company;
- exposure to potential asset quality issues of the acquired assets, operations or company;
- environmental liability with acquired real estate collateral or other real estate;
- difficulty and expense of integrating the operations, systems and personnel of the acquired assets, operations or company;
- potential disruption to our ongoing business, including diversion of our management's time and attention;

- the possible loss of key employees and customers of the acquired operations or company;
- difficulty in estimating the value of the acquired assets, operations or company; and
- potential changes in banking or tax laws or regulations that may affect the acquired assets, operations or company.

We may not be successful in overcoming these risks or any other problems encountered in connection with mergers or acquisitions.

Acquisitions typically involve the payment of a premium over book and market values, and, therefore, some dilution of the Company’s tangible book value per common share or net income per common share (or both) may occur in connection with any future transaction.

We may incur substantial costs to expand by acquisition, and such acquisitions may not result in the levels of profits we seek.

Integration efforts for any future acquisitions may not be successful and following any future acquisition, after giving it effect, we may not achieve financial results comparable to or better than our historical experience.

We may participate in FDIC-assisted acquisitions, which could present additional risks to our financial condition.

We may make opportunistic whole or partial acquisitions of troubled financial institutions in transactions facilitated by the FDIC. In addition to the risks frequently associated with acquisitions, an acquisition of a troubled financial institution may involve a greater risk that the acquired assets underperform compared to our expectations. Because these acquisitions are structured in a manner that would not allow us the time normally associated with preparing for and evaluating an acquisition, including preparing for integration of an acquired institution, we may face additional risks including, among other things, the loss of customers, strain on management resources related to collection and management of problem loans and problems related to integration of personnel and operating systems. Additionally, while the FDIC may agree to assume certain losses in transactions that it facilitates, there can be no assurances that we would not be required to raise additional capital as a condition to, or as a result of, participation in an FDIC-assisted transaction. Any such transactions and related issuances of stock may have dilutive effect on earnings per share and share ownership.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

The Company’s executive offices are located in the main office building of the Bank at 711 Main Street, Jasper, Indiana. The main office building, which is owned by the Bank and also serves as the main office of the Company’s other subsidiaries, contains approximately 23,600 square feet of office space. The Bank and the Company’s other subsidiaries also conduct their operations from 55 other locations in Southern Indiana of which 41 are owned by the Company and 14 are leased from third parties.

Item 3. Legal Proceedings.

There are no material pending legal proceedings, other than routine litigation incidental to the business of the Company’s subsidiaries, to which the Company or any of its subsidiaries is a party or of which any of their property is the subject.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market and Dividend Information

German American Bancorp, Inc.'s stock is traded on NASDAQ's Global Select Market under the symbol GABC. The quarterly high and low closing prices for the Company's common stock as reported by NASDAQ and quarterly cash dividends declared and paid are set forth in the table below.

	2015			2014		
	High	Low	Cash Dividend	High	Low	Cash Dividend
Fourth Quarter	$34.61	$28.78	$0.17	$30.82	$25.73	$0.16
Third Quarter	$30.71	$28.32	$0.17	$27.74	$25.80	$0.16
Second Quarter	$30.38	$28.18	$0.17	$29.79	$25.07	$0.16
First Quarter	$29.78	$27.84	$0.17	$29.75	$25.54	$0.16
			$0.68			$0.64

The Common Stock was held of record by approximately 3,594 shareholders at March 1, 2016.

Cash dividends paid to the Company's shareholders are primarily funded from dividends received by the parent company from its bank subsidiary. The declaration and payment of future dividends will depend upon the earnings and financial condition of the Company and its subsidiaries, general economic conditions, compliance with regulatory requirements affecting the ability of the bank subsidiary and the Company to declare dividends, (for further discussion of such requirements, see Item 1, "Business - Regulation and Supervision - Restrictions on Bank Dividends or Loans to, or other Transactions with, the Parent Company and Parent Company Dividends"), and other factors.

Transfer Agent:	Computershare Priority Processing 250 Royall St Canton, MA 02021 Contact: Shareholder Relations (800) 884-4225	Shareholder Information and Corporate Office:	Terri A. Eckerle German American Bancorp, Inc. P.O. Box 810 Jasper, Indiana 47547-0810 (812) 482-1314 (800) 482-1314

Stock Performance Graph

The following graph compares the Company's five-year cumulative total returns with those of the Russell 2000 Stock Index, Russell Microcap Stock Index, and the Indiana Bank Peer Group. The Indiana Bank Peer Group (which is a custom peer group identified by Company management) includes all Indiana-based commercial bank holding companies (excluding companies owning thrift institutions that are not regulated as bank holding companies) that have been in existence as commercial bank holding companies throughout the five-year period ended December 31, 2015, the stocks of which have been traded on an established securities market (NYSE, AMEX, NASDAQ) throughout that five-year period. The companies comprising the Indiana Bank Peer Group for purposes of the December 2015 comparison were: 1st Source Corp., Your Community Bankshares, Inc., First Financial Corp., First Merchants Corp., Lakeland Financial Corp., MainSource Financial Group, Old National Bancorp, and Horizon Bancorp. The returns of each company in the Indiana Bank Peer Group have been weighted to reflect the company's market capitalization. The Russell 2000 Stock Index, which is designed to measure the performance of the small-cap segment of the U.S. equity universe, is a subset of the Russell 3000 Index (which measures the performance of the largest 3,000 U.S. companies) that includes approximately 2,000 of the smallest securities in that index based on a combination of their market cap and current index membership, and is annually reconstituted at the end of each June. The Russell Microcap Stock Index is an index representing the smallest 1,000 securities in the small-cap Russell 2000 Index plus the next 1,000 securities, which is also annually reconstituted at the end of each June. The Company's stock is currently included in the Russell 2000 Index and Russell Microcap Index.

Stock Repurchase Program Information

The following table sets forth information regarding the Company's purchases of its common shares during each of the three months ended December 31, 2015.

Period	Total Number of Shares (or Units) Purchased	Average Price Paid Per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs [1]
October 2015	—	—	—	272,789
November 2015	—	—	—	272,789
December 2015	—	—	—	272,789

[1] On April 26, 2001, the Company announced that its Board of Directors had approved a stock repurchase program for up to 607,754 of its outstanding common shares, of which the Company had purchased 334,965 common shares through December 31, 2015 (both such numbers adjusted for subsequent stock dividends). The Board of Directors established no expiration date for this program. The Company purchased no shares under this program during the quarter ended December 31, 2015.

Equity Compensation Plan Information

The Company maintains four plans under which it has authorized the issuance of its Common Shares to employees and non-employee directors as compensation: its 1992 Stock Option Plan (under which no new grants may be made), its 1999 Long-Term Equity Incentive Plan (under which no new grants may be made), its 2009 Long-Term Equity Incentive Plan, and its 2009 Employee Stock Purchase Plan. Each of these four plans was approved by the requisite vote of the Company's common shareholders in the year of adoption by the Board of Directors. The Company is not a party to any individual compensation arrangement involving the authorization for issuance of its equity securities to any single person, other than option agreements and restricted stock award agreements that have been granted under the terms of one of the four plans identified above. The following table sets forth information regarding these plans as of December 31, 2015:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants or Rights		Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in First Column)	
Equity compensation plans approved by security holders	7,017	(a)	$13.25	707,064	(b)
Equity compensation plans not approved by security holders	—		—	—	
Total	7,017		$13.25	707,064	

[a] Does not include any shares that employees may have the right to purchase under the Employee Stock Purchase Plan in August 2016 in respect of employee payroll deductions of participating employees that had accumulated as of December 31, 2015 during the plan year that commenced in August 2015. Although these employees have the right under this Plan to have their accumulated payroll deductions applied to the purchase of Common Shares at a

discounted price in August 2016, the price at which such shares may be purchased and the number of shares that may be purchased under that Plan at that time is not presently determinable.

(b) Represents 399,688 shares that the Company may in the future issue to employees under the Employee Stock Purchase Plan (although the Company typically purchases the shares needed for sale to participating employees on the open market rather than issuing new issue shares to such employees) and 307,376 shares that were available for grant or issuance at December 31, 2015 under the 2009 Long-Term Equity Incentive Plan. Under the Long-Term Equity Incentive Plan, the aggregate number of Common Shares available for the grant of awards (subject to customary anti-dilution adjustment provisions) cumulatively following the adoption of the Plan in 2009 through the expiration of the Plan in 2019 may not exceed the sum of the following: (a) 500,000 shares, plus (b) any shares exchanged by a participant as full or partial payment to the Company of the exercise price of an option granted to the participant under the Plan; plus (c) at the beginning of each calendar year, an additional number of shares (if any) equal to the number of shares that would result in the number of shares available for awards as of such date being equal to one percent (1%) of the total number of the Company's shares outstanding as of the immediately preceding December 31, on a fully-diluted basis.

For additional information regarding the Company's equity incentive plans and employee stock purchase plan, see Note 8 (Shareholders' Equity) of the Notes to the Consolidated Financial Statements included in Item 8 of this Report.

Item 6. Selected Financial Data.

The following selected data should be read in conjunction with the consolidated financial statements and related notes that are included in Item 8 of this Report, and "Management's Discussion and Analysis of Financial Condition and Results of Operations," which is included in Item 7 of this Report (dollars in thousands, except per share data). Year-to-year financial information comparability is affected by the acquisition accounting treatment for mergers and acquisitions, including but not limited to the Company's acquisition of American Community Bancorp, Inc., effective January 1, 2011 and the Company's acquisition of United Commerce Bancorp, effective October 1, 2013.

	2015	2014	2013	2012	2011
Summary of Operations:					
Interest Income	$81,620	$80,386	$75,672	$77,160	$80,161
Interest Expense	6,068	6,047	7,155	10,912	16,180
Net Interest Income	75,552	74,339	68,517	66,248	63,981
Provision for Loan Losses	—	150	350	2,412	6,800
Net Interest Income after Provision For Loan Losses	75,552	74,189	68,167	63,836	57,181
Non-interest Income	27,444	23,937	23,615	21,811	21,576
Non-interest Expense	61,326	57,713	54,905	50,923	50,782
Income before Income Taxes	41,670	40,413	36,877	34,724	27,975
Income Tax Expense	11,606	12,069	11,464	10,669	7,726
Net Income	$30,064	$28,344	$25,413	$24,055	$20,249
Year-end Balances:					
Total Assets	$2,373,701	$2,237,099	$2,163,827	$2,006,300	$1,873,767
Total Loans, Net of Unearned Income	1,564,347	1,447,982	1,382,382	1,204,866	1,120,993
Total Deposits	1,826,376	1,779,761	1,812,156	1,640,931	1,556,198
Total Long-term Debt	95,606	64,591	87,237	89,472	90,974
Total Shareholders' Equity	252,348	228,824	200,097	185,026	167,610
Average Balances:					
Total Assets	$2,267,555	$2,170,761	$2,037,236	$1,934,123	$1,823,703
Total Loans, Net of Unearned Income	1,483,752	1,406,000	1,272,055	1,147,891	1,114,181
Total Deposits	1,825,913	1,783,348	1,695,796	1,618,712	1,521,204
Total Shareholders' Equity	241,017	214,496	189,689	177,207	159,765
Per Share Data:					
Net Income (1)	$2.27	$2.14	$1.98	$1.90	$1.61
Cash Dividends	0.68	0.64	0.60	0.56	0.56
Book Value at Year-end	19.00	17.31	15.19	14.64	13.31
Other Data at Year-end:					
Number of Shareholders	3,343	3,398	3,444	3,105	3,221
Number of Employees	479	473	478	439	417
Weighted Average Number of Shares (1)	13,258,916	13,223,178	12,807,678	12,637,743	12,587,748
Selected Performance Ratios:					
Return on Assets	1.33 %	1.31 %	1.25 %	1.24 %	1.11 %
Return on Equity	12.47 %	13.21 %	13.40 %	13.57 %	12.67 %

Equity to Assets	10.63%	10.23%	9.25%	9.22%	8.95%
Dividend Payout	29.97%	29.81%	30.18%	29.38%	34.80%
Net Charge-offs (Recoveries) to Average Loans	0.03%	(0.01)%	0.10%	0.19%	0.43%
Allowance for Loan Losses to Loans	0.92%	1.03%	1.05%	1.29%	1.37%
Net Interest Margin	3.70%	3.76%	3.67%	3.74%	3.84%

[1] Share and Per Share Data includes the dilutive effect of stock options.

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

INTRODUCTION

German American Bancorp, Inc., is a NASDAQ-traded (symbol: GABC) bank holding company based in Jasper, Indiana. On March 1, 2016 (as discussed in Note 20, Subsequent Events, of the Notes to the Consolidated Financial Statements included in Item 8 of this Report, which Note 20 is incorporated herein by reference), the Company completed its acquisition of River Valley Bancorp, and its subsidiaries, including River Valley Financial Bank. After the acquisition of River Valley, German American, through its banking subsidiary German American Bancorp, operates 51 banking offices in 19 contiguous southern Indiana counties and one northern Kentucky county. The Company also owns an investment brokerage subsidiary (German American Investment Services, Inc.) and a full line property and casualty insurance agency (German American Insurance, Inc.).

Throughout this Management's Discussion and Analysis, as elsewhere in this Report, when we use the term "Company", we will usually be referring to the business and affairs (financial and otherwise) of the Company and its subsidiaries and affiliates as a whole. Occasionally, we will refer to the term "parent company" or "holding company" when we mean to refer to only German American Bancorp, Inc., and the term "Bank" when we mean to refer to only the Company's bank subsidiary.

This Management's Discussion and Analysis includes an analysis of the major components of the Company's operations for the years 2013 through 2015 and its financial condition as of December 31, 2015 and 2014. This information should be read in conjunction with the accompanying consolidated financial statements and footnotes contained elsewhere in this Report and with the description of business included in Item 1 of this Report (including the cautionary disclosure regarding "Forward Looking Statements and Associated Risks"). Financial and other information by segment is included in Note 15 (Segment Information) of the Notes to the Consolidated Financial Statements included in Item 8 of this Report and is incorporated into this Item 7 by reference.

The statements of management's expectations and goals concerning the Company's future operations and performance that are set forth in the following Management Overview and in other sections of this Item 7 are forward-looking statements, and readers are cautioned that these forward-looking statements are based on assumptions and are subject to risks, uncertainties, and other factors. Actual results may differ materially from the expectations of the Company that is expressed or implied by any forward-looking statement. This Item 7, as well as the discussions in Item 1 ("Business") entitled "Forward-Looking Statements and Associated Risks" and in Item 1A ("Risk Factors") (which discussions are incorporated in this Item 7 by reference) list some of the factors that could cause the Company's actual results to vary materially from those expressed or implied by any such forward-looking statements.

On March 1, 2016 (as discussed in Note 20 (Subsequent Events) of the Notes to the Consolidated Financial Statements included in Item 8 of this Report, which Note 20 is incorporated herein by reference), the Company completed its acquisition of River Valley Bancorp, and its subsidiaries, including River Valley Financial Bank. This transaction has significantly increased the levels of the Company's total assets, liabilities, shareholders equity. River Valley's consolidated assets and equity (unaudited) as of February 29, 2016 totaled $516.3 million and $56.6 million, respectively. This transaction will be accounted for in the Company's future financial statements (for any period ended on or after January 1, 2016) under the acquisition method of accounting. Under the acquisition method, the purchase price will be allocated to identifiable assets and assumed liabilities based on their fair values. Any excess will be accounted for as goodwill. Intangible assets with definite lives will be amortized over their estimated useful lives. Goodwill and intangible assets determined to have indefinite lives will not be amortized, but will be tested for impairment at least annually (more frequently if certain indicators are present). In the event that management of the Company determines that the value of goodwill or intangible assets has become impaired, an impairment charge will

be recorded in the fiscal quarter in which such determination is made. Costs related to this acquisition that were incurred by the Company during 2015 were expensed by the Company during 2015, and costs related to the merger that were and will be incurred in 2016 will be recorded in 2016.

Any statements of management's expectations and goals concerning the Company's future operations and performance, and future financial condition, liquidity and capital resources that are set forth in the following Management Overview and in other sections of this Item 7 are forward-looking statements, and readers are cautioned that these forward-looking statements are based on assumptions and are subject to risks, uncertainties, and other factors. Actual results may differ materially from the expectations of the Company that is expressed or implied by any forward-looking statement. This Item 7, as well as the discussions in Item 1 ("Business") entitled "Forward-Looking Statements and Associated Risks" and in Item 1A ("Risk Factors") (which discussions are incorporated in this Item 7 by reference) list some of the factors that could cause the Company's actual results to vary materially from those expressed or implied by any such forward-looking statements.

MANAGEMENT OVERVIEW

The Company’s 2015 net income totaled $30,064,000, or $2.27 per diluted share, which was a record level of earnings for the Company and represented a 6% increase on a per share basis over the Company’s 2014 net income of $28,344,000, or $2.14 per diluted share. The Company’s return on average equity for 2015 was 12.5%, representing the eleventh consecutive year the Company has achieved a double-digit return on equity.

The record earnings performance during 2015 was attributable to an increased level of net interest income, driven by a higher level of earning assets, increased levels of non-interest income, and solid and improved asset quality. These positive impacts were partially mitigated by an increased level of non-interest expenses.

On March 1, 2016 the Company completed its acquisition of River Valley Bancorp, and its subsidiaries, including River Valley Financial Bank. Immediately following this transaction, River Valley Bancorp’s subsidiary bank, River Valley Financial Bank, was merged into German American’s similarly-named subsidiary bank, German American Bancorp. This transaction provides a strategic opportunity for German American to enhance its presence in the Southeast Indiana market area.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Allowance for Loan Losses

The Company maintains an allowance for loan losses to cover probable incurred credit losses at the balance sheet date. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management’s judgment, should be charged-off. A provision for loan losses is charged to operations based on management’s periodic evaluation of the necessary allowance balance. Evaluations are conducted at least quarterly and more often if deemed necessary. The ultimate recovery of all loans is susceptible to future market factors beyond the Company’s control.

The Company has an established process to determine the adequacy of the allowance for loan losses. The determination of the allowance is inherently subjective, as it requires significant estimates, including the amounts and timing of expected future cash flows on impaired loans, estimated losses on other classified loans and pools of homogeneous loans, and consideration of past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions, and other factors, all of which may be susceptible to significant change. The allowance consists of two components of allocations, specific and general. These two components represent the total allowance for loan losses deemed adequate to cover losses inherent in the loan portfolio.

Commercial and agricultural loans are subject to a standardized grading process administered by an internal loan review function. The need for specific reserves is considered for credits when graded impaired or when: (a) the customer’s cash flow or net worth appears insufficient to repay the loan; (b) the loan has been criticized in a regulatory examination; (c) the loan is on non-accrual; or, (d) other reasons where the ultimate collectability of the loan is in question, or the loan characteristics require special monitoring. Specific allowances are established in cases where management has identified significant conditions or circumstances related to an individual credit that we believe indicates the loan is impaired.

Specific allocations on impaired loans are determined by comparing the loan balance to the present value of expected cash flows or expected collateral proceeds. Allocations are also applied to categories of loans not considered individually impaired but for which the rate of loss is expected to be greater than historical averages, including non-performing consumer or residential real estate loans. Such allocations are based on past loss experience and information about specific borrower situations and estimated collateral values.

General allocations are made for commercial and agricultural loans that are graded as substandard based on migration analysis techniques to determine historical average losses for similar types of loans. General allocations are also made for other pools of loans, including non-classified loans, homogeneous portfolios of consumer and residential real estate loans, and loans within certain industry categories believed to present unique risk of loss. General allocations of the allowance are primarily made based on historical average for loan losses for these portfolios, judgmentally adjusted for economic, external and internal factors and portfolio trends. Economic factors include evaluating changes in international, national, regional and local economic and business conditions that affect the collectability of the loan portfolio. Internal factors include evaluating changes in lending policies and procedures; changes in the nature and volume of the loan portfolio; and changes in experience, ability and depth of lending management and staff. In setting our external and internal factors we also consider the overall level of the allowance for loan losses to total loans; our allowance coverage as compared to similar size bank holding companies; and regulatory requirements.

Due to the imprecise nature of estimating the allowance for loan losses, the Company's allowance for loan losses includes a minor unallocated component. The unallocated component of the allowance for loan losses incorporates the Company's judgmental determination of inherent losses that may not be fully reflected in other allocations, including factors such as economic uncertainties, lending staff quality, industry trends impacting specific portfolio segments, and broad portfolio quality trends. Therefore, the ratio of allocated to unallocated components within the total allowance may fluctuate from period to period.

Securities Valuation

Securities available-for-sale are carried at fair value, with unrealized holding gains and losses reported separately in accumulated other comprehensive income (loss), net of tax. The Company obtains market values from a third party on a monthly basis in order to adjust the securities to fair value. Equity securities that do not have readily determinable fair values are carried at cost. Additionally, when securities are deemed to be other than temporarily impaired, a charge will be recorded through earnings; therefore, future changes in the fair value of securities could have a significant impact on the Company's operating results. In determining whether a market value decline is other than temporary, management considers the reason for the decline, the extent of the decline, the duration of the decline and whether the Company intends to sell or believes it will be required to sell the securities prior to recovery. As of December 31, 2015, gross unrealized losses on the securities available-for-sale portfolio totaled approximately $4,360,000 and gross unrealized gains totaled approximately $10,400,000.

Income Tax Expense

Income tax expense involves estimates related to the valuation allowance on deferred tax assets and loss contingencies related to exposure from tax examinations.

A valuation allowance reduces deferred tax assets to the amount management believes is more likely than not to be realized. In evaluating the realization of deferred tax assets, management considers the likelihood that sufficient taxable income of appropriate character will be generated within carry-back and carry-forward periods, including consideration of available tax planning strategies. Tax related loss contingencies, including assessments arising from tax examinations and tax strategies, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. In considering the likelihood of loss, management considers the nature of the contingency, the progress of any examination or related protest or appeal, the views of legal counsel and other advisors, experience of the Company or other enterprises in similar matters, if any, and management's intended response to any assessment.

RESULTS OF OPERATIONS

NET INCOME

Net income for the year ended December 31, 2015 totaled $30,064,000 or $2.27 per diluted share, an increase of $1,720,000 or approximately 6% on a per share basis, from the year ended December 31, 2014 net income of $28,344,000 or $2.14 per diluted share. For 2015, the improvement in earnings was attributable to an increased level of net interest income, improved non-interest income, and a modestly reduced level of provision for loan loss partially offset by a higher level of non-interest expense.

Net income for the year ended December 31, 2014 totaled $28,344,000 or $2.14 per diluted share, an increase of $2,931,000 or approximately 8% on a per share basis, from the year ended December 31, 2013 net income of $25,413,000 or $1.98 per diluted share. For 2014, the improvement in earnings was primarily attributable to an increased level of net interest income, driven by a higher level of earning assets and improved net interest margin.

NET INTEREST INCOME

Net interest income is the Company's single largest source of earnings, and represents the difference between interest and fees realized on earning assets, less interest paid on deposits and borrowed funds. Several factors contribute to the determination of net interest income and net interest margin, including the volume and mix of earning assets, interest rates, and income taxes. Many factors affecting net interest income are subject to control by management policies and actions. Factors beyond the control of management include the general level of credit and deposit demand, Federal Reserve Board monetary policy, and changes in tax laws.

Net interest income increased $1,213,000 or 2% (an increase of $2,081,000 or 3% on a tax-equivalent basis) during year ended December 31, 2015 compared with 2014. The increased level of net interest income during 2015 compared with 2014 was driven by a higher level of earning assets and in particular growth of the loan portfolio. In addition, the increased level of net interest income was attributable to a shift from the taxable securities portfolio to the non-taxable securities portfolio.

The net interest margin represents tax-equivalent net interest income expressed as a percentage of average earning assets. The tax equivalent net interest margin was 3.70% in 2015 compared to 3.76% during 2014. The yield on earning assets totaled 3.98% during 2015 compared to 4.06% in 2014 while the cost of funds (expressed as a percentage of average earning assets) totaled 0.28% during 2015 compared to 0.30% in 2014.

The decline in the net interest margin during 2015 compared with 2014 was largely attributable to the continued downward pressure on earning asset yields being driven by the low market interest rate environment and a competitive marketplace for lending opportunities. Partially mitigating the decline in earning asset yields was the continued decline in the Company's cost of funds. Accretion of loan discounts on acquired loans contributed approximately 4 basis points to the net interest margin during 2015 compared with 6 basis points during 2014.

Net interest income increased $5,822,000 or 9% (an increase of $6,672,000 or 9% on a tax-equivalent basis) during the year ended December 31, 2014 compared with 2013. The increased level of net interest income during 2014 compared with 2013 was driven by a higher level of earning assets and a higher net interest margin (expressed as a percentage of average earning assets).

The tax equivalent net interest margin was 3.76% during 2014 compared to 3.67% during 2013. The yield on earning assets totaled 4.06% during 2014 compared to 4.04% in 2013 while the cost of funds (expressed as a percentage of average earning assets) totaled 0.30% during 2014 compared to 0.37% in 2013.

The improvement of the net interest margin and net interest income in 2014 compared with 2013 was attributable to an increased level of average loans outstanding, improved securities yields and a decline in the Company’s cost of funds. Accretion of loan discounts on acquired loans contributed approximately 6 basis points to the net interest margin in 2014 and approximately 8 basis points in 2013.

The following table summarizes net interest income (on a tax-equivalent basis) for each of the past three years. For tax-equivalent adjustments, an effective tax rate of 35% was used for all years presented [(1)].

Average Balance Sheet
(Tax-equivalent basis, dollars in thousands)

	Twelve Months Ended December 31, 2015			Twelve Months Ended December 31, 2014			Twelve Months Ended December 31, 2013		
	Principal Balance	Income / Expense	Yield / Rate	Principal Balance	Income / Expense	Yield / Rate	Principal Balance	Income / Expense	Yield / Rate
ASSETS									
Federal Funds Sold and Other Short-term Investments	$19,187	$13	0.07%	$14,056	$12	0.09%	$15,507	$30	0.19%
Securities:									
Taxable	455,303	9,017	1.98%	493,144	10,409	2.11%	541,478	11,091	2.05%
Non-taxable	178,929	9,001	5.03%	131,962	6,721	5.09%	87,471	4,491	5.13%
Total Loans and Leases [(2)]	1,483,752	67,109	4.52%	1,406,000	65,896	4.69%	1,272,055	61,862	4.86%
TOTAL INTEREST EARNING ASSETS	2,137,171	85,140	3.98%	2,045,162	83,038	4.06%	1,916,511	77,474	4.04%
Other Assets	145,517			141,287			136,170		
Less: Allowance for Loan Losses	(15,133)			(15,688)			(15,445)		
TOTAL ASSETS	$2,267,555			$2,170,761			$2,037,236		
LIABILITIES AND SHAREHOLDERS' EQUITY									
Interest-bearing Demand Deposits	$574,021	$796	0.14%	$552,966	$724	0.13%	$534,095	$856	0.16%
Savings Deposits and Money Market Accounts	471,058	547	0.12%	485,277	570	0.12%	466,391	717	0.15%
Time Deposits	350,522	2,633	0.75%	336,269	2,834	0.84%	339,469	3,124	0.92%
FHLB Advances and Other Borrowings	178,767	2,092	1.17%	160,101	1,919	1.20%	136,569	2,458	1.80%
TOTAL INTEREST-BEARING LIABILITIES	1,574,368	6,068	0.39%	1,534,613	6,047	0.39%	1,476,524	7,155	0.48%
Demand Deposit Accounts	430,312			408,836			355,841		
Other Liabilities	21,857			12,816			15,182		

TOTAL LIABILITIES	2,026,537	1,956,265	1,847,547
Shareholders' Equity	241,018	214,496	189,689
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$2,267,555	$2,170,761	$2,037,236
COST OF FUNDS	0.28 %	0.30 %	0.37 %
NET INTEREST INCOME	$79,072	$76,991	$70,319
NET INTEREST MARGIN	3.70 %	3.76 %	3.67 %

(1) Effective tax rates were determined as though interest earned on the Company's investments in municipal bonds and loans was fully taxable.

(2) Loans held-for-sale and non-accruing loans have been included in average loans. Interest income on loans includes loan fees of $2,102, $2,036 and $2,055 for 2015, 2014 and 2013, respectively.

The following table sets forth for the periods indicated a summary of the changes in interest income and interest expense resulting from changes in volume and changes in rates:

Net Interest Income – Rate / Volume Analysis
(Tax-Equivalent basis, dollars in thousands)

	2015 compared to 2014 Increase / (Decrease) Due to [1]			2014 compared to 2013 Increase / (Decrease) Due to [1]		
	Volume	Rate	Net	Volume	Rate	Net
Interest Income:						
Federal Funds Sold and Other Short-term Investments	$4	$(3)	$1	$(3)	$(15)	$(18)
Taxable Securities	(771)	(621)	(1,392)	(1,013)	331	(682)
Non-taxable Securities	2,363	(83)	2,280	2,266	(36)	2,230
Loans and Leases	3,566	(2,353)	1,213	6,338	(2,304)	4,034
Total Interest Income	5,162	(3,060)	2,102	7,588	(2,024)	5,564
Interest Expense:						
Savings and Interest-bearing Demand	9	40	49	58	(337)	(279)
Time Deposits	116	(317)	(201)	(29)	(261)	(290)
FHLB Advances and Other Borrowings	219	(46)	173	375	(914)	(539)
Total Interest Expense	344	(323)	21	404	(1,512)	(1,108)
Net Interest Income	$4,818	$(2,737)	$2,081	$7,184	$(512)	$6,672

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

See the Company's Average Balance Sheet and the discussions headed USES OF FUNDS, SOURCES OF FUNDS, and "RISK MANAGEMENT – Liquidity and Interest Rate Risk Management" for further information on the Company's net interest income, net interest margin, and interest rate sensitivity position.

PROVISION FOR LOAN LOSSES

The Company provides for loan losses through regular provisions to the allowance for loan losses. The provision is affected by net charge-offs on loans and changes in specific and general allocations required on the allowance for loan losses. Provisions for loan losses totaled $0, $150,000, and $350,000 in 2015, 2014, and 2013, respectively.

The lack of provision for loan loss expense in 2015 was attributable to continued improvement in the key asset quality metrics of the Company as well as a reduction in the historical loss allocation as a result of years of higher losses migrating out of the look-back period that is used in the Company's standard methodology for determining the adequacy of its allowance for loan and lease losses. During 2015, as previously stated, there was no provision for loan losses while net charge-offs represented approximately 3 basis points of average loans. During 2014, the provision for loan loss represented approximately 1 basis point of average outstanding loans while the Company realized net recoveries of approximately 1 basis point of average outstanding loans.

The Company's allowance for loan losses represented 0.92% of total loans at year-end 2015 compared with 1.03% at year-end 2014. Under acquisition accounting, loans are recorded at fair value which includes a credit risk component,

and therefore the allowance on loans acquired is not carried over from the seller.

Provisions for loan losses in all periods were made at a level deemed necessary by management to absorb estimated, probable incurred losses in the loan portfolio. A detailed evaluation of the adequacy of the allowance for loan losses is completed quarterly by management, the results of which are used to determine provisions for loan losses. Management estimates the allowance balance required using past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions, and other qualitative factors. Refer also to the sections entitled CRITICAL ACCOUNTING POLICIES AND ESTIMATES and "RISK MANAGEMENT - Lending and Loan Administration" for further discussion of the provision and allowance for loan losses.

NON-INTEREST INCOME

During 2015, non-interest income increased $3,507,000 or 15% compared with 2014. During 2014, non-interest income increased $322,000 or 1% compared with 2013.

Non-interest Income (dollars in thousands)	Years Ended December 31,			% Change From Prior Year			
	2015	2014	2013	2015		2014	
Trust and Investment Product Fees	$3,957	$3,675	$3,358	8	%	9	%
Service Charges on Deposit Accounts	4,826	4,829	4,144	n/m [1]		17	
Insurance Revenues	7,489	7,255	6,217	3		17	
Company Owned Life Insurance	846	826	965	2		(14	)
Interchange Fee Income	2,127	1,961	1,854	8		6	
Other Operating Income	4,515	2,018	2,003	124		1	
Subtotal	23,760	20,564	18,541	16		11	
Net Gains on Sales of Loans	2,959	1,892	2,645	56		(28	)
Net Gain on Securities	725	1,481	2,429	(51	)	(39	)
TOTAL NON-INTEREST INCOME	$27,444	$23,937	$23,615	15		1	

[1] n/m = not meaningful

Trust and investment product fees increased $282,000, or 8%, during 2015 compared with 2014 primarily due to growth in assets under management within the Company's trust advisory group. Trust and investment product fees increased $317,000, or 9%, during 2014 compared with 2013 due principally to a 19% increase in retail brokerage revenues.

Insurance revenues increased $234,000, or 3%, during 2015 as compared to 2014 as a result of increased commercial insurance revenue partially offset by a decline in contingency revenue. Insurance revenues increased approximately $1,038,000, or 17%, during 2014 as compared to 2013 as a result of increased contingency revenue and increased commercial insurance revenue. Contingency revenue totaled $949,000 in 2015 compared with $1,049,000 in 2014 and $246,000 during 2013. Contingency revenue is reflective of claims and loss experience with insurance carriers that the Company represents through its property and casualty insurance agency.

Other operating income increased $2,497,000 during 2015 compared with 2014. The donation of a building and accompanying real estate to an economic development foundation in one of the Company's market areas that had a net book value of approximately $360,000 and an estimated fair value of approximately $1.75 million resulted in a net gain on the disposition of fixed assets of approximately $1.4 million. This disposition gain combined with increased fees associated with swap transactions with loan customers were the primary drivers of the increased other operating income in 2015 compared with 2014. Other operating income remained virtually unchanged in 2014 compared with 2013.

Net gains on sales of loans increased $1,067,000, or 56%, during 2015 compared with 2014. Net gains on sales of loans decreased $753,000, or 28%, during 2014 compared with 2013. Loan sales for 2015, 2014, and 2013 totaled $132.6 million, $99.4 million, and $166.6 million, respectively.

During 2015, the Company realized net gains on the sale of securities of $725,000 related to the sale of approximately $18.3 million of securities. During 2014, the Company realized net gains on the sale of securities of $1,481,000 related to the sale of approximately $58.7 million of securities. During 2013, the Company realized net gains on the sale of securities of $2,429,000 related to the sale of $90.5 million of securities. Included in the gain during 2013 was a $343,000 gain the Company realized related to the acquisition accounting treatment of the existing equity ownership

position the Company held in United Commerce at the time of acquisition.

NON-INTEREST EXPENSE

During 2015, non-interest expense increased $3,613,000, or 6%, compared with 2014. During 2014, non-interest expense increased $2,808,000, or 5% compared with 2013.

Non-interest Expense (dollars in thousands)	Years Ended December 31,			% Change From Prior Year	
	2015	2014	2013	2015	2014
Salaries and Employee Benefits	$35,042	$32,710	$31,482	7 %	4 %
Occupancy, Furniture and Equipment Expense	6,812	7,047	6,443	(3)	9
FDIC Premiums	1,144	1,113	1,050	3	6
Data Processing Fees	3,541	3,675	3,133	(4)	17
Professional Fees	2,661	2,294	2,577	16	(11)
Advertising and Promotion	3,669	1,977	1,863	86	6
Intangible Amortization	790	1,254	1,416	(37)	(11)
Other Operating Expenses	7,667	7,643	6,941	n/m [1]	10
TOTAL NON-INTEREST EXPENSE	$61,326	$57,713	$54,905	6	5

[1] n/m = not meaningful

Salaries and benefits increased $2,332,000, or 7%, during 2015 compared with 2014. The increase in salaries and benefits during 2015 compared with 2014 was attributable to increased costs associated with the Company's partially self insured health insurance plan, costs related to the Company's long-term equity and short-term cash incentive compensation plans and variable compensation related to an increased level of secondary market mortgage loan production and insurance revenues. Salaries and benefits increased $1,228,000, or 4%, during 2014 compared with 2013. The increase in salaries and benefits during 2014 compared with 2013 was primarily the result of an increased number of full-time equivalent employees due in part to the acquisition of United Commerce Bancorp which occurred on October 1, 2013.

Professional fees increased $367,000, or 16%, during 2015 compared with 2014. The increase was largely attributable to professional fees associated with the acquisition of River Valley Bancorp by the Company. Professional fees decreased $283,000, or 11%, during 2014 compared with 2013. Professional fees in 2013 were elevated related to professional fees associated with the acquisition of United Commerce Bancorp and fees associated with the Company’s review of its overall operating effectiveness and efficiency.

Advertising and promotion expense increased $1,692,000 during 2015 compared with 2014 following an increase of $114,000, or 6%, in 2014 compared with 2013. The increase during 2015 compared with 2014 was primarily due to the aforementioned donation of a building and accompanying real estate to an economic development foundation in one of the Company's market areas.

Intangible amortization declined $464,000, or 37%, during 2015 compared with 2014 following a decline of $162,000, or 11%, in 2014 compared with 2013. The decline in 2015 compared with 2014 was primarily attributable to lower levels of amortization of core deposit intangible from previous bank acquisition transactions. The decline in 2014 compared with 2013 was primarily attributable to lower levels of amortization of customer list intangible from previous insurance agency acquisitions.

PROVISION FOR INCOME TAXES

The Company records a provision for current income taxes payable, along with a provision for deferred taxes payable in the future. Deferred taxes arise from temporary differences, which are items recorded for financial statement purposes in a different period than for income tax returns. The Company's effective tax rate was 27.9%, 29.9%, and 31.1%, respectively, in 2015, 2014, and 2013. The effective tax rate in all periods is lower than the blended statutory rate. The lower effective rate in all periods primarily resulted from the Company's tax-exempt investment income on securities, loans, and company owned life insurance, income tax credits generated by investments in affordable housing projects and investments in new market tax credit projects, and income generated by subsidiaries domiciled in a state with no state or local income tax. See Note 10 to the Company's consolidated financial statements included in Item 8 of this Report for additional details relative to the Company's income tax provision.

CAPITAL RESOURCES

As of December 31, 2015, shareholders' equity increased by $23.5 million to $252.3 million compared with $228.8 million at year-end 2014. The increase in shareholders' equity was primarily attributable to an increase of $21.1 million in retained earnings. Shareholders' equity represented 10.6% of total assets at December 31, 2015 and 10.2% of total assets at December 31, 2014. Shareholders' equity included $21.8 million of goodwill and other intangible assets at year-end 2015 compared to $22.6 million of goodwill and other intangible assets at December 31, 2014.

Federal banking regulations provide guidelines for determining the capital adequacy of bank holding companies and banks. These guidelines provide for a more narrow definition of core capital and assign a measure of risk to the various categories of assets. The Company is required to maintain minimum levels of capital in proportion to total risk-weighted assets and off-balance sheet exposures.

As of January 1, 2015, the Company and its subsidiary bank adopted the new Basel III regulatory capital framework. The adoption of this new framework modified the regulatory capital calculations, minimum capital levels and well-capitalized thresholds and added the new Common Equity Tier 1 capital ratio. Additionally, under the new rules, in order to avoid limitations on capital distributions, including dividend payments, the Company will be required to maintain a capital conservation buffer above the adequately capitalized Common Equity Tier 1 capital ratio. The capital conservation buffer is being phased in from 0.00% in 2015 to 2.50% in 2019. At December 31, 2015, the capital levels for the Company and its subsidiary bank remained well in excess of of the minimum amounts needed for capital adequacy purposes and the bank's capital levels met the necessary requirements to be considered well-capitalized.

The tables below present the Company's consolidated and the subsidiary bank's capital ratios under regulatory guidelines:

	12/31/2015 Ratio [1]		12/31/2014 Ratio		Minimum for Capital Adequacy Purposes [2]		Well-Capitalized Guidelines [2]	
Total Capital (to Risk Weighted Assets)								
Consolidated	13.71	%	13.88	%	8.00	%	N/A	
Bank	12.08	%	12.57	%	8.00	%	10.00	%
Tier 1 (Core) Capital (to Risk Weighted Assets)								
Consolidated	12.92	%	12.95	%	6.00	%	N/A	
Bank	11.28	%	11.64	%	6.00	%	8.00	%
Common Tier 1, (CET 1) Capital Ratio (to Risk Weighted Assets)								
Consolidated	12.63	%	N/A		4.50	%	N/A	
Bank	11.28	%	N/A		4.50	%	6.50	%
Tier 1 Capital (to Average Assets)								
Consolidated	10.15	%	9.57	%	4.00	%	N/A	
Bank	8.87	%	8.59	%	4.00	%	5.00	%

[1]The 12/31/2015 capital ratios are calculated based on the new Basel III regulatory capital framework.
[2]The Minimum for Capital Adequacy Purposes and Well-Capitalized Guidelines are based on the new Basel III regulatory capital framework.

Under the the final rules provided for by Basel III, accumulated other comprehensive income ("AOCI") was to be included in a banking organization's Common Tier 1 capital. The final rules allowed community banks to make a one-time election not to include these additional components of AOCI in regulatory capital and instead use the existing treatment under the general risk-based capital rules that excludes most AOCI components from regulatory capital. The opt-out election was to be made in the first regulatory filings (call report and FRY-9) that were made after the banking organizations became subject to the final rules. The Company elected to opt-out and continue the existing treatment of AOCI for regulatory capital purposes.

USES OF FUNDS

LOANS

December 31, 2015 loans outstanding increased $116.1 million, or 8% from year-end 2014. The increase in loans during 2015 was from virtually all categories with the exception of residential mortgage loans which experienced a modest decline. This growth came from across the Company's entire Southern Indiana market area. Commercial and industrial loans increased $38.1 million, or 10%, commercial real estate loans increased $35.7 million, or 6%, agricultural loans increased $30.1 million, or 14%, consumer loans increased $13.1 million, or 10%, and residential mortgage loans decreased $888,000 or less than 1%.

December 31, 2014 loans outstanding increased $66.8 million, or 5% from year-end 2013. The increase in loans during 2014 was broad based but was primarily attributable to commercial and industrial loans and agricultural loans and with growth occurring across virtually the entire market area of the Company. Commercial and industrial loans increased $29.1 million, or 8%, commercial real estate loans increased $1.0 million, or less than 1%, agricultural loans increased $23.9 million, or 12%, consumer loans increased $4.2 million, or 3%, and residential mortgage loans increased $8.5 million or 7%.

The composition of the loan portfolio has remained relatively stable and diversified over the past several years, including 2015. The portfolio is most heavily concentrated in commercial real estate loans at 39% of the portfolio. The Company’s exposure to non-owner occupied commercial real estate was limited to 22% of the total loan portfolio at year-end 2015. The Company’s commercial lending is extended to various industries, including hotel, agribusiness and manufacturing, as well as health care, wholesale, and retail services. The Company has only limited exposure in construction and development lending with this segment representing approximately 3% of the total loan portfolio.

Loan Portfolio	December 31,				
(dollars in thousands)	2015	2014	2013	2012	2011
Commercial and Industrial Loans and Leases	$418,154	$380,079	$350,955	$335,373	$293,172
Commercial Real Estate Loans	618,788	583,086	582,066	488,496	452,071
Agricultural Loans	246,886	216,774	192,880	179,906	167,693
Home Equity and Consumer Loans	147,931	134,847	130,628	115,540	124,479
Residential Mortgage Loans	136,316	137,204	128,683	88,586	86,134
Total Loans	1,568,075	1,451,990	1,385,212	1,207,901	1,123,549
Less: Unearned Income	(3,728)	(4,008)	(2,830)	(3,035)	(2,556)
Subtotal	1,564,347	1,447,982	1,382,382	1,204,866	1,120,993
Less: Allowance for Loan Losses	(14,438)	(14,929)	(14,584)	(15,520)	(15,312)
Loans, Net	$1,549,909	$1,433,053	$1,367,798	$1,189,346	$1,105,681
Ratio of Loans to Total Loans					
Commercial and Industrial Loans and Leases	27%	26%	25%	28%	26%
Commercial Real Estate Loans	39%	40%	42%	40%	40%
Agricultural Loans	16%	15%	14%	15%	15%
Home Equity and Consumer Loans	9%	9%	10%	10%	11%

Residential Mortgage Loans	9 %	10 %	9 %	7 %	8 %
Total Loans	100 %	100 %	100 %	100 %	100 %

The Company's policy is generally to extend credit to consumer and commercial borrowers in its primary geographic market area in Southern Indiana. Commercial extensions of credit outside this market area are generally concentrated in real estate loans within a 120 mile radius of the Company's primary market and are granted on a selective basis.

The following table indicates the amounts of loans (excluding residential mortgages on 1-4 family residences and consumer loans) outstanding as of December 31, 2015, which, based on remaining scheduled repayments of principal, are due in the periods indicated (dollars in thousands). $571.8 million included in the table below are variable loans that are currently at their floors.

	Within One Year	One to Five Years	After Five Years	Total
Commercial and Agricultural	$523,434	$645,278	$115,116	$1,283,828
			Interest Sensitivity	
			Fixed Rate	Variable Rate
Loans Maturing After One Year			$172,473	$587,921

INVESTMENTS

The investment portfolio is a principal source for funding the Company's loan growth and other liquidity needs of its subsidiaries. The Company's securities portfolio primarily consists of money market securities, uncollateralized federal agency securities, municipal obligations of state and political subdivisions, and mortgage-backed securities issued by U.S. government agencies. Money market securities include federal funds sold, interest-bearing balances with banks, and other short-term investments. The composition of the year-end balances in the investment portfolio is presented in Note 2 (Securities) of the Notes to the Consolidated Financial Statements included in Item 8 of this Report and in the table below:

Investment Portfolio, at Amortized Cost (dollars in thousands)	December 31, 2015	%		2014	%		2013	%	
Federal Funds Sold and Other Short-term Investments	$15,947	2	%	$8,965	2	%	$22,762	3	%
U.S. Treasury and Agency Securities	10,000	2		20,000	3		20,000	3	
Obligations of State and Political Subdivisions	195,360	30		147,505	23		112,276	18	
Mortgage-backed Securities - Residential	426,088	66		458,709	72		481,724	76	
Equity Securities	353	n/m [1]		353	n/m [1]		353	n/m [1]	
Total Securities Portfolio	$647,748	100	%	$635,532	100	%	$637,115	100	%

[1] n/m = not meaningful

The amortized cost of investment securities, including federal funds sold and short-term investments, increased $12.2 million at year-end 2015 compared with year-end 2014 and decreased $1.6 million at year-end 2014 compared with year-end 2013. The largest concentration in the investment portfolio continues to be in mortgage related securities representing 66% of the total securities portfolio at December 31, 2015. The Company's level of obligations of state and political subdivisions increased to $195.4 million or 30% of the portfolio at December 31, 2015.

Investment Securities, at Carrying Value (dollars in thousands)			
	December 31,		
Securities Held-to-Maturity	2015	2014	2013
Obligations of State and Political Subdivisions	$95	$184	$268
Securities Available-for-Sale			
U.S. Treasury and Agency Securities	$9,898	$19,561	$18,952

Obligations of State and Political Subdivisions	203,628	153,777	113,497
Mortgage-backed Securities - Residential	423,961	457,304	473,230
Equity Securities	353	353	353
Subtotal of Securities Available-for-Sale	637,840	630,995	606,032
Total Securities	$637,935	$631,179	$606,300

The Company's $637.8 million available-for-sale portion of the investment portfolio provides an additional funding source for the liquidity needs of the Company's subsidiaries and for asset/liability management requirements. Although management has the ability to sell these securities if the need arises, their designation as available-for-sale should not necessarily be interpreted as an indication that management anticipates such sales.

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The amortized cost of both available for sale and held to maturity debt securities at December 31, 2015 are shown in the following table by expected maturity. Mortgage-backed securities are based on estimated average lives. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations. Equity securities do not have contractual maturities, and are excluded from the table below.

Maturities and Average Yields of Securities at December 31, 2015
(dollars in thousands)

	Within One Year		After One But Within Five Years		After Five But Within Ten Years		After Ten Years	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
U.S. Treasury and Agency Securities	$—	N/A	$10,000	1.20 %	$—	N/A	$—	N/A
Obligations of State and Political Subdivisions	2,356	3.42 %	8,876	4.65 %	74,302	5.12 %	109,921	4.90 %
Mortgage-backed Securities - Residential	3,922	3.68 %	340,731	2.10 %	81,435	2.62 %	—	N/A
Total Securities	$6,278	3.58 %	$359,607	2.14 %	$155,737	3.81 %	$109,921	4.90 %

A tax-equivalent adjustment using a tax rate of 35 percent was used in the above table.

In addition to the other uses of funds discussed previously, the Company had certain long-term contractual obligations as of December 31, 2015. These contractual obligations primarily consisted of long-term borrowings with the Federal Home Loan Bank ("FHLB") and junior subordinated debentures, time deposits, and lease commitments for certain office facilities. Scheduled principal payments on long-term borrowings, time deposits, and future minimum lease payments are outlined in the table below.

Contractual Obligations	Payments Due By Period				
(dollars in thousands)	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
Long-term Borrowings	$91,727	$45	$85,777	$581	$5,324
Time Deposits	306,036	218,852	66,212	20,960	12
Capital Lease Obligation	8,222	524	1,048	1,048	5,602
Operating Lease Commitments	3,033	664	702	407	1,260
Total Contractual Obligations	$409,018	$220,085	$153,739	$22,996	$12,198

SOURCES OF FUNDS

The Company's primary source of funding is its base of core customer deposits. Core deposits consist of demand deposits, savings, interest-bearing checking, money market accounts, and certificates of deposit of less than $100,000. Other sources of funds are certificates of deposit of $100,000 or more, brokered deposits, overnight borrowings from other financial institutions and securities sold under agreement to repurchase. The membership of the Company's affiliate bank in the Federal Home Loan Bank System provides a significant additional source for both long and short-term collateralized borrowings. In addition, the Company, as a separate and distinct corporation from its bank and other subsidiaries, also has the ability to borrow funds from other financial institutions and to raise debt or equity capital from the capital markets and other sources. The following pages contain a discussion of changes in these areas.

The table below illustrates changes between years in the average balances of all funding sources:

Funding Sources - Average Balances (dollars in thousands)	December 31,			% Change From Prior Year	
	2015	2014	2013	2015	2014
Demand Deposits					
Non-interest-bearing	$430,312	$408,836	$355,841	5 %	15 %
Interest-bearing	574,021	552,966	534,095	4	4
Savings Deposits	165,302	150,773	134,283	10	12
Money Market Accounts	305,756	334,504	332,108	(9)	1
Other Time Deposits	193,263	210,294	223,239	(8)	(6)
Total Core Deposits	1,668,654	1,657,373	1,579,566	1	5
Certificates of Deposits of $100,000 or more and Brokered Deposits	157,259	125,975	116,230	25	8
FHLB Advances and Other Borrowings	178,767	160,101	136,569	12	17
Total Funding Sources	$2,004,680	$1,943,449	$1,832,365	3	6

Maturities of certificates of deposit of $100,000 or more and brokered deposits are summarized as follows:
(dollars in thousands)

	3 Months Or Less	3 Thru 6 Months	6 Thru 12 Months	Over 12 Months	Total
December 31, 2015	$49,681	$18,061	$23,587	$21,250	$112,579

CORE DEPOSITS

The Company’s overall level of average core deposits increased approximately $11.3 million, or 1%, during 2015 following a $77.8 million, or 5%, increase during 2014. During 2015, average demand deposits (non-interest bearing and interest bearing) increased $42.5 million and average savings deposits increased $14.5 million while average money market demand deposits declined $28.7 million and average time deposits under $100,000 declined $17.0 million. During 2014, the most significant contributor to the increase level of core deposits was the acquisition of United Community Bancorp, which occurred in the fourth quarter of 2013.

The Company’s ability to attract core deposits continues to be influenced by competition and the interest rate environment, as well as the availability of alternative investment products. Core deposits continue to represent a significant funding source for the Company’s operations and represented 83% of average total funding sources during 2015 compared with 85% during 2014 and 86% during 2013.

Demand, savings, and money market deposits have provided a growing source of funding for the Company in each of the periods reported. Average demand, savings, and money market deposits increased 2% during 2015 following 7% growth during 2014. Average demand, savings, and money market deposits totaled $1.475 billion or 88% of core deposits (74% of total funding sources) in 2015 compared with $1.447 billion or 87% of core deposits (74% of total funding sources) in 2014 and $1.356 billion or 86% of core deposits (74% of total funding sources) in 2013.

Other time deposits consist of certificates of deposits in denominations of less than $100,000. These average deposits decreased by 8% during 2015 following a decline of 6% during 2014. Other time deposits comprised 12% of core deposits in 2015, 13% in 2014 and 14% in 2013.

OTHER FUNDING SOURCES

Federal Home Loan Bank advances and other borrowings represent the Company’s most significant source of other funding. Average borrowed funds increased $18.7 million, or 12%, during 2015 following an increase of $23.5 million, or 17%, during 2014. Borrowings comprised approximately 9% of average total funding sources during 2015 compared with 8% in 2014 and 7% in 2013.

Certificates of deposits in denominations of $100,000 or more and brokered deposits are an additional source of other funding for the Company's bank subsidiary. Large denomination certificates and brokered deposits increased $31.3 million, or 25% during 2015 following an increase of $9.7 million, or 8% during 2014. Large certificates and brokered deposits comprised approximately 8% of average total funding sources in 2015 compared with 7% in 2014 and 6% in 2013. This type of funding is used as both long-term and short-term funding sources.

The bank subsidiary of the Company also utilizes short-term funding sources from time to time. These sources consist of overnight federal funds purchased from other financial institutions, secured repurchase agreements that generally mature within one day of the transaction date, and secured overnight variable rate borrowings from the FHLB. These borrowings represent an important source of short-term liquidity for the Company's bank subsidiary. Long-term debt at the Company's bank subsidiary is in the form of FHLB advances, which are secured by the pledge of certain investment securities, residential and housing-related mortgage loans, and certain other commercial real estate loans. See Note 7 (FHLB Advances and Other Borrowings) of the Notes to the Consolidated Financial Statements included in Item 8 of this Report for further information regarding borrowed funds.

PARENT COMPANY FUNDING SOURCES

The parent company is a corporation separate and distinct from its bank and other subsidiaries. For information regarding the financial condition, result of operations, and cash flows of the Company, presented on a parent-company-only basis, see Note 16 (Parent Company Financial Statements) of the Notes to the Consolidated Financial Statements included in Item 8 of this Report.

The Company uses funds at the parent company level to pay dividends to its shareholders, to acquire or make other investments in other businesses or their securities or assets, to repurchase its stock from time to time, and for other general corporate purposes. The parent company does not have access to the deposits and certain other sources of funds that are available to its bank subsidiary to support its operations. Instead, the parent company has historically derived most of its revenues from dividends paid to the parent company by its bank subsidiary. The Company's banking subsidiary is subject to statutory restrictions on its ability to pay dividends to the parent company. See Note 8 (Shareholders' Equity) of the Notes to the Consolidated Financial Statements included in Item 8 of this Report, which is incorporated herein by reference. The parent company has in recent years supplemented the dividends received from its subsidiaries with borrowings, which are discussed in detail below.

At year-end 2015, the Company has available to it a $20 million revolving line of credit facility that will mature on December 28, 2016. Borrowings are available for general working capital purposes. Interest is payable quarterly at a floating rate based upon 90-day LIBOR plus a margin payable in respect of any principal amounts advanced under the revolving line of credit. There was no outstanding balance as of December 31, 2015.

Effective January 1, 2011, and as a result of the acquisition of American Community Bancorp, Inc., the Company assumed long-term debt obligations of American Community in the form of two junior subordinated debentures issued by American Community in the aggregate unpaid principal amount of approximately $8.3 million. The junior subordinated debentures were issued to certain statutory trusts established by American Community (in support of related issuances of trust preferred securities issued by those trusts) and both mature in single installments of principal payable in 2035, and bear interest payable on a quarterly basis at a floating rate, adjustable quarterly based on the 90-day LIBOR plus a specified percentage. These debentures are of a type that are eligible (under current regulatory capital requirements) to qualify as Tier 1 capital (with certain limitations) for regulatory purposes and as of December 31, 2015 approximately $5.2 million of the junior subordinated debentures were treated as Tier 1 capital for regulatory capital purposes.

See Note 7 (Parent Company Financial Statements) of the Notes to the Consolidated Financial Statements included in Item 8 of this Report for further information regarding the parent company borrowed funds and other indebtedness.

RISK MANAGEMENT

The Company is exposed to various types of business risk on an on-going basis. These risks include credit risk, liquidity risk and interest rate risk. Various procedures are employed at the Company's subsidiary bank to monitor and mitigate risk in the loan and investment portfolios, as well as risks associated with changes in interest rates. Following is a discussion of the Company's philosophies and procedures to address these risks.

LENDING AND LOAN ADMINISTRATION

Primary responsibility and accountability for day-to-day lending activities rests with the Company's subsidiary bank. Loan personnel at the subsidiary bank have the authority to extend credit under guidelines approved by the bank's board of directors. The executive loan committee serves as a vehicle for communication and for the pooling of knowledge, judgment and experience of its members. The committee provides valuable input to lending personnel, acts as an approval body, and monitors the overall quality of the bank's loan portfolio. The Corporate Credit Risk Management Committee comprised of members of the Company's and its subsidiary bank's executive officers and board of directors, strives to ensure a consistent application of the Company's lending policies. The Company also maintains a comprehensive risk-grading and loan review program, which includes quarterly reviews of problem loans, delinquencies and charge-offs. The purpose of this program is to evaluate loan administration, credit quality, loan documentation and the adequacy of the allowance for loan losses.

The Company maintains an allowance for loan losses to cover probable, incurred credit losses identified during its loan review process. Management estimates the required level of allowance for loan losses using past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions, and other factors. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged-off. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed.

The allowance for loan losses is comprised of: (a) specific reserves on individual credits; (b) general reserves for certain loan categories and industries, and overall historical loss experience; and (c) unallocated reserves based on performance trends in the loan portfolios, current economic conditions, and other factors that influence the level of estimated probable losses. The need for specific reserves are considered for credits when: (a) the customer's cash flow or net worth appears insufficient to repay the loan; (b) the loan has been criticized in a regulatory examination; (c) the loan is on non-accrual; or, (d) other reasons where the ultimate collectability of the loan is in question, or the loan characteristics require special monitoring.

Allowance for Loan Losses (dollars in thousands)	Years Ended December 31,				
	2015	2014	2013	2012	2011
Balance of Allowance for Possible Losses at Beginning of Period	$14,929	$14,584	$15,520	$15,312	$13,317
Loans Charged-off:					
Commercial and Industrial Loans	36	199	503	162	1,513
Commercial Real Estate Loans	350	329	538	1,789	2,604
Agricultural Loans	—	—	—	—	—
Home Equity and Consumer Loans	345	370	607	380	575
Residential Mortgage Loans	233	117	24	199	497
Total Loans Charged-off	964	1,015	1,672	2,530	5,189
Recoveries of Previously Charged-off Loans:					
Commercial and Industrial Loans	102	111	128	74	98
Commercial Real Estate Loans	107	863	102	97	139
Agricultural Loans	—	—	—	—	—
Home Equity and Consumer Loans	246	215	148	125	131

Residential Mortgage Loans	18	21	8	30	16
Total Recoveries	473	1,210	386	326	384
Net Loans Recovered (Charged-off)	(491)	195	(1,286)	(2,204)	(4,805)
Additions to Allowance Charged to Expense	—	150	350	2,412	6,800
Balance at End of Period	$14,438	$14,929	$14,584	$15,520	$15,312
Net Charge-offs (Recoveries) to Average Loans Outstanding	0.03%	(0.01)%	0.10%	0.19%	0.43%
Provision for Loan Losses to Average Loans Outstanding	0.00%	0.01%	0.03%	0.21%	0.61%
Allowance for Loan Losses to Total Loans at Year-end	0.92%	1.03%	1.05%	1.29%	1.37%

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The following table indicates the breakdown of the allowance for loan losses for the periods indicated (dollars in thousands):

	Years Ended December 31,				
	2015	2014	2013	2012	2011
Commercial and Industrial Loans	$4,242	$4,627	$3,983	$4,555	$3,493
Commercial Real Estate Loans	6,342	7,273	8,335	8,931	9,297
Agricultural Loans	2,115	1,123	946	989	926
Home Equity and Consumer Loans	613	600	427	355	448
Residential Mortgage Loans	414	622	281	186	402
Unallocated	712	684	612	504	746
Total Allowance for Loan Losses	$14,438	$14,929	$14,584	$15,520	$15,312

The Company's allowance for loan losses totaled $14.4 million at December 31, 2015 representing a decline of $491,000 or 3% compared with year-end 2014. The most significant contributing factor that led to the decline in the allowance for loan losses included a trend of improved asset quality evidenced by a decline in the level of non-performing loans, a decline in the level of adversely classified assets, a decline in the level of past due loans, and a continued low level of net charge-off activity.

The allowance for loan losses represented 0.92% of period end loans at December 31, 2015 compared with 1.03% at December 31, 2014. Under acquisition accounting treatment, loans acquired are recorded at fair value which includes a credit risk component, and therefore the allowance on loans acquired is not carried over from the seller. The Company held a discount on acquired loans of $3.0 million as of December 31, 2015 and $4.1 million at year-end 2014. The allowance for loan loss at year-end 2015 represented 439% of non-performing loans compared to 244% at year-end 2014.

The Company realized net charge-offs of $491,000, or 0.03% of average loans outstanding during 2015, compared with net recoveries of $195,000, or 0.01% of average loans during 2014.

Please see "RESULTS OF OPERATIONS - Provision for Loan Losses" and "CRITICAL ACCOUNTING POLICIES AND ESTIMATES - Allowance for Loan Losses" for additional information regarding the allowance.

NON-PERFORMING ASSETS

Non-performing assets consist of: (a) non-accrual loans; (b) loans which have been renegotiated to provide for a reduction or deferral of interest or principal because of deterioration in the financial condition of the borrower; (c) loans past due 90 days or more as to principal or interest; and, (d) other real estate owned. Loans are placed on non-accrual status when scheduled principal or interest payments are past due for 90 days or more or when the borrower's ability to repay becomes doubtful. Uncollected accrued interest is reversed against income at the time a loan is placed on non-accrual. Loans are typically charged-off at 180 days past due, or earlier if deemed uncollectible. Exceptions to the non-accrual and charge-off policies are made when the loan is well secured and in the process of collection. The following table presents an analysis of the Company's non-performing assets.

Non-performing Assets	December 31,				
(dollars in thousands)	2015	2014	2013	2012	2011
Non-accrual Loans	$3,143	$5,970	$8,378	$10,357	$17,857
Past Due Loans (90 days or more)	143	140	8	—	—

Total Non-performing Loans	3,286	6,110	8,386	10,357	17,857
Other Real Estate	169	356	1,029	1,645	2,343
Total Non-performing Assets	$3,455	$6,466	$9,415	$12,002	$20,200
Restructured Loans	$2,203	$2,726	$2,418	$362	$409
Non-performing Loans to Total Loans	0.21 %	0.42 %	0.61 %	0.86 %	1.59 %
Allowance for Loan Losses to Non-performing Loans	439.38 %	244.34 %	173.91 %	149.85 %	85.75 %

Non-performing assets totaled $3.5 million or 0.15% of total assets at December 31, 2015 compared to $6.5 million or 0.29% of total assets at December 31, 2014. Non-performing loans totaled $3.3 million or 0.21% of total loans at December 31, 2015 representing a $2.8 million, or 46%, decline in non-performing loans compared to the $6.1 million of non-performing loans at December 31, 2014.

Non-accrual commercial real estate loans totaled $2.0 million at December 31, 2015 representing a decline of $1.4 million, or 41%, from the $3.5 million of non-accrual commercial real estate loans at year-end 2014. Non-accrual commercial real estate loans represented 62% of the total non-performing loans at December 31, 2015 compared to 58% of total non-performing loans at year-end 2014. There were no non-accrual agricultural loans at December 31, 2015 or December 31, 2014. Non-accrual commercial and industrial loans totaled $134,000, or 4% of total non-performing loans at December 31, 2015 and $161,000, or 3% of non-performing loans at year-end 2014. Non-accrual home equity loans totaled $204,000, or 6% of total non-performing loans at December 31, 2015 compared with $268,000, or 4% of non-performing loans at year-end 2014. Non-accrual consumer totaled $90,000, or 3% of the total non-performing loans at December 31, 2015 and $196,000, or 3% of non-performing loans at year-end 2014. Non-accrual residential mortgage loans totaled $668,000 at December 31, 2015 representing a decline of $1.2 million, or 65%, from the $1.9 million at year-end 2014. Non-accrual residential mortgage loans represented 20% of the total non-performing loans at December 31, 2015 compared to 31% of total non-performing loans at year-end 2014.

At December 31, 2015 there was only one relationship included in non-performing loans that was greater than $1.0 million. This relationship was a $1.7 million commercial real estate loan secured by a commercial warehouse facility. This loan was in non-performing status as of year-end 2014. The borrower has made all contractual payments due during 2015 and the principal balance of this relationship was reduced by $127,000 during 2015.

The Company purchases individual loans and groups of loans. Purchased loans that show evidence of credit deterioration since origination are recorded at the amount paid (or allocated fair value in a purchase business combination), such that there is no carryover of the seller's allowance for loan losses. After acquisition, incurred losses are recognized by an increase in the allowance for loan losses.

Purchased loans that indicated evidence of credit deterioration since origination at the time of acquisition by the Company did not have a material adverse impact on the Company's key credit metrics during 2015 or 2014. The key credit metrics the Company measures generally include non-performing loans, past due loans, and adversely classified loans.

Non-performing purchased loans with evidence of credit deterioration since origination totaled $68,000 at December 31, 2015 compared with $1.2 million at December 31, 2014. The non-performing purchased loans with evidence of credit deterioration since origination represented approximately 2% of total non-performing loans at December 31, 2015 compared with approximately 19% of total non-performing loans at December 31, 2014.

There were no past due purchased loans with evidence of credit deterioration since origination as of December 31, 2015 and $648,000 at year-end 2014. Past due purchased loans with evidence of credit deterioration since origination represented approximately 9% of total past due loans at December 31, 2014.

Adversely classified purchased loans with evidence of credit deterioration since origination totaled $1.8 million at December 31, 2015 compared with $4.4 million at December 31, 2014. Adversely classified purchased loans with evidence of credit deterioration since origination represented approximately 8% of total adversely classified loans at December 31, 2015 compared with approximately 16% of total adversely classified loans at year-end 2014.

Loan impairment is reported when full repayment under the terms of the loan is not expected. If a loan is impaired, a portion of the allowance is allocated so that the loan is reported net, at the present value of estimated future cash flows using the loan's existing rate, or at the fair value of collateral if repayment is expected solely from the collateral. Commercial and industrial loans, commercial real estate loans, and agricultural loans are evaluated individually for impairment. Smaller balance homogeneous loans are evaluated for impairment in total. Such loans include real estate

loans secured by one-to-four family residences and loans to individuals for household, family and other personal expenditures. Individually evaluated loans on non-accrual are generally considered impaired. Impaired loans, or portions thereof, are charged off when deemed uncollectible. The amount of loans individually evaluated for impairment, including purchase credit impaired loans, totaled $4.4 million at December 31, 2015. For additional detail on impaired loans, see Note 4 to the Company's consolidated financial statements included in Item 8 of this Report.

Interest income recognized on non-accrual loans for 2015 was $138,000. The gross interest income that would have been recognized in 2015 on non-performing loans if the loans had been current in accordance with their original terms was $381,000. Loans are typically placed on non-accrual status when scheduled principal or interest payments are past due for 90 days or more, unless the loan is well secured and in the process of collection.

LIQUIDITY AND INTEREST RATE RISK MANAGEMENT

Liquidity is a measure of the ability of the Company's subsidiary bank to fund new loan demand, existing loan commitments and deposit withdrawals. The purpose of liquidity management is to match sources of funds with anticipated customer borrowings and withdrawals and other obligations to ensure a dependable funding base, without unduly penalizing earnings. Failure to properly manage liquidity requirements can result in the need to satisfy customer withdrawals and other obligations on less than desirable terms. The liquidity of the parent company is dependent upon the receipt of dividends from its bank subsidiary, which are subject to certain regulatory limitations explained in Note 8 (Shareholders' Equity) of the Notes to the Consolidated Financial Statements included in Item 8 of this Report, as enhanced by its ability to draw upon term financing arrangements and a line of credit established by the parent company with a correspondent bank lender as described under "SOURCES OF FUNDS - Parent Company Funding Sources", above. The subsidiary bank's source of funding is predominately core deposits, time deposits in excess of $100,000 and brokered certificates of deposit, maturities of securities, repayments of loan principal and interest, federal funds purchased, securities sold under agreements to repurchase and borrowings from the Federal Home Loan Bank and Federal Reserve Bank.

Interest rate risk is the exposure of the Company's financial condition to adverse changes in market interest rates. In an effort to estimate the impact of sustained interest rate movements to the Company's earnings, the Company monitors interest rate risk through computer-assisted simulation modeling of its net interest income. The Company's simulation modeling monitors the potential impact to net interest income under various interest rate scenarios. The Company's objective is to actively manage its asset/liability position within a one-year interval and to limit the risk in any of the interest rate scenarios to a reasonable level of tax-equivalent net interest income within that interval. The Company's Asset/Liability Committee monitors compliance within established guidelines of the Funds Management Policy. See Item 7A. Quantitative and Qualitative Disclosures About Market Risk section for further discussion regarding interest rate risk.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements other than stand-by letters of credit as disclosed in Note 13 (Commitments and Off-balance Sheet Items) of the Notes to the Consolidated Financial Statements included in Item 8 of this Report.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

The Company's exposure to market risk is reviewed on a regular basis by the Asset/Liability Committee and Boards of Directors of the parent company and its subsidiary bank. Primary market risks which impact the Company's operations are liquidity risk and interest rate risk.

The liquidity of the parent company is dependent upon the receipt of dividends from its subsidiary bank, which is subject to certain regulatory limitations. The Bank's source of funding is predominately core deposits, maturities of securities, repayments of loan principal and interest, federal funds purchased, securities sold under agreements to repurchase and borrowings from the Federal Home Loan Bank.

The Company monitors interest rate risk by the use of computer simulation modeling to estimate the potential impact on its net interest income under various interest rate scenarios, and by estimating its static interest rate sensitivity position. Another method by which the Company's interest rate risk position can be estimated is by computing estimated changes in its net portfolio value ("NPV"). This method estimates interest rate risk exposure from movements in interest rates by using interest rate sensitivity analysis to determine the change in the NPV of discounted cash flows from assets and liabilities. NPV represents the market value of portfolio equity and is equal to the estimated market value of assets minus the estimated market value of liabilities.

Computations for measuring both net interest income and NPV are based on a number of assumptions, including the relative levels of market interest rates and prepayments in mortgage loans and certain types of investments. These computations do not contemplate any actions management may undertake in response to changes in interest rates, and should not be relied upon as indicative of actual results. In addition, certain shortcomings are inherent in the method of computing both net interest income and NPV. Should interest rates remain or decrease below current levels, the proportion of adjustable rate loans could decrease in future periods due to refinancing activity. In the event of an interest rate change, prepayment levels would likely be different from those assumed in the modeling. Lastly, the ability of many borrowers to repay their adjustable rate debt may decline during a rising interest rate environment.

The Company from time to time utilizes derivatives to manage interest rate risk. Management continuously evaluates the merits of such interest rate risk products but does not anticipate the use of such products to become a major part of the Company's risk management strategy.

The table below provides an assessment of the risk to net interest income over the next 12 months in the event of a sudden and sustained 1% and 2% increase and decrease in prevailing interest rates (dollars in thousands).

Interest Rate Sensitivity as of December 31, 2015 - Net Interest Income

	Net Interest Income		
Changes in Rates	Amount	% Change	
+2%	$72,557	(6.15	)%
+1%	74,871	(3.15	)%
Base	77,309	—	
-1%	75,101	(2.86	)%
-2%	73,048	(5.51	)%

The above table is a measurement of the Company's net interest income at risk, assuming a static balance sheet as of December 31, 2015 and instantaneous parallel changes in interest rates. The Company also monitors interest rate risk under other scenarios including a more gradual movement in market interest rates. This type of scenario can at times produce different modeling results in measuring interest rate risk sensitivity. As an example, a gradual change in rates

compared with a sudden and significant change in interest rates can impact rate movement of the Company's variable rate commercial and agricultural loan portfolio due to the Company's extensive utilization of interest rate floors in its commercial and agricultural portfolio.

The Company's loan portfolio as of December 31, 2015 totaled approximately $1.6 billion of which approximately $1.3 billion were commercial and industrial, commercial real estate, and agricultural loans and leases. Within the commercial and agricultural portfolio, approximately 22% were fixed rate and 78% were variable rate loans. Of the total commercial and agricultural variable rate loans, approximately 20% are currently at their interest rate floors, which are, on a weighted average basis, approximately 76 basis points above their fully indexed rate based on current market interest rates.

The table below provides an assessment of the risk to NPV in the event of a sudden and sustained 1% and 2% increase and decrease in prevailing interest rates (dollars in thousands).

Interest Rate Sensitivity as of December 31, 2015 - Net Portfolio Value

	Net Portfolio Value		Net Portfolio Value as a % of Present Value of Assets	
Changes in Rates	Amount	% Change	NPV Ratio	Change
+2%	$293,584	(8.93)%	13.10 %	(60) b.p.
+1%	308,859	(4.20)%	13.45 %	(25) b.p.
Base	322,384	—	13.70 %	—
-1%	291,796	(9.49)%	12.21 %	(149) b.p.
-2%	247,813	(23.13)%	10.29 %	(341) b.p.

The above discussion, and the portions of MANAGEMENT'S DISCUSSION AND ANALYSIS in Item 7 of this Report that are referenced in the above discussion contain statements relating to future results of the Company that are considered "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to, among other things, simulation of the impact on net interest income from changes in interest rates. Actual results may differ materially from those expressed or implied therein as a result of certain risks and uncertainties, including those risks and uncertainties expressed above, those that are described in MANAGEMENT'S DISCUSSION AND ANALYSIS in Item 7 of this Report, and those that are described in Item 1 of this Report, "Business," under the caption "Forward-Looking Statements and Associated Risks," which discussions are incorporated herein by reference.

Item 8. Financial Statements and Supplementary Data.

Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders
German American Bancorp, Inc.
Jasper, Indiana

We have audited the accompanying consolidated balance sheets of German American Bancorp, Inc. (the Company) as of December 31, 2015 and 2014 and the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2015. We also have audited German American Bancorp, Inc.'s internal control over financial reporting as of December 31, 2015, based on criteria established in the 2013 Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). German American Bancorp, Inc.'s management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of German American Bancorp, Inc. as of December 31, 2015 and 2014, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2015, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion German American Bancorp, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in the 2013 Internal Control – Integrated Framework issued by the COSO.

/s/ Crowe Horwath LLP
Crowe Horwath LLP

Indianapolis, Indiana
March 9, 2016

Consolidated Balance Sheets
Dollars in thousands, except per share data

	December 31,	
	2015	2014
ASSETS		
Cash and Due from Banks	$36,062	$33,481
Federal Funds Sold and Other Short-term Investments	15,947	8,965
Cash and Cash Equivalents	52,009	42,446
Interest-bearing Time Deposits with Banks	—	100
Securities Available-for-Sale, at Fair Value	637,840	630,995
Securities Held-to-Maturity, at Cost (Fair value of $95 and $186 on December 31, 2015 and 2014, respectively)	95	184
Loans Held-for-Sale, at Fair Value	10,762	6,311
Loans	1,568,075	1,451,990
Less: Unearned Income	(3,728)	(4,008)
Allowance for Loan Losses	(14,438)	(14,929)
Loans, Net	1,549,909	1,433,053
Stock in FHLB of Indianapolis and Other Restricted Stock, at Cost	8,571	7,040
Premises, Furniture and Equipment, Net	37,817	39,930
Other Real Estate	169	356
Goodwill	20,536	20,536
Intangible Assets	1,283	2,074
Company Owned Life Insurance	32,732	32,043
Accrued Interest Receivable and Other Assets	21,978	22,031
TOTAL ASSETS	$2,373,701	$2,237,099
LIABILITIES		
Non-interest-bearing Demand Deposits	$465,357	$428,016
Interest-bearing Demand, Savings, and Money Market Accounts	1,054,983	1,018,320
Time Deposits	306,036	333,425
Total Deposits	1,826,376	1,779,761
FHLB Advances and Other Borrowings	273,323	206,064
Accrued Interest Payable and Other Liabilities	21,654	22,450
TOTAL LIABILITIES	2,121,353	2,008,275
Commitments and Contingencies (Note 13)		
SHAREHOLDERS' EQUITY		
Preferred Stock, no par value; 500,000 shares authorized, no shares issued	—	—

Common Stock, no par value, $1 stated value; 30,000,000 shares authorized	13,279	13,216
Additional Paid-in Capital	110,145	108,660
Retained Earnings	125,112	104,058
Accumulated Other Comprehensive Income	3,812	2,890
TOTAL SHAREHOLDERS' EQUITY	252,348	228,824
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$2,373,701	$2,237,099
End of period shares issued and outstanding	13,278,824	13,215,800

See accompanying notes to the consolidated financial statements.

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Consolidated Statements of Income
Dollars in thousands, except per share data

	Years Ended December 31,		
	2015	2014	2013
INTEREST INCOME			
Interest and Fees on Loans	$66,740	$65,597	$61,632
Interest on Federal Funds Sold and Other Short-term Investments	13	12	30
Interest and Dividends on Securities:			
Taxable	9,017	10,409	11,091
Non-taxable	5,850	4,368	2,919
TOTAL INTEREST INCOME	81,620	80,386	75,672
INTEREST EXPENSE			
Interest on Deposits	3,976	4,128	4,697
Interest on FHLB Advances and Other Borrowings	2,092	1,919	2,458
TOTAL INTEREST EXPENSE	6,068	6,047	7,155
NET INTEREST INCOME	75,552	74,339	68,517
Provision for Loan Losses	—	150	350
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	75,552	74,189	68,167
NON-INTEREST INCOME			
Trust and Investment Product Fees	3,957	3,675	3,358
Service Charges on Deposit Accounts	4,826	4,829	4,144
Insurance Revenues	7,489	7,255	6,217
Company Owned Life Insurance	846	826	965
Interchange Fee Income	2,127	1,961	1,854
Other Operating Income	4,515	2,018	2,003
Net Gains on Sales of Loans	2,959	1,892	2,645
Net Gains on Securities	725	1,481	2,429
TOTAL NON-INTEREST INCOME	27,444	23,937	23,615
NON-INTEREST EXPENSE			
Salaries and Employee Benefits	35,042	32,710	31,482
Occupancy Expense	4,939	5,094	4,545
Furniture and Equipment Expense	1,873	1,953	1,898
FDIC Premiums	1,144	1,113	1,050
Data Processing Fees	3,541	3,675	3,133
Professional Fees	2,661	2,294	2,577

Advertising and Promotion	3,669	1,977	1,863
Intangible Amortization	790	1,254	1,416
Other Operating Expenses	7,667	7,643	6,941
TOTAL NON-INTEREST EXPENSE	61,326	57,713	54,905
Income before Income Taxes	41,670	40,413	36,877
Income Tax Expense	11,606	12,069	11,464
NET INCOME	$30,064	$28,344	$25,413
Basic Earnings per Share	$2.27	$2.15	$1.99
Diluted Earnings per Share	$2.27	$2.14	$1.98

See accompanying notes to the consolidated financial statements

Consolidated Statements of Comprehensive Income
Dollars in thousands, except per share data

	Years Ended December 31,		
	2015	2014	2013
NET INCOME	$30,064	$28,344	$25,413
Other Comprehensive Income (Loss):			
Unrealized Gains (Losses) on Securities			
Unrealized Holding Gain (Loss) Arising During the Period	2,153	14,146	(22,169)
Reclassification Adjustment for Gains Included in Net Income	(725)	(1,481)	(2,429)
Tax Effect	(496)	(4,476)	8,724
Net of Tax	932	8,189	(15,874)
Defined Benefit Pension Plans			
Net Gain (Loss) Arising During the Period	—	—	749
Reclassification Adjustment for Amortization of Prior Service Cost and Net (Gain) Loss Included in Net Periodic Pension Cost	—	—	(373)
Tax Effect	—	—	(145)
Net of Tax	—	—	231
Postretirement Benefit Obligation			
Net Gain (Loss) Arising During the Period	(22)	(96)	80
Reclassification Adjustment for Amortization of Prior Service Cost and Net (Gain) Loss Included in Net Periodic Pension Cost	5	50	(37)
Tax Effect	7	10	(14)
Net of Tax	(10)	(36)	29
Total Other Comprehensive Income (Loss)	922	8,153	(15,614)
COMPREHENSIVE INCOME	$30,986	$36,497	$9,799

See accompanying notes to the consolidated financial statements.

Consolidated Statements of Changes in Shareholders' Equity
Dollars in thousands, except per share data

	Common Stock					
	Shares	Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balances, January 1, 2013	12,636,656	$12,637	$95,617	$66,421	$10,351	$185,026
Net Income				25,413		25,413
Other Comprehensive Income (Loss)					(15,614)	(15,614)
Cash Dividends ($.60 per share)				(7,670)		(7,670)
Issuance of Common Stock for:						
Exercise of Stock Options	1,999	2	18			20
Acquisition of United Commerce Bancorp	502,560	503	12,071			12,574
Restricted Share Grants	32,578	32	297			329
Employee Stock Purchase Plan			(9)			(9)
Income Tax Benefit From Restricted Share Grant			28			28
Balances, December 31, 2013	13,173,793	13,174	108,022	84,164	(5,263)	200,097
Net Income				28,344		28,344
Other Comprehensive Income (Loss)					8,153	8,153
Cash Dividends ($.64 per share)				(8,450)		(8,450)
Issuance of Common Stock for:						
Exercise of Stock Options	6,640	7	43			50
Restricted Share Grants	35,367	35	592			627
Employee Stock Purchase Plan			(37)			(37)
Income Tax Benefit From Restricted Share Grant			40			40
Balances, December 31, 2014	13,215,800	13,216	108,660	104,058	2,890	228,824
Net Income				30,064		30,064
Other Comprehensive Income (Loss)					922	922
Cash Dividends ($.68 per share)				(9,010)		(9,010)
Issuance of Common Stock for:						
Exercise of Stock Options	12,985	13	36			49
Restricted Share Grants	34,826	35	928			963
Employee Stock Purchase Plan	15,213	15	432			447
Income Tax Benefit From Restricted Share Grant			89			89
Balances, December 31, 2015	13,278,824	$13,279	$110,145	$125,112	$3,812	$252,348

See accompanying notes to the consolidated financial statements.

Consolidated Statements of Cash Flows
Dollars in thousands

	Years Ended December 31,		
CASH FLOWS FROM OPERATING ACTIVITIES	2015	2014	2013
Net Income	$30,064	$28,344	$25,413
Adjustments to Reconcile Net Income to Net Cash from Operating Activities:			
Net Amortization on Securities	2,548	2,025	2,875
Depreciation and Amortization	4,264	4,810	4,461
Loans Originated for Sale	(137,687)	(96,760)	(158,845)
Proceeds from Sales of Loans Held-for-Sale	136,088	101,608	169,242
Provision for Loan Losses	—	150	350
Gain on Sale of Loans, net	(2,959)	(1,892)	(2,645)
Gain on Securities, net	(725)	(1,481)	(2,429)
Loss (Gain) on Sales of Other Real Estate and Repossessed Assets	63	(58)	291
Loss (Gain) on Disposition and Donation of Premises and Equipment	389	93	(70)
Post Retirement Medical Benefit	15	29	17
Increase in Cash Surrender Value of Company Owned Life Insurance	(689)	(865)	(955)
Equity Based Compensation	963	627	329
Excess Tax Benefit from Restricted Share Grant	89	40	28
Change in Assets and Liabilities:			
Interest Receivable and Other Assets	172	(10,119)	6,016
Interest Payable and Other Liabilities	(1,328)	9,917	(2,404)
Net Cash from Operating Activities	31,267	36,468	41,674
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from Maturity of Other Short-term Investments	100	—	2,690
Proceeds from Maturities, Calls, Redemptions of Securities Available-for-Sale	90,702	78,735	136,173
Proceeds from Sales of Securities Available-for-Sale	18,999	60,164	162,344
Purchase of Securities Available-for-Sale	(116,942)	(151,740)	(271,218)
Proceeds from Maturities of Securities Held-to-Maturity	89	84	78
Purchase of Federal Home Loan Bank Stock	(2,395)	(91)	—
Proceeds from Redemption of Federal Home Loan Bank Stock	864	2,055	—
Purchase of Loans	(9,895)	(8,132)	(744)
Proceeds from Sales of Loans	—	—	3,250
Loans Made to Customers, net of Payments Received	(108,007)	(58,587)	(102,722)
Proceeds from Sales of Other Real Estate	1,170	2,045	2,081
Property and Equipment Expenditures	(1,614)	(3,053)	(3,659)
Proceeds from Sales of Property and Equipment	—	23	88
Acquire Capitalized Lease	—	—	(1,455)
Acquisition of United Commerce Bank	—	—	5,858
Net Cash from Investing Activities	(126,929)	(78,497)	(67,236)
CASH FLOWS FROM FINANCING ACTIVITIES			
Change in Deposits	46,630	(32,364)	64,645
Change in Short-term Borrowings	36,244	87,940	(18,000)
Advances in Long-term Debt	75,000	20,321	47,000
Repayments of Long-term Debt	(44,135)	(43,117)	(49,379)

Issuance of Common Stock	49	50	20
Employee Stock Purchase Plan	447	(37)	(9)
Dividends Paid	(9,010)	(8,450)	(7,670)
Net Cash from Financing Activities	105,225	24,343	36,607
Net Change in Cash and Cash Equivalents	9,563	(17,686)	11,045
Cash and Cash Equivalents at Beginning of Year	42,446	60,132	49,087
Cash and Cash Equivalents at End of Year	$52,009	$42,446	$60,132
Cash Paid During the Year for			
Interest	$6,146	$6,071	$7,653
Income Taxes	9,083	11,267	10,268
Supplemental Non Cash Disclosures (See Note 17 for Business Combinations)			
Loans Transferred to Other Real Estate	$1,046	$1,314	$851
Securities Sold Pending Settlement	—	—	(45,803)

See accompanying notes to the consolidated financial statements.

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Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 1 – Summary of Significant Accounting Policies

Description of Business and Basis of Presentation
German American Bancorp, Inc's. operations are primarily comprised of three business segments: core banking, trust and investment advisory services, and insurance operations. The accounting and reporting policies of German American Bancorp, Inc. and its subsidiaries conform to U.S. generally accepted accounting principles. The more significant policies are described below. The consolidated financial statements include the accounts of the Company and its subsidiaries after elimination of all material intercompany accounts and transactions. Certain prior year amounts have been reclassified to conform with current classifications. Reclassifications had no impact on shareholders' equity or net income. To prepare financial statements in conformity with accounting principles generally accepted in the United States of America management makes estimates and assumptions based on available information. These estimates and assumptions affect the amounts reported in the financial statements and the disclosures provided, and actual results could differ.

Securities
Securities classified as available-for-sale are securities that the Company intends to hold for an indefinite period of time, but not necessarily until maturity. These include securities that management may use as part of its asset/liability strategy, or that may be sold in response to changes in interest rates, changes in prepayment risk, or similar reasons. Equity securities with readily determinable fair values are classified as available-for-sale. Equity securities that do not have readily determinable fair values are carried at historical cost and evaluated for impairment on a periodic basis. Securities classified as available-for-sale are reported at fair value with unrealized gains or losses included as a separate component of equity, net of tax. Securities classified as held-to-maturity are securities that the Company has both the ability and positive intent to hold to maturity. Securities held-to-maturity are carried at amortized cost.

Premium amortization is deducted from, and discount accretion is added to, interest income using the level yield method without anticipating prepayments, except for mortgage-backed securities where prepayments are anticipated. Gains and losses on sales are recorded on trade date and are computed on the identified securities method.

Management evaluates securities for other-than-temporary impairment (“OTTI”) on at least a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. For securities in an unrealized loss position, management considers the extent and duration of the unrealized loss, and the financial condition and near-term prospects of the issuer. Management also assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: 1) OTTI related to credit loss, which must be recognized in the income statement and 2) OTTI related to other factors, which is recognized in other comprehensive income. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. For equity securities, the entire amount of impairment is recognized through earnings.

Loans Held for Sale
Mortgage loans originated and intended for sale in the secondary market are carried at fair value. Fair value is determined based on collateral value and prevailing market prices for loans with similar characteristics. Net unrealized gains or losses are recorded through earnings.

Mortgage loans held for sale are generally sold on a servicing released basis. Gains and losses on sales of mortgage loans are based on the difference between the selling price and the carrying value of the related loan sold.

Loans

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off are reported at the principal balance outstanding, net of unearned interest, deferred loan fees and costs, and an allowance for loan losses. Interest income is accrued on unpaid principal balance and includes amortization of net deferred loan fees and costs over the loan term without anticipating prepayments.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 1 – Summary of Significant Accounting Policies (continued)

All classes of loans are generally placed on non-accrual status when scheduled principal or interest payments are past due for 90 days or more or when the borrower's ability to repay becomes doubtful. Uncollected accrued interest for each class of loans is reversed against income at the time a loan is placed on non-accrual. Interest received on such loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. All classes of loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured. Loans are typically charged-off at 180 days past due, or earlier if deemed uncollectible. Exceptions to the non-accrual and charge-off policies are made when the loan is well secured and in the process of collection.

Certain Purchased Loans
The Company purchases individual loans and groups of loans. Purchased loans that show evidence of credit deterioration since origination are recorded at the amount paid (or allocated fair value in a purchase business combination), such that there is no carryover of the seller's allowance for loan losses. After acquisition, incurred losses are recognized by an increase in the allowance for loan losses.

Such purchased loans are accounted for individually. The Company estimates the amount and timing of expected cash flows for each purchased loan or pool, and the expected cash flows in excess of amount paid is recorded as interest income over the remaining life of the loan or pool (accretable yield). The excess of the loan's or pool's contractual principal and interest over expected cash flows is not recorded (nonaccretable difference).

Over the life of the loan, expected cash flows continue to be estimated. If the present value of expected cash flows is less than the carrying amount, a loss is recorded. If the present value of expected cash flows is greater than the carrying amount, it is recognized as part of future interest income.

Allowance for Loan Losses
The allowance for loan losses is a valuation allowance for probable incurred credit losses. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. Management estimates the allowance balance required using past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions, and other factors. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged-off. The allowance consists of specific and general components. The specific component relates to loans that are individually classified as impaired or loans otherwise classified as substandard or special mention. The general component covers non-classified loans and is based on historical loss experience adjusted for current factors.

Loan impairment is reported when full repayment under the terms of the loan is not expected. If a loan is impaired, a portion of the allowance is allocated so that the loan is reported net, at the present value of estimated future cash flows using the loan's existing rate, or at the fair value of collateral if repayment is expected solely from the collateral. Commercial and industrial loans, commercial real estate loans, and agricultural loans are evaluated individually for impairment. Smaller balance homogeneous loans are evaluated for impairment in total. Such loans include real estate loans secured by one-to-four family residences and loans to individuals for household, family and other personal expenditures. Individually evaluated loans on non-accrual are generally considered impaired. Impaired loans, or portions thereof, are charged off when deemed uncollectible.

Troubled debt restructurings are separately identified for impairment disclosures and are measured at the present value of estimated future cash flows using the loan's effective rate at inception. If a troubled debt restructuring is considered

to be a collateral dependent loan, the loan is reported, net, at the fair value of the collateral. For troubled debt restructurings that subsequently default, the Company determines the amount of reserve in accordance with the accounting policy for the allowance for loan losses.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 1 – Summary of Significant Accounting Policies (continued)

The general component covers non-impaired loans and is based on historical loss experience adjusted for current factors. The historical loss experience is determined by portfolio segment and risk classifications and is based on the actual loss history experienced by the Company over a 20 quarter average. The Company assigns allocations for substandard and special mention commercial and agricultural credits as well as other categories of loans based on migration analysis techniques. This actual loss experience is supplemented with other external and internal factors based on the risks present for each portfolio segment. These factors include consideration of the following: levels of and trends in delinquencies and impaired loans; levels of and trends in charge-offs and recoveries; trends in volume and terms of loans; effects of any changes in risk selection and underwriting standards; other changes in lending policies, procedures, and practices; experience, ability, and depth of lending management and other relevant staff; national and local economic trends and conditions; industry conditions; and effects of changes in credit concentrations. The following portfolio segments have been identified: Commercial Loans and Retail Loans. Commercial Loans have been classified according to the following risk characteristics: Commercial and Industrial Loans and Leases, Commercial Real Estate, and Agricultural Loans. Commercial and Industrial loans are primarily based on the cash flows of the business operations and secured by assets being financed and other assets such as accounts receivable and inventory. Commercial Real Estate Loans and Agricultural Loans are primarily based on cash flow of the borrower and their business and further secured by real estate. All types of commercial and agricultural (real estate secured and non-real estate) may also come with personal guarantees of the borrowers and business owners. Retail Loans have been classified according to the following risk characteristics: Home Equity Loans, Consumer Loans and Residential Mortgage Loans. Retail loans are generally dependent on personal income of the customer, and repayment is dependent on borrower’s personal cash flow and employment status which can be affected by general economic conditions. Additionally, collateral values may fluctuate based on the impact of economic conditions on residential real estate values and other consumer type assets such as automobiles.

Loans or portions of loans shall be charged off when there is a distinct probability of loss identified. A distinct probability of loss exists when it has been determined that any remaining sources of repayment are insufficient to cover all outstanding principal. The probable loss is immediately calculated based on the value of the remaining sources of repayment and charged to the allowance for loan loss.

Federal Home Loan Bank (FHLB) Stock
The Bank is a member of the FHLB of Indianapolis. Members are required to own a certain amount of stock based on the level of borrowings and other factors, and may invest in additional amounts. FHLB stock is carried at cost, classified as a restricted security, and periodically evaluated for impairment based on ultimate recovery of par value. Both cash and stock dividends are reported as income.

Premises, Furniture and Equipment
Land is carried at cost. Premises, furniture, and equipment are stated at cost less accumulated depreciation. Buildings and related components are depreciated using the straight-line method with useful lives ranging generally from 10 to 40 years. Furniture, fixtures, and equipment are depreciated using the straight-line method with useful lives ranging generally from 3 to 10 years.

Other Real Estate
Assets acquired through or instead of loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. If fair value declines subsequent to foreclosure, a valuation allowance is recorded through expense. Operating costs after acquisition are expensed.

Goodwill and Other Intangible Assets

Goodwill resulting from business combinations prior to January 1, 2009 represents the excess of the purchase price over the fair value of the net assets of businesses acquired. Goodwill resulting from business combinations after January 1, 2009, is generally determined as the excess of the fair value of the consideration transferred, plus the fair value of any noncontrolling interests in the acquiree, over the fair value of the net assets acquired and liabilities assumed as of the acquisition date. Goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but tested for impairment at least annually. The Company has selected December 31 as the date to perform the annual impairment test. Intangible assets with definite useful lives are amortized over their estimated useful lives to their estimated residual values. Goodwill is the only intangible asset with an indefinite life on the Company's balance sheet.

Other intangible assets consist of core deposit and acquired customer relationship intangible assets. They are initially measured at fair value and then are amortized over their estimated useful lives, which range from 6 to 10 years.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 1 – Summary of Significant Accounting Policies (continued)

Company Owned Life Insurance
The Company has purchased life insurance policies on certain directors and executives. This life insurance is recorded at its cash surrender value or the amount that can be realized, which considers any adjustments or changes that are probable at settlement.

Loss Contingencies
Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. Management does not believe currently that there are any such matters that will have a material impact on the financial statements.

Loan Commitments and Related Financial Instruments
Financial instruments include off-balance sheet credit instruments, such as commitments to make loans and commercial letters of credit issued to meet customer financing needs. The face amount for these items represents the exposure to loss, before considering customer collateral or ability to repay. Such financial instruments are recorded when they are funded.

Restrictions on Cash
At December 31, 2015 and 2014, respectively, the Company was required to have $8,262 and $7,273 on deposit with the Federal Reserve, or as cash on hand.

Long-term Assets
Premises and equipment, core deposit and other intangible assets, and other long-term assets are reviewed for impairment when events indicate their carrying amount may not be recoverable from future undiscounted cash flows. If impaired, the assets are recorded at fair value.

Stock Based Compensation
Compensation cost is recognized for stock options and restricted stock awards issued to employees and directors, based on the fair value of these awards at the date of grant. A Black-Scholes model is utilized to estimate the fair value of stock options, while the market price of the Corporation’s common stock at the date of grant is used for restricted stock awards. Compensation cost is recognized over the required service period, generally defined as the vesting period.

Comprehensive Income
Comprehensive income consists of net income and other comprehensive income (loss). Other comprehensive income (loss) includes unrealized gains and losses on securities available for sale and changes in unrecognized amounts in pension and other postretirement benefits, which are also recognized as a separate component of equity.

Income Taxes
Income tax is the total of the current year income tax due or refundable and the change in deferred tax assets and liabilities. Deferred tax liabilities and assets are determined at each balance sheet date and are the result of differences in the financial statement and tax bases of assets and liabilities. A valuation allowance, if needed, reduces deferred tax assets to the amount expected to be realized.

A tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax

benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded.

Retirement Plans

Pension expense under the suspended defined benefit plan is the net of interest cost, return on plan assets and amortization of gains and losses not immediately recognized. Employee 401(k) and profit sharing plan expense is the amount of matching contributions. Deferred compensation and supplemental retirement plan expense allocates the benefits over years of service.

Earnings Per Share

Earnings per share are based on net income divided by the weighted average number of shares outstanding during the period. Diluted earnings per share show the potential dilutive effect of additional common shares issuable under the Company's stock based compensation plans. Earnings per share are retroactively restated for stock dividends.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 1 – Summary of Significant Accounting Policies (continued)

Cash Flow Reporting
The Company reports net cash flows for customer loan transactions, deposit transactions, deposits made with other financial institutions and short-term borrowings. Cash and cash equivalents are defined to include cash on hand, demand deposits in other institutions and Federal Funds Sold.

Fair Values of Financial Instruments
Fair values of financial instruments are estimated using relevant market information and other assumptions, as more fully disclosed in Note 14. Fair value estimates involve uncertainties and matters of significant judgment regarding interest rates, credit risk, prepayments, and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or in market conditions could significantly affect the estimates.

New Accounting Pronouncements
In January 2014, the FASB amended existing guidance (ASU No. 2014-4, Receivables -Troubled Debt Restructurings by Creditors (Subtopic 310-40) - Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans Upon Foreclosure) clarifying that an in substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, the amendments require interim and annual disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. The amendments in this update are effective for public business entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. This update did not have a material impact on the Company's consolidated financial statements.

In January 2014, the FASB amended existing guidance (ASU No. 2014-1, Investments-Equity Method and Joint Ventures (Topic 323) - Accounting for Investments in Qualified Affordable Housing Projects) to eliminate the effective yield election and to permit reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using the proportional method if certain conditions are met. The amendments are effective for the Company for annual periods and interim reporting periods beginning after December 15, 2014. The Company adopted the proportional amortization method of accounting for its low income housing investments in the first quarter of 2015. The Company determined that the adoption of the proportional amortization method did not have a material impact to its consolidated financial statements; therefore, the Company did not adjust its prior period consolidated financial statements. The impact of the adoption was $161 and is included in the income tax line of the Consolidated Statements of Income.

In May 2014, the FASB amended existing guidance (ASU No. 2014-09 Revenue From Contracts With Customers (Topic 606)) related to revenue from contracts with customers. This amendment supersedes and replaces nearly all existing revenue recognition guidance, including industry-specific guidance, establishes a new control-based revenue recognition model, changes the basis for deciding when revenue is recognized over time or at a point in time, provides new and more detailed guidance on specific topics and expands and improves disclosures about revenue. In addition, this amendment specifies the accounting for some costs to obtain or fulfill a contract with a customer. These amendments are effective for annual reporting periods beginning after December 15, 2017. The Company is currently evaluating the impact of this new accounting standard on the Company's consolidated results of operations and financial condition.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 1 – Summary of Significant Accounting Policies (continued)

In January 2016, the FASB amended existing guidance (ASU No. 2016-01, Financial Instruments - Overall (Subtopic 825-10) - Recognition and Measurement of Financial Assets and Financial Liabilities). The amendments in this update are as follows: (1) Require equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. (2) Simplify the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment. (3) Eliminate the requirement to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet. (4) Require public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes. (5) Require an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. (6) Require separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements. (7) Clarify that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets. These amendments are effective for annual reporting periods and interim periods within those annual reporting periods beginning after December 15, 2017. The Company is currently evaluating the impact of this new accounting standard on the Company's consolidated financial statements.

NOTE 2 - Securities

The amortized cost, unrealized gross gains and losses recognized in accumulated other comprehensive income (loss), and fair value of Securities Available-for-Sale were as follows:

Securities Available-for-Sale:	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses		Fair Value
2015					
U.S. Treasury and Agency Securities	$10,000	$—	$(102	)	$9,898
Obligations of State and Political Subdivisions	195,360	8,286	(18	)	203,628
Mortgage-backed Securities – Residential	426,087	2,114	(4,240	)	423,961
Equity Securities	353	—	—		353
Total	$631,800	$10,400	$(4,360	)	$637,840
2014					
U.S. Treasury and Agency Securities	$20,000	$—	$(439	)	$19,561
Obligations of State and Political Subdivisions	147,321	6,515	(59	)	153,777
Mortgage-backed Securities - Residential	458,709	3,615	(5,020	)	457,304
Equity Securities	353	—	—		353
Total	$626,383	$10,130	$(5,518	)	$630,995

Equity securities that do not have readily determinable fair values are included in the above totals, are carried at historical cost and are evaluated for impairment on a periodic basis. All mortgage-backed securities in the above table are residential mortgage-backed securities and guaranteed by government sponsored entities.

The carrying amount, unrecognized gains and losses and fair value of Securities Held-to-Maturity were as follows:

Securities Held-to-Maturity:	Carrying Amount	Gross Unrecognized Gains	Gross Unrecognized Losses	Fair Value
2015				
Obligations of State and Political Subdivisions	$95	$—	$—	$95
2014				
Obligations of State and Political Subdivisions	$184	$2	$—	$186

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 2 – Securities (continued)

The amortized cost and fair value of Securities at December 31, 2015 by contractual maturity are shown below. Expected maturities may differ from contractual maturities because some issuers have the right to call or prepay certain obligations with or without call or prepayment penalties. Mortgage-backed and Equity Securities are not due at a single maturity date and are shown separately.

	Amortized Cost	Fair Value
Securities Available-for-Sale:		
Due in one year or less	$5,503	$5,573
Due after one year through five years	19,451	19,670
Due after five years through ten years	71,844	75,581
Due after ten years	108,562	112,702
Mortgage-backed Securities - Residential	426,087	423,961
Equity Securities	353	353
Total	$631,800	$637,840

	Carrying Amount	Fair Value
Securities Held-to-Maturity:		
Due in one year or less	$95	$95
Due after one year through five years	—	—
Due after five years through ten years	—	—
Due after ten years	—	—
Total	$95	$95

Proceeds from the Sales of Securities are summarized below:

	2015 Available-for-Sale	2014 Available-for-Sale	2013 Available-for-Sale
Proceeds from Sales	$18,999	$60,164	$162,344
Gross Gains on Sales	725	1,481	2,086
Income Taxes on Gross Gains	254	518	730

The Company held a minority interest in United Commerce Bancorp prior to the acquisition on October 1, 2013. For the year ended December 31, 2013, the Company recognized a gain of $343 on the stock held of United Commerce Bancorp as a result of the acquisition.

The carrying value of securities pledged to secure repurchase agreements, public and trust deposits, and for other purposes as required by law was $154,628 and $137,193 as of December 31, 2015 and 2014, respectively.

Below is a summary of securities with unrealized losses as of year-end 2015 and 2014, presented by length of time the securities have been in a continuous unrealized loss position:

Less than 12 Months		12 Months or More		Total	
Fair	Unrealized	Fair	Unrealized	Fair	Unrealized

	Value	Loss	Value	Loss	Value	Loss
At December 31, 2015						
U.S. Treasury and Agency Securities	$—	$—	$9,898	$(102)	$9,898	$(102)
Obligations of State and Political Subdivisions	1,891	(15)	356	(3)	2,247	(18)
Mortgage-backed Securities - Residential	150,427	(1,173)	129,040	(3,067)	279,467	(4,240)
Equity Securities	—	—	—	—	—	—
Total	$152,318	$(1,188)	$139,294	$(3,172)	$291,612	$(4,360)

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 2 – Securities (continued)

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
At December 31, 2014						
U.S. Treasury and Agency Securities	$—	$—	$19,561	$(439)	$19,561	$(439)
Obligations of State and Political Subdivisions	3,765	(25)	4,298	(34)	8,063	(59)
Mortgage-backed Securities - Residential	26,606	(191)	209,679	(4,829)	236,285	(5,020)
Equity Securities	—	—	—	—	—	—
Total	$30,371	$(216)	$233,538	$(5,302)	$263,909	$(5,518)

Securities are written down to fair value when a decline in fair value is not considered temporary. In estimating other-than-temporary losses, management considers many factors, including: (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, (3) whether the market decline was affected by macroeconomic conditions, and (4) whether the Company has the intent to sell the debt security or more likely than not will be required to sell the debt security before its anticipated recovery. The Company doesn't intend to sell or expect to be required to sell these securities, and the decline in fair value is largely due to changes in market interest rates, therefore, the Company does not consider these securities to be other-than-temporarily impaired. All mortgage-backed securities in the Company's portfolio are guaranteed by government sponsored entities, are investment grade, and are performing as expected.

The Company's equity securities consist of non-controlling investments in other banking organizations. When a decline in fair value below cost is deemed to be other-than-temporary, the unrealized loss must be recognized as a charge to earnings. At December 31, 2015 and 2014, none of the Company's equity securities had an unrealized loss.

NOTE 3 – Derivatives

The Company executes interest rate swaps with commercial banking customers to facilitate their respective risk management strategies. The notional amounts of these interest rate swaps and the offsetting counterparty derivative instruments were $36.8 million and $23.1 million at December 31, 2015 and 2014, respectively. These interest rate swaps are simultaneously hedged by offsetting interest rate swaps that the Company executes with a third party, such that the Company minimizes its net risk exposure resulting from such transactions with approved, reputable, independent counterparties with substantially matching terms. The agreements are considered stand alone derivatives and changes in the fair value of derivatives are reported in earnings as non-interest income.

Credit risk arises from the possible inability of counterparties to meet the terms of their contracts. The Company's exposure is limited to the replacement value of the contracts rather than the notional, principal or contract amounts. There are provisions in the agreements with the counterparties that allow for certain unsecured credit exposure up to an agreed threshold. Exposures in excess of the agreed thresholds are collateralized. In addition, the Company minimizes credit risk through credit approvals, limits, and monitoring procedures.

The following table reflects the fair value hedges included in the Consolidated Balance Sheets as of:

	December 31, 2015		December 31, 2014	
	Notional Amount	Fair Value	Notional Amount	Fair Value

Included in Other Assets:				
Interest Rate Swaps	$36,781	$1,201	$23,104	$507
Included in Other Liabilities:				
Interest Rate Swaps	$36,781	$1,232	$23,104	$508

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 3 – Derivatives (continued)

The following tables present the effect of derivative instruments on the Consolidated Statement of Income for the years ended December 31, 2015, 2014 and 2013 are as follows:

	2015	2014	2013
Interest Rate Swaps:			
Included in Interest Income / (Expense)	$—	$—	$—
Included in Other Income / (Expense)	491	15	528

NOTE 4 – Loans

Loans were comprised of the following classifications at December 31:

	2015	2014
Commercial:		
Commercial and Industrial Loans and Leases	$418,154	$380,079
Commercial Real Estate Loans	618,788	583,086
Agricultural Loans	246,886	216,774
Retail:		
Home Equity Loans	97,902	86,234
Consumer Loans	50,029	48,613
Residential Mortgage Loans	136,316	137,204
Subtotal	1,568,075	1,451,990
Less: Unearned Income	(3,728)	(4,008)
Allowance for Loan Losses	(14,438)	(14,929)
Loans, net	$1,549,909	$1,433,053

The following table presents the activity in the allowance for loan losses by portfolio class for the years ended December 31, 2015, 2014, and 2013:

	Commercial and Industrial Loans and Leases	Commercial Real Estate Loans	Agricultural Loans	Home Equity Loans	Consumer Loans	Residential Mortgage Loans	Unallocated	Total
December 31, 2015								
Beginning Balance	$4,627	$7,273	$1,123	$246	$354	$622	$684	$14,929
Provision for Loan Losses	(451)	(688)	992	160	(48)	7	28	—
Recoveries	102	107	—	10	236	18	—	473
Loans Charged-off	(36)	(350)	—	(33)	(312)	(233)	—	(964)
Ending Balance	$4,242	$6,342	$2,115	$383	$230	$414	$712	$14,438

	Commercial and Industrial Loans and Leases	Commercial Real Estate Loans	Agricultural Loans	Home Equity Loans	Consumer Loans	Residential Mortgage Loans	Unallocated	Total

December 31, 2014								
Beginning Balance	$3,983	$8,335	$946	$239	$188	$281	$612	$14,584
Provision for Loan Losses	732	(1,596)	177	37	291	437	72	150
Recoveries	111	863	—	42	173	21	—	1,210
Loans Charged-off	(199)	(329)	—	(72)	(298)	(117)	—	(1,015)
Ending Balance	$4,627	$7,273	$1,123	$246	$354	$622	$684	$14,929

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 4 – Loans (continued)

	Commercial and Industrial Loans and Leases	Commercial Real Estate Loans	Agricultural Loans	Home Equity Loans	Consumer Loans	Residential Mortgage Loans	Unallocated	Total
December 31, 2013								
Beginning Balance	$4,555	$8,931	$989	$141	$214	$186	$504	$15,520
Provision for Loan Losses	(197)	(160)	(43)	419	112	111	108	350
Recoveries	128	102	—	—	148	8	—	386
Loans Charged-off	(503)	(538)	—	(321)	(286)	(24)	—	(1,672)
Ending Balance	$3,983	$8,335	$946	$239	$188	$281	$612	$14,584

In determining the adequacy of the allowance for loan loss, general allocations are made for other pools of loans, including non-classified loans, homogeneous portfolios of consumer and residential real estate loans, and loans within certain industry categories believed to present unique risk of loss. General allocations of the allowance are primarily made based on historical averages for loan losses for these portfolios, judgmentally adjusted for current economic factors and portfolio trends.

Loan impairment is reported when full repayment under the terms of the loan is not expected. This methodology is used for all loans, including loans acquired with deteriorated credit quality. For purchased loans, the assessment is made at the time of acquisition as well as over the life of loan. If a loan is impaired, a portion of the allowance is allocated so that the loan is reported net, at the present value of estimated future cash flows using the loan's existing rate, or at the fair value of collateral if repayment is expected solely from the collateral. Commercial and industrial loans, commercial real estate loans, and agricultural loans are evaluated individually for impairment. Smaller balance homogeneous loans are evaluated for impairment in total. Such loans include real estate loans secured by one-to-four family residences and loans to individuals for household, family and other personal expenditures. Individually evaluated loans on non-accrual are generally considered impaired. Impaired loans, or portions thereof, are charged off when deemed uncollectible.

The following table presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio class and based on impairment method as of December 31, 2015 and 2014:

December 31, 2015	Total	Commercial and Industrial Loans and Leases	Commercial Real Estate Loans	Agricultural Loans	Home Equity Loans	Consumer Loans	Residential Mortgage Loans	Unallocated
Allowance for Loan Losses:								
Ending Allowance Balance Attributable to Loans:								
	$1,202	$106	$1,096	$—	$—	$—	$—	$—

Individually Evaluated for Impairment								
Collectively Evaluated for Impairment	13,236	4,136	5,246	2,115	383	230	414	712
Acquired with Deteriorated Credit Quality	—	—	—	—	—	—	—	—
Total Ending Allowance Balance	$14,438	$4,242	$6,342	$2,115	$383	$230	$414	$712
Loans:								
Loans Individually Evaluated for Impairment	$4,435	$1,578	$2,845	$12	$—	$—	$—	n/m[2]
Loans Collectively Evaluated for Impairment	1,562,037	416,273	611,955	249,687	98,167	50,169	135,786	n/m[2]
Loans Acquired with Deteriorated Credit Quality	7,555	1,325	5,363	—	—	—	867	n/m[2]
Total Ending Loans Balance [1]	$1,574,027	$419,176	$620,163	$249,699	$98,167	$50,169	$136,653	n/m[2]

[1] Total recorded investment in loans includes $5,952 in accrued interest.
[2] n/m = not meaningful

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Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 4 – Loans (continued)

December 31, 2014	Total	Commercial and Industrial Loans and Leases	Commercial Real Estate Loans	Agricultural Loans	Home Equity Loans	Consumer Loans	Residential Mortgage Loans	Unallocated
Allowance for Loan Losses:								
Ending Allowance Balance Attributable to Loans:								
Individually Evaluated for Impairment	$1,532	$87	$1,445	$—	$—	$—	$—	$—
Collectively Evaluated for Impairment	13,343	4,540	5,818	1,123	246	354	578	684
Acquired with Deteriorated Credit Quality	54	—	10	—	—	—	44	—
Total Ending Allowance Balance	$14,929	$4,627	$7,273	$1,123	$246	$354	$622	$684
Loans:								
Loans Individually Evaluated for Impairment	$6,044	$1,964	$4,080	$—	$—	$—	$—	n/m[2]
Loans Collectively Evaluated for Impairment	1,443,363	378,533	573,961	219,640	86,570	48,614	136,045	n/m[2]
Loans Acquired with Deteriorated Credit Quality	8,361	354	6,385	—	—	118	1,504	n/m[2]
Total Ending Loans Balance [1]	$1,457,768	$380,851	$584,426	$219,640	$86,570	$48,732	$137,549	n/m[2]

[1] Total recorded investment in loans includes $5,778 in accrued interest.
[2]n/m = not meaningful

The following tables present loans individually evaluated for impairment by class of loans as of December 31, 2015 and 2014:

	Unpaid Principal Balance[1]	Recorded Investment	Allowance for Loan Losses Allocated
December 31, 2015			
With No Related Allowance Recorded:			
Commercial and Industrial Loans and Leases	$161	$161	$—

Commercial Real Estate Loans	1,292	768	—
Agricultural Loans	12	12	—
Subtotal	1,465	941	—
With An Allowance Recorded:			
Commercial and Industrial Loans and Leases	1,403	1,417	106
Commercial Real Estate Loans	2,207	2,077	1,096
Agricultural Loans	—	—	—
Subtotal	3,610	3,494	1,202
Total	$5,075	$4,435	$1,202
Loans Acquired With Deteriorated Credit Quality With No Related Allowance Recorded (Included in the Total Above)	$528	$—	$—
Loans Acquired With Deteriorated Credit Quality With An Additional Allowance Recorded (Included in the Total Above)	$—	$—	$—

(1) Unpaid Principal Balance is the remaining contractual payments gross of partial charge-offs.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 4 – Loans (continued)

	Unpaid Principal Balance[1]	Recorded Investment	Allowance for Loan Losses Allocated
December 31, 2014			
With No Related Allowance Recorded:			
Commercial and Industrial Loans and Leases	$1,887	$1,877	$—
Commercial Real Estate Loans	1,944	1,447	—
Agricultural Loans	—	—	—
Subtotal	3,831	3,324	—
With An Allowance Recorded:			
Commercial and Industrial Loans and Leases	84	87	87
Commercial Real Estate Loans	3,653	2,975	1,455
Agricultural Loans	—	—	—
Subtotal	3,737	3,062	1,542
Total	$7,568	$6,386	$1,542
Loans Acquired With Deteriorated Credit Quality With No Related Allowance Recorded (Included in the Total Above)	$289	$133	$—
Loans Acquired With Deteriorated Credit Quality With An Additional Allowance Recorded (Included in the Total Above)	$759	$209	$10

[1] Unpaid Principal Balance is the remaining contractual payments gross of partial charge-offs.

The following tables present loans individually evaluated for impairment by class of loans for the years ended December 31, 2015, 2014 and 2013:

	Average Recorded Investment	Interest Income Recognized	Cash Basis Recognized
December 31, 2015			
With No Related Allowance Recorded:			
Commercial and Industrial Loans and Leases	$447	$29	$29
Commercial Real Estate Loans	1,282	104	103
Agricultural Loans	9	1	1
Subtotal	1,738	134	133
With An Allowance Recorded:			
Commercial and Industrial Loans and Leases	1,726	89	89
Commercial Real Estate Loans	2,840	5	3
Agricultural Loans	—	—	—
Subtotal	4,566	94	92
Total	$6,304	$228	$225
Loans Acquired With Deteriorated Credit Quality With No Related Allowance Recorded (Included in the Total Above)	$196	$—	$—
Loans Acquired With Deteriorated Credit Quality With An Additional Allowance Recorded (Included in the Total Above)	$—	$—	$—

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 4 – Loans (continued)

	Average Recorded Investment	Interest Income Recognized	Cash Basis Recognized
December 31, 2014			
With No Related Allowance Recorded:			
Commercial and Industrial Loans and Leases	$2,082	$132	$135
Commercial Real Estate Loans	2,489	84	81
Agricultural Loans	—	—	—
Subtotal	4,571	216	216
With An Allowance Recorded:			
Commercial and Industrial Loans and Leases	1,222	2	2
Commercial Real Estate Loans	3,074	20	16
Agricultural Loans	—	—	—
Subtotal	4,296	22	18
Total	$8,867	$238	$234
Loans Acquired With Deteriorated Credit Quality With No Related Allowance Recorded (Included in the Total Above)	$421	$5	$5
Loans Acquired With Deteriorated Credit Quality With An Additional Allowance Recorded (Included in the Total Above)	$328	$—	$—

	Average Recorded Investment	Interest Income Recognized	Cash Basis Recognized
December 31, 2013			
With No Related Allowance Recorded:			
Commercial and Industrial Loans and Leases	$1,192	$65	$65
Commercial Real Estate Loans	2,251	5	7
Agricultural Loans	1,420	209	225
Subtotal	4,863	279	297
With An Allowance Recorded:			
Commercial and Industrial Loans and Leases	1,360	3	3
Commercial Real Estate Loans	5,424	22	18
Agricultural Loans	—	—	—
Subtotal	6,784	25	21
Total	$11,647	$304	$318
Loans Acquired With Deteriorated Credit Quality With No Related Allowance Recorded (Included in the Total Above)	$30	$3	$3
Loans Acquired With Deteriorated Credit Quality With An Additional Allowance Recorded (Included in the Total Above)	$142	$2	$2

All classes of loans, including loans acquired with deteriorated credit quality, are generally placed on non-accrual status when scheduled principal or interest payments are past due for 90 days or more or when the borrower’s ability to repay becomes doubtful. For purchased loans, the determination is made at the time of acquisition as well as over the life of the loan. Uncollected accrued interest for each class of loans is reversed against income at the time a loan is

placed on non-accrual. Interest received on such loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. All classes of loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured. Loans are typically charged-off at 180 days past due, or earlier if deemed uncollectible. Exceptions to the non-accrual and charge-off policies are made when the loan is well secured and in the process of collection.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 4 – Loans (continued)

The following tables present the recorded investment in non-accrual loans and loans past due 90 days or more still on accrual by class of loans as of December 31, 2015 and 2014:

	Non-Accrual		Loans Past Due 90 Days or More & Still Accruing	
	2015	2014	2015	2014
Commercial and Industrial Loans and Leases	$134	$161	$98	$68
Commercial Real Estate Loans	2,047	3,460	48	—
Agricultural Loans	—	—	—	75
Home Equity Loans	204	268	—	—
Consumer Loans	90	196	—	—
Residential Mortgage Loans	668	1,885	—	—
Total	$3,143	$5,970	$146	$143
Loans Acquired With Deteriorated Credit Quality (Included in the Total Above)	$68	$1,154	$—	$—

The following tables present the aging of the recorded investment in past due loans by class of loans as of December 31, 2015 and 2014:

	Total	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Loans Not Past Due
December 31, 2015						
Commercial and Industrial Loans and Leases	$419,176	$82	$117	$124	$323	$418,853
Commercial Real Estate Loans	620,163	136	163	104	403	619,760
Agricultural Loans	249,699	—	—	—	—	249,699
Home Equity Loans	98,167	225	8	204	437	97,730
Consumer Loans	50,169	101	40	90	231	49,938
Residential Mortgage Loans	136,653	2,615	154	668	3,437	133,216
Total [(1)]	$1,574,027	$3,159	$482	$1,190	$4,831	$1,569,196
Loans Acquired With Deteriorated Credit Quality (Included in the Total Above)	$7,555	$—	$—	$—	$—	$7,555

[(1)] Total recorded investment in loans includes $5,952 in accrued interest.

	Total	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Loans Not Past Due
December 31, 2014						
Commercial and Industrial Loans and Leases	$380,851	$628	$—	$148	$776	$380,075
Commercial Real Estate Loans	584,426	504	10	753	1,267	583,159
Agricultural Loans	219,640	25	—	75	100	219,540
Home Equity Loans	86,570	197	4	268	469	86,101
Consumer Loans	48,732	132	28	75	235	48,497

Residential Mortgage Loans	137,549	2,046	329	1,720	4,095	133,454
Total [1]	$1,457,768	$3,532	$371	$3,039	$6,942	$1,450,826
Loans Acquired With Deteriorated Credit Quality (Included in the Total Above)	$8,361	$—	$—	$648	$648	$7,713

[1] Total recorded investment in loans includes $5,778 in accrued interest.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 4 – Loans (continued)

Troubled Debt Restructurings:

In certain instances, the Company may choose to restructure the contractual terms of loans. A troubled debt restructuring occurs when the Bank grants a concession to the borrower that it would not otherwise consider due to a borrower's financial difficulty. In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without modification. This evaluation is performed under the Company's internal underwriting policy. The Company uses the same methodology for loans acquired with deteriorated credit quality as for all other loans when determining whether the loan is a troubled debt restructuring.

During the year ended December 31, 2015, there were no new troubled debt restructurings. During the year ended December 31, 2014, there was one loan modified as troubled debt restructuring. The modification of the terms of this loan included a permanent reduction of the recorded investment in the loan.

The following tables present the recorded investment of troubled debt restructurings by class of loans as of December 31, 2015 and 2014:

	Total	Performing	Non-Accrual[1]
December 31, 2015			
Commercial and Industrial Loans and Leases	$1,446	$1,445	$1
Commercial Real Estate Loans	2,455	795	1,660
Total	$3,901	$2,240	$1,661

	Total	Performing	Non-Accrual[1]
December 31, 2014			
Commercial and Industrial Loans and Leases	$1,809	$1,803	$6
Commercial Real Estate Loans	2,841	960	1,881
Total	$4,650	$2,763	$1,887

[1] The non-accrual troubled debt restructurings are included in the Non-Accrual Loan table presented on a previous page.

The Company has not committed to lending any additional amounts as of December 31, 2015 and 2014 to customers with outstanding loans that are classified as troubled debt restructurings.

The following tables present loans by class modified as troubled debt restructurings that occurred during the years ending December 31, 2015, 2014 and 2013:

December 31, 2015	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial and Industrial Loans and Leases	—	$—	$ —
Commercial Real Estate Loans	—	—	—
Total	—	$—	$ —

The troubled debt restructurings described above increased the allowance for loan losses by $0 and resulted in charge-offs of $0 during the year ending December 31, 2015.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 4 – Loans (continued)

December 31, 2014	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial and Industrial Loans and Leases	—	$ —	$ —
Commercial Real Estate Loans	1	201	197
Total	1	$ 201	$ 197

The troubled debt restructurings described above increased the allowance for loan losses by $0 and resulted in charge-offs of $0 during the year ending December 31, 2014.

December 31, 2013	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial and Industrial Loans and Leases	1	$ 224	$ 230
Commercial Real Estate Loans	1	81	118
Total	2	$ 305	$ 348

The troubled debt restructurings described above decreased the allowance for loan losses by $210 and resulted in charge-offs of $0 during the year ending December 31, 2013.

The following tables present loans by class modified as troubled debt restructurings for which there was a payment default within twelve months following the modification during the years ending December 31, 2015, 2014, and 2013:

Troubled Debt Restructurings That Subsequently Defaulted:	Number of Loans	Recorded Investment
December 31, 2015		
Commercial and Industrial Loans and Leases	—	$—
Commercial Real Estate Loans	—	—
Total	—	$—

The troubled debt restructurings that subsequently defaulted described above resulted in no change to the allowance for loan losses and no charge-offs during the year ending December 31, 2015.

Troubled Debt Restructurings That Subsequently Defaulted:	Number of Loans	Recorded Investment
December 31, 2014		
Commercial and Industrial Loans and Leases	—	$—
Commercial Real Estate Loans	1	95
Total	1	$95

The troubled debt restructurings that subsequently defaulted described above decreased the allowance for loan losses by $90 and resulted in charge-offs of $91 during the year ending December 31, 2014.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 4 – Loans (continued)

Troubled Debt Restructurings That Subsequently Defaulted:	Number of Loans	Recorded Investment
December 31, 2013		
Commercial and Industrial Loans and Leases	—	$—
Commercial Real Estate Loans	—	—
Total	—	$—

The troubled debt restructurings that subsequently defaulted described above resulted in no change to the allowance for loan losses and no charge-offs during the year ending December 31, 2013.

A loan is considered to be in payment default once it is 30 days contractually past due under the modified terms.

Credit Quality Indicators:

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Company classifies loans as to credit risk by individually analyzing loans. This analysis includes commercial and industrial loans, commercial real estate loans, and agricultural loans with an outstanding balance greater than $100. This analysis is typically performed on at least an annual basis. The Company uses the following definitions for risk ratings:

Special Mention. Loans classified as special mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the institution's credit position at some future date.

Substandard. Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Doubtful. Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass rated loans. Based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

	Pass	Special Mention	Substandard	Doubtful	Total
December 31, 2015					
Commercial and Industrial Loans and Leases	$393,270	$13,675	$12,231	$—	$419,176
Commercial Real Estate Loans	586,247	25,341	8,575	—	620,163
Agricultural Loans	242,728	5,177	1,794	—	249,699
Total	$1,222,245	$44,193	$22,600	$—	$1,289,038
Loans Acquired with Deteriorated Credit Quality (Included in the Total Above)	$1,572	$3,319	$1,797	$—	$6,688

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Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 4 – Loans (continued)

	Pass	Special Mention	Substandard	Doubtful	Total
December 31, 2014					
Commercial and Industrial Loans and Leases	$351,250	$18,387	$11,214	$—	$380,851
Commercial Real Estate Loans	545,804	23,421	15,201	—	584,426
Agricultural Loans	214,974	4,211	455	—	219,640
Total	$1,112,028	$46,019	$26,870	$—	$1,184,917
Loans Acquired with Deteriorated Credit Quality (Included in the Total Above)	$651	$1,697	$4,391	$—	$6,739

The Company considers the performance of the loan portfolio and its impact on the allowance for loan losses. For home equity, consumer and residential mortgage loan classes, the Company also evaluates credit quality based on the aging status of the loan, which was previously presented, and by payment activity. The following table presents the recorded investment in home equity, consumer and residential mortgage loans based on payment activity as of December 31, 2015 and 2014:

	Home Equity Loans	Consumer Loans	Residential Mortgage Loans
December 31, 2015			
Performing	$97,963	$50,079	$135,985
Nonperforming	204	90	668
Total	$98,167	$50,169	$136,653
Loans Acquired with Deteriorated Credit Quality (Included in the Total Above)	$—	$—	$867

	Home Equity Loans	Consumer Loans	Residential Mortgage Loans
December 31, 2014			
Performing	$86,302	$48,536	$135,664
Nonperforming	268	196	1,885
Total	$86,570	$48,732	$137,549
Loans Acquired with Deteriorated Credit Quality (Included in the Total Above)	$—	$118	$1,504

The Company purchased $4,747 commercial and industrial loans and $5,148 commercial real estate loans during 2015. The Company purchased $7,834 commercial and industrial loans and $298 commercial real estate loans during 2014.

The Company has purchased loans, for which there was, at acquisition, evidence of deterioration of credit quality since origination and it was probable, at acquisition, that all contractually required payments would not be collected. The recorded investment of those loans is as follows:

	2015	2014	2013
Commercial and Industrial Loans	$1,325	$354	$1,981

Commercial Real Estate Loans	5,363	6,385	10,871
Home Equity Loans	—	—	—
Consumer Loans	—	118	134
Residential Mortgage Loans	867	1,504	1,767
Total	$7,555	$8,361	$14,753
Carrying Amount, Net of Allowance	$7,555	$8,307	$14,745

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 4 – Loans (continued)

Accretable yield, or income expected to be collected, is as follows:

	2015	2014	2013
Balance at January 1	$1,685	$1,279	$170
New Loans Purchased	—	—	1,358
Accretion of Income	(483)	(328)	(249)
Reclassifications from Non-accretable Difference	104	847	—
Charge-off of Accretable Yield	(27)	(113)	—
Balance at December 31	$1,279	$1,685	$1,279

For those purchased loans disclosed above, the Company increased the allowance for loan losses by $0, $54, and $0 during 2015, 2014, and 2013. The Company reversed allowance for loan losses of $54 during 2015. No allowances for loan losses were reversed during 2014 or 2013.

The carrying amount of consumer mortgage loans secured by residential real estate properties for which formal foreclosure proceedings are in process according to local requirements of the applicable jurisdiction totaled $169 as of December 31, 2015 and $288 as of December 31, 2014.

Certain directors, executive officers, and principal shareholders of the Company, including their immediate families and companies in which they are principal owners, were loan customers of the Company during 2015. A summary of the activity of these loans follows:

Balance January 1, 2015	Additions	Changes in Persons Included	Deductions		Balance December 31, 2015
			Collected	Charged-off	
$11,455	$9,883	$—	$(6,544)	$—	$14,794

NOTE 5 – Premises, Furniture, and Equipment

Premises, furniture, and equipment was comprised of the following classifications at December 31:

	2015	2014
Land	$9,228	$9,531
Buildings and Improvements	45,924	47,723
Furniture and Equipment	23,500	22,772
Total Premises, Furniture and Equipment	78,652	80,026
Less: Accumulated Depreciation	(40,835)	(40,096)
Total	$37,817	$39,930

Depreciation expense was $3,310, $3,409 and $2,910 for 2015, 2014 and 2013, respectively.

The Company leases three of its branch buildings under a capital lease. These lease arrangements require monthly payments through 2033. The Company has included the leases in buildings and improvements as follows:

	2015	2014
Capital Leases	$4,219	$4,219

Less: Accumulated Depreciation	(892)	(682)
Total	$3,327	$3,537

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 5 – Premises, Furniture, and Equipment (continued)

The following is a schedule of future minimum lease payments under the capitalized leases, together with the present value of net minimum lease payments at year end 2015:

2016	$524
2017	524
2018	524
2019	524
2020	524
Thereafter	5,602
Total minimum lease payments	8,222
Less: Amount representing interest	(4,343)
Present Value of Net Minimum Lease Payments	$3,879

NOTE 6 – Deposits

At year end 2015, stated maturities of time deposits were as follows:

2016	$218,852
2017	36,702
2018	29,510
2019	10,097
2020	10,863
Thereafter	12
Total	$306,036

Time deposits of $250 or more and Brokered CDs at December 31, 2015 and 2014 were $100,036 and $84,542, respectively.

Time deposits originated from outside the geographic area, generally through brokers, totaled $19,071 and $1,000 at December 31, 2015 and 2014, respectively.

NOTE 7 – FHLB Advances and Other Borrowings

The Company’s funding sources include Federal Home Loan Bank advances, borrowings from other third party correspondent financial institutions, issuance and sale of subordinated debt and other capital securities, and repurchase agreements. Information regarding each of these types of borrowings or other indebtedness is as follows:

	December 31,	
	2015	2014
Long-term Advances from Federal Home Loan Bank collateralized by qualifying mortgages, investment securities, and mortgage-backed securities	$86,403	$51,444
Term Loans	—	4,000
Junior Subordinated Debentures assumed from American Community Bancorp, Inc.	5,324	5,174
Capital Lease Obligation	3,879	3,973
Long-term Borrowings	95,606	64,591
Overnight Variable Rate Advances from Federal Home Loan Bank collateralized by qualifying mortgages, investment securities, and mortgage-backed securities	$104,000	$89,100

Federal Funds Purchased	55,300	31,400
Repurchase Agreements	18,417	20,973
Short-term Borrowings	177,717	141,473
Total Borrowings	$273,323	$206,064

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 7 - FHLB Advances and Other Borrowings (continued)

Repurchase agreements, which are classified as secured borrowings, generally mature within one day of the transaction date. Repurchase agreements are reflected at the amount of cash received in connection with the transaction. The Company may be required to provide additional collateral based on the value of the underlying securities.

	2015	2014
Average Daily Balance During the Year	$16,181	$16,091
Average Interest Rate During the Year	0.15 %	0.15 %
Maximum Month-end Balance During the Year	$21,915	$20,973
Weighted Average Interest Rate at Year-end	0.15 %	0.20 %

At December 31, 2015, interest rates on the fixed rate long-term FHLB advances ranged from 0.92% to 7.22% with a weighted average rate of 1.44%. At December 31, 2014 interest rates on the fixed rate long-term FHLB advances ranged from 0.35% to 7.22% with a weighted average rate of 1.16%. At December 31, 2015 and 2014, the Company had no advances containing options whereby the FHLB may convert a fixed rate advance to an adjustable rate advance.

As of December 31, 2014, long-term borrowings included a $4.0 million outstanding balance on a term loan which was paid off in December 2015 by the parent company. At December 31, 2014 interest on the term loan was based upon 90-day LIBOR plus 2.875%. This term loan matured on December 31, 2015.

At December 31, 2015, the parent company had a $20 million line of credit with no outstanding balance. The line of credit matures December 28, 2016. At December 31, 2014, the parent company had a $10 million line of credit with no outstanding balance. Interest on the line of credit is based upon 90-day LIBOR plus 2.875% and includes an unused commitment fee of 0.25%. The line of credit was renewed, extended, and increased in December 2015.

At December 31, 2015, scheduled principal payments on long-term borrowings, excluding the capitalized lease obligation and acquired subordinated debentures (which are discussed below) are as follows:

2016	$45
2017	50,749
2018	35,028
2019	30
2020	551
Thereafter	—
Total	$86,403

The Company assumed the obligations of junior subordinated debentures through the acquisition of American Community Bancorp, Inc. The junior subordinated debentures were issued to ACB Capital Trust I and ACB Capital Trust II. The trusts are wholly owned by the Company. In accordance with accounting guidelines, the trusts are not consolidated with the Company’s financials, but rather the subordinated debentures are shown as borrowings. The Company guarantees payment of distributions on the trust preferred securities issued by ACB Trust I and ACB Trust II. Interest is payable on a quarterly basis. These securities qualify as Tier 1 capital (with certain limitations) for regulatory purposes. $5,162 of the junior subordinated debentures were treated as Tier 1 capital for regulatory capital purposes as of December 31, 2015. $5,017 of the junior subordinated debentures were treated as Tier 1 capital for regulatory capital purposes as of December 31, 2014. As a result of the acquisition of American Community these

liabilities were recorded at fair value at the acquisition date with the discount amortizing into interest expense over the life of the liability, ultimately accreting to the issuance amount disclosed below.

The following table summarizes the terms of each issuance:

	Date of Issuance	Issuance Amount	Carrying Amount at December 31, 2015	Variable Rate	Rate as of December 31, 2015	Rate as of December 31, 2014	Maturity Date
ACB Trust I	5/6/2005	$5,155	$3,369	90 day LIBOR + 2.15%	2.76%	2.41%	May, 2035
ACB Trust II	7/15/2005	3,093	1,955	90 day LIBOR + 1.85%	2.23%	2.08%	July, 2035

See also Note 5 regarding the capital lease obligation.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 8 – Shareholders’ Equity

Banks and bank holding companies are subject to regulatory capital requirements administered by federal banking agencies. Capital adequacy guidelines and, additionally for banks, prompt corrective action regulations, involve quantitative measures of assets, liabilities, and certain off balance sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators. Failure to meet capital requirements can initiate regulatory action. The final rules implementing Basel Committee on Banking Supervision's capital guidelines for U.S. banks (Basel III rules) became effective for the Company on January 1, 2015 with full compliance with all of the requirements being phased in over a multi- year schedule and fully phased in by January 1, 2019. The net unrealized gain or loss on available for sale securities is not included in computing regulatory capital. Capital amounts and ratios for December 31, 2014 are calculated using Basel I rules. Management believes beginning January 1, 2015, the Company and Bank meet all capital adequacy requirements to which they are subject.
Prompt corrective action regulations provide five classifications, including well-capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized, although these terms are not used to represent overall financial condition. If adequately capitalized, regulatory approval is required to accept brokered deposits. If undercapitalized, capital distributions are limited, as is asset growth and expansion, and capital restoration plans are required. At year end 2015 and 2014, the most recent regulatory notifications categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the institution's category.
At December 31, 2015, consolidated and bank actual capital and minimum required levels are presented below:

	Actual:			Minimum Required For Capital Adequacy Purposes:			Minimum Required To Be Well-Capitalized Under Prompt Corrective Action Regulations:		
	Amount	Ratio		Amount	Ratio		Amount	Ratio	
Total Capital (to Risk Weighted Assets)									
Consolidated	$247,825	13.71	%	$144,563	8.00	%	N/A	N/A	
Bank	217,723	12.08		144,228	8.00		$180,285	10.00	%
Tier 1 (Core) Capital (to Risk Weighted Assets)									
Consolidated	$233,387	12.92	%	$108,422	6.00	%	N/A	N/A	
Bank	203,285	11.28		108,171	6.00		$144,228	8.00	%
Common Tier 1, (CET 1) Capital Ratio (to Risk Weighted Assets)									
Consolidated	$228,233	12.63	%	$81,317	4.50	%	N/A	N/A	
Bank	203,285	11.28		81,128	4.50		$117,185	6.50	%
Tier 1 Capital (to Average Assets)									
Consolidated	$233,387	10.15	%	$92,001	4.00	%	N/A	N/A	
Bank	203,285	8.87		91,700	4.00		$114,625	5.00	%

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 8 – Shareholders' Equity (continued)

At December 31, 2014, consolidated and bank actual capital and minimum required levels are presented below:

	Actual:			Minimum Required For Capital Adequacy Purposes:			Minimum Required To Be Well-Capitalized Under Prompt Corrective Action Regulations:		
	Amount	Ratio		Amount	Ratio		Amount	Ratio	
Total Capital (to Risk Weighted Assets)									
Consolidated	$223,490	13.88	%	$128,823	8.00	%	N/A	N/A	
Bank	201,641	12.57		128,363	8.00		$160,454	10.00	%
Tier 1 Capital (to Risk Weighted Assets)									
Consolidated	$208,561	12.95	%	$64,412	4.00	%	N/A	N/A	
Bank	186,712	11.64		64,182	4.00		$96,272	6.00	%
Tier 1 Capital (to Average Assets)									
Consolidated	$208,561	9.57	%	$87,214	4.00	%	N/A	N/A	
Bank	186,712	8.59		86,915	4.00		$108,644	5.00	%

The bank at year end 2015 and 2014 was categorized as well-capitalized. There have been no conditions or events that management believes has changed the classification of the bank under the prompt corrective action regulations since the last notification from regulators. Regulations require the maintenance of certain capital levels at the bank, and may limit the dividends payable by the affiliate to the holding company, or by the holding company to its shareholders. At December 31, 2015 the bank had $31,000 in retained earnings available for payment of dividends to the parent company without prior regulatory approval.

Equity Plans and Equity Based Compensation

The Company maintains three equity incentive plans under which stock options, restricted stock, and other equity incentive awards can be granted. At December 31, 2015, the Company has reserved 314,393 shares of Common Stock (as adjusted for subsequent stock dividends and subject to further customary anti-dilution adjustments) for the purpose of issuance pursuant to outstanding and future grants of options, restricted stock, and other equity awards to officers, directors and other employees of the Company.

Stock Options

Options may be designated as incentive stock options or as nonqualified stock options. While the date after which options are first exercisable is determined by the appropriate committee of the Board of Directors of the Company or, in the case of options granted to directors, by the Board of Directors, no stock option may be exercised after ten years from the date of grant (twenty years in the case of nonqualified stock options). The exercise price of stock options granted pursuant to the plans must be no less than the fair market value of the Common Stock on the date of the grant.

The plans authorize an optionee to pay the exercise price of options in cash or in common shares of the Company or in some combination of cash and common shares. An optionee may tender already-owned common shares to the Company in exercise of an option. Certain of these plans authorize an optionee to surrender the value of an unexercised option in payment of an equivalent amount of the exercise price of the option. The Company typically

issues authorized but unissued common shares upon the exercise of options.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 8 – Shareholders' Equity (continued)

The following table presents activity for stock options under the Company's equity incentive plan for 2015:

	Year Ended December 31, 2015			
	Number of Options	Weighted Average Price of Options	Weighted Average Life of Options (in years)	Aggregate Intrinsic Value
Outstanding at Beginning of Period	51,517	$16.70		
Granted	—	—		
Exercised	(44,500)	17.24		
Forfeited	—	—		
Expired	—	—		
Outstanding and Exercisable at End of Period	7,017	$13.25	0.42	$141

The following table presents information related to stock options under the Company's equity incentive plan during the years ended 2015, 2014 and 2013:

	2015	2014	2013
Intrinsic Value of Options Exercised	$559	$221	$49
Cash Received from Option Exercises	$—	$—	$—
Tax Benefit of Option Exercises	$224	$76	$20
Weighted Average Fair Value of Options Granted	$—	$—	$—

The intrinsic value for stock options is calculated based on the exercise price of the underlying awards and the market price of common stock as of the reporting date.

During 2015, 2014 and 2013, the Company granted no options, and recorded no stock compensation expense related to option grants. The Company recorded no other stock compensation expense applicable to options during the years ended December 31, 2015, 2014 and 2013 because all outstanding options were fully vested prior to 2007.

Restricted Stock

During the periods presented, awards of long-term incentives were granted in the form of restricted stock. Awards that were granted to management and selected other employees under a management and employee incentive plan were granted in tandem with cash credit entitlements (typically in the form of 60% restricted stock grants and 40% cash credit entitlements). The management and employee restricted stock grants and tandem cash credit entitlements awarded will vest in three equal installments of 33.3% with the first annual vesting on December 5th of the year of the grant and on December 5th of the next two succeeding years. Awards that were granted to directors as additional retainer for their services do not include any cash credit entitlement. These director restricted stock grants are subject to forfeiture in the event that the recipient of the grant does not continue in service as a director of the Company through December 5th of the year after grant or do not satisfy certain meeting attendance requirements, at which time they generally vest 100 percent. For measuring compensation costs, restricted stock awards are valued based upon the market value of the common shares on the date of grant.

The following table presents expense recorded for restricted stock and cash entitlements as well as the related tax effect for the years ended 2015, 2014, and 2013:

	2015	2014	2013
Restricted Stock Expense	$963	$627	$329
Cash Entitlement Expense	580	393	217
Tax Effect	(615)	(413)	(221)
Net of Tax	$928	$607	$325

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 8 – Shareholders' Equity (continued)

Unrecognized expense associated with the restricted stock grants and cash entitlements totaled $1,542, $1,516, and $942 as of December 31, 2015, 2014, and 2013, respectively.

The following table presents information on restricted stock grants outstanding for the period shown:

	Year Ended December 31, 2015	
	Restricted Shares	Weighted Average Market Price at Grant
Outstanding at Beginning of Period	34,327	$27.62
Granted	37,583	29.40
Issued and Vested	(34,640)	27.54
Forfeited	(2,757)	28.44
Outstanding at End of Period	34,513	$29.79

Employee Stock Purchase Plan

The Company maintains an Employee Stock Purchase Plan whereby eligible employees have the option to purchase the Company’s common stock at a discount. The purchase price of the shares under this Plan has been set at 95% of the fair market value of the Company’s common stock as of the last day of the plan year. The plan provided for the purchase of up to 500,000 shares of common stock, which the Company may obtain by purchases on the open market or from private sources, or by issuing authorized but unissued common shares. Funding for the purchase of common stock is from employee and Company contributions.

The Employee Stock Purchase Plan is not considered compensatory. $22 of expense, $13 net of tax, was recorded for the employee stock purchase plan in 2015. There was no expense recorded for the employee stock purchase plan in 2014 or 2013 nor was there any unrecognized compensation expense as of December 31, 2015 and 2014 for the Employee Stock Purchase Plan.

Stock Repurchase Plan

On April 26, 2001, the Company announced that its Board of Directors approved a stock repurchase program for up to 607,754 of the outstanding Common Shares of the Company. Shares may be purchased from time to time in the open market and in large block privately negotiated transactions. The Company is not obligated to purchase any shares under the program, and the program may be discontinued at any time before the maximum number of shares specified by the program are purchased. The Board of Directors established no expiration date for this program. As of December 31, 2015, the Company had purchased 334,965 shares under the program. No shares were purchased under the program during the years ended December 31, 2015, 2014 and 2013.

NOTE 9 – Employee Benefit Plans

The Company provides a contributory trusteed 401(k) deferred compensation and profit sharing plan, which covers substantially all employees. The Company agrees to match certain employee contributions under the 401(k) portion of the plan, while profit sharing contributions are discretionary and are subject to determination by the Board of Directors. Company contributions were $999, $926, and $882 for 2015, 2014, and 2013, respectively.

The Company self-insures employee health benefits. Stop loss insurance covers annual losses exceeding $125 per covered family. Management's policy is to establish a reserve for claims not submitted by a charge to earnings based on prior experience. Charges to earnings were $2,666, $2,066, and $2,599 for 2015, 2014, and 2013, respectively.

The Company maintains deferred compensation plans for the benefit of certain directors and officers. Under the plans, the Company agrees in return for the directors and officers deferring the receipt of a portion of their current compensation, to pay a retirement benefit computed as the amount of the compensation deferred plus accrued interest at a variable rate. Accrued benefits payable totaled $1,568 and $1,699 at December 31, 2015 and 2014. Deferred compensation expense was $149, $172, and $173 for 2015, 2014, and 2013, respectively. In conjunction with the plans, the Company purchased life insurance on certain directors and officers.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 9 – Employee Benefit Plans (continued)

The Company entered into early retirement agreements with certain officers of the Company. Accrued benefits payable as a result of the agreements totaled $267 and $254 at December 31, 2015 and 2014, respectively. Expense associated with these agreements totaled $215, $77, and $166 during 2015, 2014, and 2013, respectively. The benefits under the agreements will be paid through 2018.

Postretirement Medical and Life Benefit Plan

The Company has an unfunded postretirement benefit plan covering substantially all of its employees. The medical plan is contributory with the participants' contributions adjusted annually; the life insurance plans are noncontributory.

Changes in Accumulated Postretirement Benefit Obligations:	2015	2014
Obligation at the Beginning of Year	$746	$671
Unrecognized Loss (Gain)	22	46
Components of Net Periodic Postretirement Benefit Cost		
Service Cost	42	41
Interest Cost	26	28
Net Expected Benefit Payments	(53)	(40)
Obligation at End of Year	$783	$746

Components of Postretirement Benefit Expense:	2015	2014	2013
Service Cost	$42	$41	$40
Interest Cost	26	28	23
Amortization of Unrecognized Net (Gain) Loss	5	—	4
Net Postretirement Benefit Expense	73	69	67
Net (Gain) Loss During Period Recognized in Other Comprehensive Income (Loss)	17	46	(37)
Total Recognized in Net Postretirement Benefit Expense and Other Comprehensive Income	$90	$115	$30

Assumptions Used to Determine Net Periodic Cost and Benefit Obligations:	2015	2014	2013
Discount Rate	3.82%	3.62%	4.31%

Assumed Health Care Cost Trend Rates at Year-end:	2015	2014
Health Care Cost Trend Rate Assumed for Next Year	8.00%	8.00%
Rate that the Cost Trend Rate Gradually Declines to	5.00%	5.00%
Year that the Rate Reaches the Rate it is Assumed to Remain at	2021	2020

Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans. A one-percentage-point change in assumed health care cost trend rates would have the following effects as of December 31, 2015:

	One-Percentage-Point Increase	One-Percentage-Point Decrease

Effect on Total of Service and Interest Cost	$6	$(5)
Effect on Postretirement Benefit Obligation	$43	$(39)

Contributions
The Company expects to contribute $62 to its postretirement medical and life insurance plan in 2016.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 9 – Employee Benefit Plans (continued)

Estimated Future Benefits
The following postretirement benefit payments, which reflect expected future service, are expected to be paid:

2016	$62
2017	71
2018	76
2019	76
2020	81
2021-2025	356

NOTE 10 – Income Taxes

The provision for income taxes consists of the following:	2015	2014	2013
Current Federal	$11,407	$9,179	$9,103
Current State	898	393	648
Deferred Federal	(920)	1,928	1,090
Deferred State	221	569	623
Total	$11,606	$12,069	$11,464

Income tax expense is reconciled to the 35% statutory rate applied to the pre-tax income for the years presented in the table below:

	2015	2014	2013
Statutory Rate Times Pre-tax Income	$14,585	$14,145	$12,907
Add (Subtract) the Tax Effect of:			
Income from Tax-exempt Loans and Investments	(2,250)	(1,697)	(1,157)
State Income Tax, Net of Federal Tax Effect	727	625	826
General Business Tax Credits	(750)	(562)	(556)
Company Owned Life Insurance	(296)	(289)	(338)
Gain on United Commerce Bancorp Stock	—	—	(120)
Other Differences	(410)	(153)	(98)
Total Income Taxes	$11,606	$12,069	$11,464

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 10 – Income Taxes (continued)

The net deferred tax asset (liability) at December 31 consists of the following:

	2015	2014
Deferred Tax Assets:		
Allowance for Loan Losses	$4,913	$5,028
Deferred Compensation and Employee Benefits	1,030	1,041
Other-than-temporary Impairment	378	378
Accrued Expenses	641	600
Business Combination Fair Value Adjustments	376	197
Pension and Postretirement Plans	57	45
Other Real Estate Owned	133	214
Non-Accrual Loan Interest Income	255	228
Net Operating Loss Carryforward	7	24
Other	352	209
Total Deferred Tax Assets	8,142	7,964
Deferred Tax Liabilities:		
Depreciation	(800)	(1,269)
Leasing Activities, Net	(8,970)	(9,773)
Unrealized Gain on Securities	(2,150)	(1,654)
FHLB Stock Dividends	(235)	(251)
Prepaid Expenses	(502)	(434)
Intangibles	(353)	(508)
Deferred Loan Fees	(591)	(515)
General Business Tax Credits	(178)	(49)
Other	(1,044)	(407)
Total Deferred Tax Liabilities	(14,823)	(14,860)
Valuation Allowance	—	—
Net Deferred Tax Liability	$(6,681)	$(6,896)

The Company has a state net operating loss carryforward of $867. This carryforward expires in 2026.

Under the Internal Revenue Code, through 1996 two acquired banking companies, which are now a part of the Company’s single banking subsidiary, were allowed a special bad debt deduction related to additions to tax bad debt reserves established for the purpose of absorbing losses. The acquired banks were formerly known as Peoples Community Bank (acquired in October 2005) and First American Bank (acquired in January 1999). Subject to certain limitations, these Banks were permitted to deduct from taxable income an allowance for bad debts based on a percentage of taxable income before such deductions or actual loss experience. The Banks generally computed its annual addition to its bad debt reserves using the percentage of taxable income method; however, due to certain limitations in 1996, the Banks were only allowed a deduction based on actual loss experience.

Retained earnings at December 31, 2015, include approximately $2,995 for which no provision for federal income taxes has been made. This amount represents allocations of income for allowable bad debt deductions. Reduction of amounts so allocated for purposes other than tax bad debt losses will create taxable income, which will be subject to the then current corporate income tax rate. It is not contemplated that amounts allocated to bad debt deductions will be used in any manner to create taxable income. The unrecorded deferred income tax liability on the above amount at December 31, 2015 was approximately $1,048.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 10 – Income Taxes (continued)

Unrecognized Tax Benefits

The Company had no unrecognized tax benefits as of December 31, 2015, 2014, and 2013, and did not recognize any increase in unrecognized benefits during 2015 relative to any tax positions taken in 2015. Should the accrual of any interest or penalties relative to unrecognized tax benefits be necessary, it is the Company's policy to record such accruals in its income tax expense accounts; no such accruals existed as of December 31, 2015, 2014, and 2013. The Company and its corporate subsidiaries file a consolidated U.S. Federal income tax return, which is subject to examination for all years after 2011. The Company and its corporate subsidiaries doing business in Indiana file a combined Indiana unitary return, which is subject to examination for all years after 2011.

NOTE 11 – Per Share Data

The computation of Basic Earnings per Share and Diluted Earnings per Share are provided below:

	2015	2014	2013
Basic Earnings per Share:			
Net Income	$30,064	$28,344	$25,413
Weighted Average Shares Outstanding	13,255,002	13,202,822	12,786,065
Basic Earnings per Share	$2.27	$2.15	$1.99
Diluted Earnings per Share:			
Net Income	$30,064	$28,344	$25,413
Weighted Average Shares Outstanding	13,255,002	13,202,822	12,786,065
Stock Options, Net	3,914	20,356	21,613
Diluted Weighted Average Shares Outstanding	13,258,916	13,223,178	12,807,678
Diluted Earnings per Share	$2.27	$2.14	$1.98

There were no anti-dilutive shares at December 31, 2015, 2014, and 2013.

NOTE 12 – Lease Commitments

The total rental expense for all operating leases for the years ended December 31, 2015, 2014 and 2013 was $753, $652, and $558 respectively, including amounts paid under short-term cancelable leases.

The following is a schedule of future minimum lease payments for premises and equipment at year end 2015:

2016	$664
2017	421
2018	281
2019	229
2020	178
Thereafter	1,260
Total	$3,033

NOTE 13 – Commitments and Off-balance Sheet Items

In the normal course of business, there are various commitments and contingent liabilities, such as commitments to extend credit and commitments to sell loans, which are not reflected in the accompanying consolidated financial statements. The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instruments for commitments to make loans and standby letters of credit is represented by the contractual amount of those instruments. The Company uses the same credit policy to make commitments as it uses for on-balance sheet items.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 13 – Commitments and Off-balance Sheet Items (continued)

The Company's exposure to credit risk for commitments to sell loans is dependent upon the ability of the counter-party to purchase the loans. This is generally assured by the use of government sponsored entity counterparts. These commitments are subject to market risk resulting from fluctuations in interest rates.

Commitments and contingent liabilities are summarized as follows, at December 31:

	2015		2014	
	Fixed Rate	Variable Rate	Fixed Rate	Variable Rate
Commitments to Fund Loans:				
Consumer Lines	$8,590	$178,828	$7,642	$167,164
Commercial Operating Lines	14,280	215,244	15,544	217,691
Residential Mortgages	14,588	66	11,117	123
Total Commitments to Fund Loans	$37,458	$394,138	$34,303	$384,978
Commitments to Sell Loans:				
Mandatory	$—	$—	$140	$—
Non-mandatory	$25,925	$—	$17,199	$—
Standby Letters of Credit	$1,075	$5,944	$613	$5,405

The fixed rate commitments to fund loans have interest rates ranging from 0.00% to 18.00% and maturities ranging from less than 1 year to 32 years. Since many commitments to make loans expire without being used, these amounts do not necessarily represent future cash commitments. Collateral obtained upon exercise of the commitment is determined using management's credit evaluation of the borrower, and may include accounts receivable, inventory, property, land, and other items.

NOTE 14 – Fair Value

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair values:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The Company used the following methods and significant assumptions to estimate the fair value of each type of financial instrument:

Investment Securities: The fair values for investment securities are determined by quoted market prices, if available (Level 1). For securities where quoted prices are not available, fair values are calculated based on market prices of similar securities (Level 2). For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators (Level 3). Level 3 pricing is obtained from a third-party based upon similar trades that are not traded frequently without adjustment by the Company. At December 31, 2015, the Company held $9.4 million in Level 3 securities which consist of $9.0 million of non-rated Obligations of State and Political Subdivisions and $353 thousand of equity securities that are not actively traded. Absent the credit rating, significant assumptions must be made such that the credit risk input becomes an unobservable input and thus these securities are reported by the Company in a Level 3 classification.

Derivatives: The fair values of derivatives are based on valuation models using observable market data as of the measurement date (Level 2).

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 14 – Fair Value (continued)

Impaired Loans: Fair values for impaired collateral dependent loans are generally based on appraisals obtained from licensed real estate appraisers and in certain circumstances consideration of offers obtained to purchase properties prior to foreclosure. Appraisals for commercial real estate generally use three methods to derive value: cost, sales or market comparison and income approach. The cost method bases value in the cost to replace the current property. Value of market comparison approach evaluates the sales price of similar properties in the same market area. The income approach considers net operating income generated by the property and an investor's required return. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Comparable sales adjustments are based on known sales prices of similar type and similar use properties and duration of time that the property has been on the market to sell. Such adjustments made in the appraisal process are typically significant and result in a Level 3 classification of the inputs for determining fair value.

Appraisals for both collateral-dependent impaired loans and other real estate owned are performed by certified general appraisers (for commercial properties) or certified residential appraisers (for residential properties) whose qualifications and licenses have been reviewed and verified by the Company. Once received, a member of the Company’s Risk Management Area reviews the assumptions and approaches utilized in the appraisal. In determining the value of impaired collateral dependent loans and other real estate owned, significant unobservable inputs may be used which include: physical condition of comparable properties sold, net operating income generated by the property and investor rates of return.

Other Real Estate: Nonrecurring adjustments to certain commercial and residential real estate properties classified as other real estate (ORE) are measured at the lower of carrying amount or fair value, less costs to sell. Fair values are generally based on third party appraisals of the property utilizing similar techniques as discussed above for Impaired Loans, resulting in a Level 3 classification. In cases where the carrying amount exceeds the fair value, less costs to sell, impairment loss is recognized.

Loans Held-for-Sale: The fair values of loans held for sale are determined by using quoted prices for similar assets, adjusted for specific attributes of that loan resulting in a Level 2 classification.

Assets and Liabilities Measured on a Recurring Basis

Assets and liabilities measured at fair value on a recurring basis, including financial assets and liabilities for which the Company has elected the fair value option, are summarized below:

	Fair Value Measurements at December 31, 2015 Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets:				
U.S. Treasury and Agency Securities	$—	$9,898	$—	$9,898
Obligations of State and Political Subdivisions	—	194,608	9,020	203,628
Mortgage-backed Securities-Residential	—	423,961	—	423,961
Equity Securities	—	—	353	353
Total Securities	$—	$628,467	$9,373	$637,840

Loans Held-for-Sale	$—	$10,762	$—	$10,762
Derivative Assets	$—	$1,201	$—	$1,201
Derivative Liabilities	$—	$1,232	$—	$1,232

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 14 – Fair Value (continued)

	Fair Value Measurements at December 31, 2014 Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets:				
U.S. Treasury and Agency Securities	$—	$19,561	$—	$19,561
Obligations of State and Political Subdivisions	—	143,636	10,141	153,777
Mortgage-backed Securities-Residential	—	457,304	—	457,304
Equity Securities	—	—	353	353
Total Securities	$—	$620,501	$10,494	$630,995
Loans Held-for-Sale	$—	$6,311	$—	$6,311
Derivative Assets	$—	$507	$—	$507
Derivative Liabilities	$—	$508	$—	$508

There were no transfers between Level 1 and Level 2 for the periods ended December 31, 2015 and 2014.

At December 31, 2015, the aggregate fair value of the Loans Held-for-Sale was $10,762, aggregate contractual principal balance was $10,559 with a difference of $203. At December 31, 2014, the aggregate fair value of the Loans Held-for-Sale was $6,311, aggregate contractual principal balance was $6,227 with a difference of $84.

The table below presents a reconciliation of all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the years ended December 31, 2015 and 2014:

	Obligations of State and Political Subdivisions		Equity Securities	
	2015	2014	2015	2014
Balance of Recurring Level 3 Assets at January 1	$10,141	$10,832	$353	$353
Total Gains or Losses (realized/unrealized) Included in Other Comprehensive Income	(6)	164	—	—
Maturities / Calls	(1,115)	(855)	—	—
Purchases	—	—	—	—
Balance of Recurring Level 3 Assets at December 31	$9,020	$10,141	$353	$353

Of the total gain/loss included in earnings for the year ended December 31, 2015, ($6) was attributable to other changes in fair value. Of the total gain/loss included in earnings for the year ended December 31, 2014, $164 was attributable to other changes in fair value. The years ended December 31, 2015 and December 31, 2014 included no gain/loss attributable to interest income on securities.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 14 – Fair Value (continued)

Assets and Liabilities Measured on a Non-Recurring Basis

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

	Fair Value Measurements at December 31, 2015 Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets:				
Impaired Loans				
Commercial and Industrial Loans	$—	$—	$ 15	$ 15
Commercial Real Estate Loans	—	—	960	960
Other Real Estate				
Commercial Real Estate	—	—	—	—

	Fair Value Measurements at December 31, 2014 Using			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets:				
Impaired Loans				
Commercial and Industrial Loans	$—	$—	$ —	$—
Commercial Real Estate Loans	—	—	1,504	1,504
Other Real Estate				
Commercial Real Estate	—	—	68	68

Impaired loans, which are measured for impairment using the fair value of the collateral for collateral dependent loans, had a carrying amount of $2,148 with a valuation allowance of $1,173, resulting in a decrease to the provision for loan losses of $286 for the year ended December 31, 2015. Impaired loans, which are measured for impairment using the fair value of the collateral for collateral dependent loans, had a carrying amount of $3,043 with a valuation allowance of $1,539, resulting in an additional provision for loan losses of $261 for the year ended December 31, 2014.

There was no Other Real Estate carried at fair value less costs to sell at December 31, 2015. No charge to earnings was included in the year ended December 31, 2015. Other Real Estate which is measured at the lower of carrying or fair value less costs to sell had a carrying value of $68 at December 31, 2014. A charge to earnings through Other Operating Income of $104 was included in the year ended December 31, 2014.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 14 – Fair Value (continued)

The following table presents quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis at December 31, 2015 and 2014:

December 31, 2015	Fair Value	Valuation Technique(s)	Unobservable Input(s)	Range (Weighted Average)
Impaired Loans - Commercial and Industrial Loans	$15	Sales comparison approach	Adjustment for physical condition of comparable properties sold	82% - 100% (82%)
Impaired Loans - Commercial Real Estate Loans	$960	Sales comparison approach	Adjustment for physical condition of comparable properties sold	30% - 86% (55%)

December 31, 2014	Fair Value	Valuation Technique(s)	Unobservable Input(s)	Range (Weighted Average)
Impaired Loans - Commercial Real Estate Loans	$1,504	Sales comparison approach	Adjustment for physical condition of comparable properties sold	30% - 86% (71%)
Other Real Estate - Commercial Real Estate Loans	$68	Sales comparison approach	Adjustment for physical condition of comparable properties sold	55% (55%)

The carrying amounts and estimated fair values of the Company’s financial instruments not previously presented are provided in the tables below for the periods ending December 31, 2015 and 2014. Not all of the Company’s assets and liabilities are considered financial instruments, and therefore are not included in the table. Because no active market exists for a significant portion of the Company’s financial instruments, fair value estimates were based on subjective judgments, and therefore cannot be determined with precision.

		Fair Value Measurements at December 31, 2015 Using			
	Carrying Value	Level 1	Level 2	Level 3	Total
Financial Assets:					
Cash and Short-term Investments	$ 52,009	$36,062	$15,947	$—	$52,009
Securities Held-to-Maturity	95	—	95	—	95
Loans, Net	1,548,934	—	—	1,551,497	1,551,497
FHLB Stock and Other Restricted Stock	8,571	N/A	N/A	N/A	N/A
Accrued Interest Receivable	8,803	—	2,722	6,081	8,803
Financial Liabilities:					
Demand, Savings, and Money Market Deposits	(1,520,340)	(1,520,340)	—	—	(1,520,340)
Time Deposits	(306,036)	—	(305,965)	—	(305,965)
Short-term Borrowings	(177,717)	—	(177,717)	—	(177,717)
Long-term Debt	(95,606)	—	(90,473)	(5,538)	(96,011)
Accrued Interest Payable	(676)	—	(668)	(8)	(676)

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 14 – Fair Value (continued)

	Carrying Value	Fair Value Measurements at December 31, 2014 Using			
		Level 1	Level 2	Level 3	Total
Financial Assets:					
Cash and Short-term Investments	$42,546	$33,481	$9,065	$—	$42,546
Securities Held-to-Maturity	184	—	186	—	186
Loans, Net	1,431,549	—	—	1,432,622	1,432,622
FHLB Stock and Other Restricted Stock	7,040	N/A	N/A	N/A	N/A
Accrued Interest Receivable	8,162	—	2,240	5,922	8,162
Financial Liabilities:					
Demand, Savings, and Money Market Deposits	(1,446,336)	(1,446,336)	—	—	(1,446,336)
Time Deposits	(333,425)	—	(335,134)	—	(335,134)
Short-term Borrowings	(141,473)	—	(141,473)	—	(141,473)
Long-term Debt	(64,591)	—	(60,289)	(5,429)	(65,718)
Accrued Interest Payable	(754)	—	(704)	(50)	(754)

Cash and Short-Term Investments:
The carrying amount of cash and short-term investments approximate fair values and are classified as Level 1 or Level 2.

Securities Held-to-Maturity:
The fair values for investment securities are determined by quoted market prices, if available (Level 1). For securities where quoted prices are not available, fair values are calculated based on market prices of similar securities (Level 2).

FHLB Stock and Other Restricted Stock:
It is not practical to determine the fair values of FHLB stock and other restricted stock due to restrictions placed on their transferability.

Loans:
Fair values of loans, excluding loans held for sale and collateral dependent impaired loans carried at fair value, are estimated as follows: For variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values resulting in a Level 3 classification. Fair values for other loans are estimated using discounted cash flow analysis, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality resulting in a Level 3 classification. Impaired loans are valued as described previously. The methods utilized to estimate fair value of loans do not necessarily represent an exit price.

Accrued Interest Receivable:
The carrying amount of accrued interest approximates fair value resulting in a Level 2 or Level 3 classification consistent with the asset they are associated with.

Deposits:
The fair values disclosed for demand deposits (e.g., interest and non-interest checking, savings and certain types of money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amount) resulting in a Level 1 classification. Fair values for fixed rate time deposits are estimated using a

discounted cash flows calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits resulting in a Level 2 classification.

Short-term Borrowings:
The carrying amounts of federal funds purchased, borrowings under repurchase agreements, and other short-term borrowings, generally maturing within ninety days, approximate their fair values resulting in a Level 2 classification.

Long-Term Debt:
The fair values of the Company's long-term borrowings are estimated using discounted cash flow analyses based on the current borrowing rates for similar types of borrowing arrangements resulting in a Level 2 classification.

The fair values of the Company's subordinated debentures are estimated using discounted cash flow analyses based on the current borrowing rates for similar types of borrowing arrangements resulting in a Level 3 classification.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 14 – Fair Value (continued)

Accrued Interest Payable:
The carrying amount of accrued interest approximates fair value resulting in a Level 2 or Level 3 classification consistent with the liability they are associated with.

NOTE 15 – Segment Information

The Company’s operations include three primary segments: core banking, trust and investment advisory services, and insurance operations. The core banking segment involves attracting deposits from the general public and using such funds to originate consumer, commercial and agricultural, commercial and agricultural real estate, and residential mortgage loans, primarily in the Company’s local markets. The core banking segment also involves the sale of residential mortgage loans in the secondary market. The trust and investment advisory services segment involves providing trust, investment advisory, and brokerage services to customers. The insurance segment offers a full range of personal and corporate property and casualty insurance products, primarily in the Company’s banking subsidiary’s local markets.

The core banking segment is comprised by the Company’s banking subsidiary, German American Bancorp, which operated through 37 banking offices at December 31, 2015. Net interest income from loans and investments funded by deposits and borrowings is the primary revenue for the core-banking segment. The trust and investment advisory services segment’s revenues are comprised primarily of fees generated by the trust operations of the Company's banking subsidiary and by German American Investment Services, Inc. These fees are derived by providing trust, investment advisory, and brokerage services to its customers. The insurance segment primarily consists of German American Insurance, Inc., which provides a full line of personal and corporate insurance products. Commissions derived from the sale of insurance products are the primary source of revenue for the insurance segment.

The following segment financial information has been derived from the internal financial statements of the Company which are used by management to monitor and manage financial performance. The accounting policies of the three segments are the same as those of the Company. The evaluation process for segments does not include holding company income and expense. Holding company amounts are the primary differences between segment amounts and consolidated totals, and are reflected in the column labeled “Other” below, along with amounts to eliminate transactions between segments.

	Core Banking	Trust and Investment Advisory Services	Insurance	Other	Consolidated Totals
Year Ended December 31, 2015					
Net Interest Income	$75,939	$8	$6	$(401)	$75,552
Net Gains on Sales of Loans	2,959	—	—	—	2,959
Net Gains on Securities	698	—	—	27	725
Trust and Investment Product Fees	3	3,957	—	(3)	3,957
Insurance Revenues	24	33	7,432	—	7,489
Noncash Items:					
Provision for Loan Losses	—	—	—	—	—
Depreciation and Amortization	3,994	13	107	150	4,264
Income Tax Expense (Benefit)	11,836	(24)	663	(869)	11,606
Segment Profit (Loss)	29,461	(70)	1,003	(330)	30,064

Segment Assets at December 31, 2015	2,367,296	1,338	7,022	(1,955)	2,373,701

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 15 – Segment Information (continued)

	Core Banking	Trust and Investment Advisory Services	Insurance	Other	Consolidated Totals
Year Ended December 31, 2014					
Net Interest Income	$74,801	$16	$4	$(482)	$74,339
Net Gains on Sales of Loans	1,892	—	—	—	1,892
Net Gains on Securities	1,481	—	—	—	1,481
Trust and Investment Product Fees	4	3,671	—	—	3,675
Insurance Revenues	29	38	7,188	—	7,255
Noncash Items:					
Provision for Loan Losses	150	—	—	—	150
Depreciation and Amortization	4,527	23	110	150	4,810
Income Tax Expense (Benefit)	12,258	(156)	737	(770)	12,069
Segment Profit (Loss)	27,589	(259)	1,059	(45)	28,344
Segment Assets at December 31, 2014	2,242,456	11,401	6,429	(23,187)	2,237,099

	Core Banking	Trust and Investment Advisory Services	Insurance	Other	Consolidated Totals
Year Ended December 31, 2013					
Net Interest Income	$69,634	$21	$17	$(1,155)	$68,517
Net Gains on Sales of Loans	2,645	—	—	—	2,645
Net Gains on Securities	2,065	—	—	364	2,429
Trust and Investment Product Fees	6	3,355	—	(3)	3,358
Insurance Revenues	39	31	6,147	—	6,217
Noncash Items:					
Provision for Loan Losses	350	—	—	—	350
Depreciation and Amortization	3,944	28	339	150	4,461
Income Tax Expense (Benefit)	12,387	(32)	320	(1,211)	11,464
Segment Profit (Loss)	25,389	(70)	425	(331)	25,413
Segment Assets at December 31, 2013	2,171,837	11,663	5,636	(25,309)	2,163,827

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 16 – Parent Company Financial Statements

The condensed financial statements of German American Bancorp, Inc. are presented below:

CONDENSED BALANCE SHEETS

	December 31,	
	2015	2014
ASSETS		
Cash	$19,112	$18,726
Securities Available-for-Sale, at Fair Value	353	353
Investment in Subsidiary Bank	227,417	211,988
Investment in Non-banking Subsidiaries	4,399	4,792
Other Assets	11,030	5,613
Total Assets	$262,311	$241,472
LIABILITIES		
Borrowings	$5,324	$9,174
Other Liabilities	4,639	3,474
Total Liabilities	9,963	12,648
SHAREHOLDERS’ EQUITY		
Common Stock	13,279	13,216
Additional Paid-in Capital	110,145	108,660
Retained Earnings	125,112	104,058
Accumulated Other Comprehensive Income	3,812	2,890
Total Shareholders’ Equity	252,348	228,824
Total Liabilities and Shareholders’ Equity	$262,311	$241,472

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 16 – Parent Company Financial Statements (continued)

CONDENSED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

	Years Ended December 31,		
	2015	2014	2013
INCOME			
Dividends from Subsidiaries			
Bank	$15,900	$20,000	$14,000
Non-bank	1,504	—	1,500
Interest Income	30	27	31
Net Gain on Securities	—	—	343
Other Income	21	25	75
Total Income	17,455	20,052	15,949
EXPENSES			
Salaries and Employee Benefits	500	462	824
Professional Fees	667	316	485
Occupancy and Equipment Expense	8	7	7
Interest Expense	491	580	1,246
Other Expenses	729	632	615
Total Expenses	2,395	1,997	3,177
INCOME BEFORE INCOME TAXES AND EQUITY IN UNDISTRIBUTED INCOME OF SUBSIDIARIES	15,060	18,055	12,772
Income Tax Benefit	893	791	1,235
INCOME BEFORE EQUITY IN UNDISTRIBUTED INCOME OF SUBSIDIARIES	15,953	18,846	14,007
Equity in Undistributed Income of Subsidiaries	14,111	9,498	11,406
NET INCOME	30,064	28,344	25,413
Other Comprehensive Income:			
Changes in Unrealized Gain (Loss) on Securities, Available-for-Sale	932	8,189	(15,874)
Changes in Unrecognized Amounts in Pension, Net	—	—	231
Changes in Unrecognized Loss in Postretirement Benefit Obligation, Net	(10)	(36)	29
TOTAL COMPREHENSIVE INCOME	$30,986	$36,497	$9,799

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 16 – Parent Company Financial Statements (continued)

CONDENSED STATEMENTS OF CASH FLOWS

	Years Ended December 31,		
	2015	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES			
Net Income	$30,064	$28,344	$25,413
Adjustments to Reconcile Net Income to Net Cash from Operations			
(Gain) on Securities, Net	—	—	(343)
Change in Other Assets	(5,331)	654	283
Change in Other Liabilities	1,226	275	(538)
Equity Based Compensation	963	627	329
Excess Tax Benefit from Restricted Share Grant	89	40	28
Equity in Excess Undistributed Income of Subsidiaries	(14,111)	(9,498)	(11,406)
Net Cash from Operating Activities	12,900	20,442	13,766
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquire Banking Entity	—	—	(2,135)
Net Cash from Investing Activities	—	—	(2,135)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from Issuance of Long-term Debt	—	—	10,000
Repayment of Long-term Debt	(4,000)	(3,000)	(33,750)
Issuance of Common Stock	49	50	20
Employee Stock Purchase Plan	447	(37)	(9)
Dividends Paid	(9,010)	(8,450)	(7,670)
Net Cash from Financing Activities	(12,514)	(11,437)	(31,409)
Net Change in Cash and Cash Equivalents	386	9,005	(19,778)
Cash and Cash Equivalents at Beginning of Year	18,726	9,721	29,499
Cash and Cash Equivalents at End of Year	$19,112	$18,726	$9,721

NOTE 17 – Business Combinations, Goodwill and Intangible Assets

Goodwill

The changes in the carrying amount of goodwill for the periods ended December 31, 2015, 2014, and 2013, were classified as follows:

	2015	2014	2013
Beginning of Year	$20,536	$20,536	$18,865
Acquired Goodwill	—	—	1,671
Impairment	—	—	—
End of Year	$20,536	$20,536	$20,536

Of the $20,536 carrying amount of goodwill, $19,204 is allocated to the core banking segment and $1,332 is allocated to the insurance segment for the periods ended December 31, 2015, 2014 and 2013.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 17 – Business Combinations, Goodwill and Intangible Assets (continued)

Impairment exists when a reporting unit's carrying value of goodwill exceeds its fair value. At December 31, 2015, the Company's reporting units had positive equity and the Company elected to perform a qualitative assessment to determine if it was more likely than not that the fair value of the reporting units exceeded its carrying value, including goodwill. The qualitative assessment indicated that it was more likely than not that the fair value of the reporting unit exceeded its carrying value.

Acquired Intangible Assets

Acquired intangible assets were as follows as of year end:	2015	
	Gross Amount	Accumulated Amortization
Core Banking		
Core Deposit Intangible	$9,004	$7,748
Unidentified Branch Acquisition Intangible	257	257
Insurance		
Customer List	5,199	5,171
Total	$14,460	$13,176

Acquired intangible assets were as follows as of year end:	2014	
	Gross Amount	Accumulated Amortization
Core Banking		
Core Deposit Intangible	$9,004	$7,015
Unidentified Branch Acquisition Intangible	257	257
Insurance		
Customer List	5,199	5,114
Total	$14,460	$12,386

Amortization Expense was $790, $1,254 and $1,416, for 2015, 2014 and 2013.

Estimated amortization expense for each of the next five years is as follows:	
2016	$493
2017	323
2018	235
2019	148
2020	68

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 18 – Other Comprehensive Income (Loss)

The tables below summarize the changes in accumulated other comprehensive income (loss) by component for the years ending December 31, 2015 and 2014, net of tax:

December 31, 2015	Unrealized Gains and Losses on Available-for-Sale Securities	Postretirement Benefit Items	Total
Beginning Balance	$2,958	$(68)	$2,890
Other Comprehensive Income (Loss) Before Reclassification	1,403	(13)	1,390
Amounts Reclassified from Accumulated Other Comprehensive Income (Loss)	(471)	3	(468)
Net Current Period Other Comprehensive Income (Loss)	932	(10)	922
Ending Balance	$3,890	$(78)	$3,812

December 31, 2014	Unrealized Gains and Losses on Available-for-Sale Securities	Postretirement Benefit Items	Total
Beginning Balance	$(5,231)	$(32)	$(5,263)
Other Comprehensive Income (Loss) Before Reclassification	9,152	(66)	9,086
Amounts Reclassified from Accumulated Other Comprehensive Income (Loss)	(963)	30	(933)
Net Current Period Other Comprehensive Income (Loss)	8,189	(36)	8,153
Ending Balance	$2,958	$(68)	$2,890

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 18 – Other Comprehensive Income (Loss) (continued)

The table below summarizes the classifications out of accumulated other comprehensive income (loss) by component for the year ending December 31, 2015:

Details about Accumulated Other Comprehensive Income (Loss) Components	Amount Reclassified From Accumulated Other Comprehensive Income (Loss)		Affected Line Item in the Statement Where Net Income is Presented
Unrealized Gains and Losses on Available-for-Sale Securities	$725		Net Gain (Loss) on Securities
	(254	)	Income Tax Expense
	471		Net of Tax
Amortization of Defined Benefit Pension Items			
Prior Service Costs	$—		Salaries and Employee Benefits
Actuarial Gains (Losses)	—		Salaries and Employee Benefits
	—		Income Tax Expense
	—		Net of Tax
Amortization of Post Retirement Plan Items			
Actuarial Gains (Losses)	$(5	)	Salaries and Employee Benefits
	2		Income Tax Expense
	(3	)	Net of Tax
Total Reclassifications for the Period	$468		

The table below summarizes the classifications out of accumulated other comprehensive income (loss) by component for the year ending December 31, 2014:

Details about Accumulated Other Comprehensive Income (Loss) Components	Amount Reclassified From Accumulated Other Comprehensive Income (Loss)		Affected Line Item in the Statement Where Net Income is Presented
Unrealized Gains and Losses on Available-for-Sale Securities	$1,481		Net Gain (Loss) on Securities
	(518	)	Income Tax Expense
	963		Net of Tax
Amortization of Defined Benefit Pension Items			
Prior Service Costs	$—		Salaries and Employee Benefits
Actuarial Gains (Losses)	—		Salaries and Employee Benefits
	—		Income Tax Expense
	—		Net of Tax
Amortization of Post Retirement Plan Items			
Actuarial Gains (Losses)	$(50	)	Salaries and Employee Benefits
	20		Income Tax Expense
	(30	)	Net of Tax
Total Reclassifications for the Period	$933		

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 18 – Other Comprehensive Income (Loss) (continued)

The table below summarizes the classifications out of accumulated other comprehensive income (loss) by component for the year ending December 31, 2013:

Details about Accumulated Other Comprehensive Income (Loss) Components	Amount Reclassified From Accumulated Other Comprehensive Income (Loss)		Affected Line Item in the Statement Where Net Income is Presented
Unrealized Gains and Losses on Available-for-Sale Securities	$2,429		Net Gain (Loss) on Securities
	(850	)	Income Tax Expense
	1,579		Net of Tax
Amortization of Defined Benefit Pension Items			
Prior Service Costs	$13		Salaries and Employee Benefits
Actuarial Gains (Losses)	360		Salaries and Employee Benefits
	(151	)	Income Tax Expense
	222		Net of Tax
Amortization of Post Retirement Plan Items			
Actuarial Gains (Losses)	$37		Salaries and Employee Benefits
	(15	)	Income Tax Expense
	22		Net of Tax
Total Reclassifications for the Period	$1,823		

NOTE 19 – Quarterly Financial Data (Unaudited)

The following table represents selected quarterly financial data for the Company:

	Interest Income	Net Interest Income	Net Income	Earnings per Share Basic	Earnings per Share Diluted
2015					
First Quarter	$20,000	$18,549	$7,306	$0.55	$0.55
Second Quarter	20,178	18,706	7,325	0.55	0.55
Third Quarter	20,419	18,859	7,721	0.58	0.58
Fourth Quarter	21,023	19,438	7,712	0.58	0.58
2014					
First Quarter	$19,681	$18,196	$6,305	$0.48	$0.48
Second Quarter	19,825	18,321	6,687	0.51	0.51
Third Quarter	20,348	18,791	7,708	0.58	0.58
Fourth Quarter	20,532	19,031	7,644	0.58	0.58

NOTE 20 – Subsequent Events (Unaudited)

Effective March 1, 2016, the Company acquired River Valley Bancorp ("RIVR") and its subsidiaries, including River Valley Financial Bank, pursuant to an Agreement and Plan of Reorganization dated October 26, 2015, as amended. The acquisition was accomplished by the merger of RIVR into the Company immediately followed by the merger of

River Valley Financial Bank into German American Bancorp. River Valley Financial Bank operated 14 banking offices primarily in Southeast Indiana.

Notes to the Consolidated Financial Statements
Dollars in thousands, except per share data

NOTE 20 – Subsequent Events (Unaudited) (continued)

RIVR's assets and equity (unaudited) as of February 29, 2016 totaled $516.3 million and $56.6 million, respectively. The acquired assets and liabilities will be recorded at fair value at the date of acquisition and will be reflected in the March 31, 2016 financial statements as such; however, at the time of these financial statements, the appraisals and valuations are incomplete. The Company expects to record goodwill and a core deposit intangible in regards to this transaction based on earlier estimates, but the amount is not known as the initial fair value accounting is incomplete. The goodwill will not be deductible for tax purposes.

Under the terms of the merger agreement, the Company issued approximately 1,936,000 shares of its common stock to the former shareholders of RIVR. Each RIVR common shareholder of record at the effective time of the merger became entitled to receive 0.77 shares of common stock of the Company and $9.90 in cash for each of their former shares of RIVR common stock.

This acquisition was consistent with the Company's strategy to build a regional presence in Southern Indiana. The acquisition offers the Company the opportunity to increase profitability by introducing existing products and services to the acquired customer base as well as add new customers in the expanded region.

	March 1, 2016
Consideration	
Cash for Options and Fractional Shares	$395
Cash Consideration	24,975
Equity Instruments	62,022
Fair Value of Total Consideration Transferred	$87,392

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

Not Applicable.

Item 9A. Controls and Procedures.

Disclosure Controls and Procedures
As of December 31, 2015, the Company carried out an evaluation, under the supervision and with the participation of its principal executive officer and principal financial officer, of the effectiveness of the design and operation of its disclosure controls and procedures. Based on this evaluation, the Company’s principal executive officer and principal financial officer concluded that the Company’s disclosure controls and procedures are effective in timely alerting them to material information required to be included in the Company’s periodic reports filed with the Securities and Exchange Commission. There are inherent limitations to the effectiveness of systems of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective systems of disclosure controls and procedures can provide only reasonable assurances of achieving their control objectives.

Changes in Internal Control Over Financial Reporting in Most Recent Fiscal Quarter
There was no change in the Company’s internal control over financial reporting that occurred during the Company’s fourth fiscal quarter of 2015 that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

Management’s Report on Internal Control Over Financial Reporting
The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. The Company’s internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. The Company’s internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Management assessed the effectiveness of the Company’s internal control over financial reporting as of December 31, 2015. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in the 2013 Internal Control-Integrated Framework. Based on our assessment and those criteria, management concluded that the Company maintained effective internal control over financial reporting as of December 31, 2015.

The Company’s independent registered public accounting firm has issued their report on the Company’s internal control over financial reporting. That report is included in Item 8. Financial Statements and Supplementary Data of this Report under the heading, Report of Independent Registered Public Accounting Firm.

Item 9B. Other Information.

Not applicable.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance.

Information relating to directors and executive officers of the Company will be included under the captions "Election of Directors" and "Our Executive Officers" in the Company's Proxy Statement for the Annual Meeting of Shareholders to be held in May 2016 which will be filed within 120 days of the end of the fiscal year covered by this Report (the "2016 Proxy Statement"), which sections are incorporated herein in partial response to this Item's informational requirements.

Section 16(a) Compliance. Information relating to Section 16(a) compliance will be included in the 2016 Proxy Statement under the caption of "Section 16(a): Beneficial Ownership Reporting Compliance" and is incorporated herein by reference.

Code of Business Conduct. The Company's Board of Directors has adopted a Code of Business Conduct, which constitutes a "code of ethics" as that term is defined by SEC rules adopted under the Sarbanes-Oxley Act of 2002 ("SOA"). The Company has posted a copy of the Code of Business Conduct on its Internet website (www.germanamerican.com). The Company intends to satisfy its disclosure requirements under Item 5.05 of Form 8-K regarding certain amendments to, or waivers of, the Code of Business Conduct, by posting such information on its Internet website, except that waivers that must under NASDAQ rules be filed with the SEC on Form 8-K will be so filed.

Audit Committee Identification. The Board of Directors of the Company has a separately-designated standing audit committee established in accordance with Section 3(a) (58) (A) of the Securities Exchange Act of 1934. The description of the Audit Committee of the Board of Directors, and the identification of its members, will be set forth in the 2016 Proxy Statement under the caption "ELECTION OF DIRECTORS", which section is incorporated herein by reference.

Audit Committee Financial Expert. The Board of Directors has determined that M. Darren Root, a director who serves on the Audit Committee of the Board of Directors and who is an independent director as defined by NASDAQ listing standards, is an "audit committee financial expert" as that term is defined by SEC rules adopted under SOA.

Lack of Changes in Nominating/Governance Committee Procedures re Shareholder Recommendations of Nominees. There has been no material change in the procedures by which the Company's shareholders may recommend nominees for election to the Board of Directors of the Company that have been implemented since the last disclosure of such procedures in the Company's Proxy Statement for the Annual Meeting of Shareholders that was held in May 2015.

Item 11. Executive Compensation.

Information relating to compensation of the Company's executive officers and directors (including the required disclosures under the subheadings "Compensation Committee Interlocks and Insider Participation" and "Compensation Committee Report") will be included under the caption "Executive and Director Compensation" in the 2016 Proxy Statement, which section is incorporated herein by reference.

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

Information relating to security ownership of certain beneficial owners and the directors and executive officers of the Company will be included under the captions "Ownership of Our Common Shares by Our Directors and Executive Officers" and "Principal Owners of Common Shares" of the 2016 Proxy Statement, which sections are incorporated herein by reference.

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

Information responsive to this Item 13 will be included under the captions “Election of Directors” and “Transactions with Related Persons” of the 2016 Proxy Statement, which sections are incorporated herein by reference.

Item 14. Principal Accounting Fees and Services.

Information responsive to this Item 14 will be included in the 2016 Proxy Statement under the caption “Principal Accountant Fees and Services”, which section is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a)(1) Financial Statements

The following items are included in Item 8 of this Report:

German American Bancorp, Inc. and Subsidiaries:	Page #
Report of Independent Registered Public Accounting Firm	43
Consolidated Balance Sheets at December 31, 2015 and 2014	44
Consolidated Statements of Income, years ended December 31, 2015, 2014 and 2013	45
Consolidated Statements of Comprehensive Income, years ended December 31, 2015, 2014 and 2013	46
Consolidated Statements of Changes in Shareholders' Equity, years ended December 31, 2015, 2014 and 2013	47
Consolidated Statements of Cash Flows, years ended December 31, 2015, 2014 and 2013	48
Notes to the Consolidated Financial Statements	49

(a)(2) Financial Statement Schedules

None.

(a)(3) Exhibits

The Exhibit Index, which index follows the signature page to this Report and is hereby incorporated herein by reference, sets forth a list of those exhibits filed herewith, and includes and identifies management contracts or compensatory plans or arrangements required to be filed as exhibits to this Form 10-K by Item 601 (b)(10)(iii) of Regulation S-K.

In reviewing any agreements included as exhibits to this Report, please remember that they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about us or the other parties to the agreements. The agreements may contain representations and warranties by the parties to the agreements, including us. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;
- may have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time.

Pursuant to the requirements of Section 13 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.

		GERMAN AMERICAN BANCORP, INC. (Registrant)
Date:	March 9, 2016	By/s/Mark A. Schroeder Mark A. Schroeder, Chairman and Chief Executive Officer

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

Date:	March 9, 2016	By/s/Mark A. Schroeder Mark A. Schroeder, Chairman and Chief Executive Officer
Date:	March 9, 2016	By/s/Douglas A. Bawel Douglas A. Bawel, Director
Date:	March 9, 2016	By/s/Christina M. Ernst Christina M. Ernst, Director
Date:	March 9, 2016	By/s/Marc D. Fine Marc D. Fine, Director
Date:	March 9, 2016	By/s/U. Butch Klem U. Butch Klem, Director
Date:	March 9, 2016	By/s/J. David Lett J. David Lett, Director
Date:	March 9, 2016	By/s/Chris A. Ramsey Chris A. Ramsey, Director
Date:	March 9, 2016	By/s/M. Darren Root M. Darren Root, Director
Date:	March 9, 2016	By/s/Thomas W. Seger Thomas W. Seger, Director
Date:	March 9, 2016	By/s/Raymond W. Snowden Raymond W. Snowden, Director
Date:	March 9, 2016	By/s/Michael J. Voyles Michael J. Voyles, Director
Date:	March 9, 2016	By/s/Bradley M. Rust Bradley M. Rust, Executive Vice President and Chief Financial Officer (principal accounting officer and

principal financial officer)

INDEX OF EXHIBITS

Exhibit No.	Description
2.1	Agreement and Plan of Reorganization among German American Bancorp, Inc., United Commerce Bancorp, German American Bancorp, and United Commerce Bank, dated July 23, 2013. The copy of this exhibit filed as Exhibit 2.1 to Registrant’s Current Report on Form 8-K filed July 24, 2013 (SEC File No. 001-15877) is incorporated herein by reference. Schedules identified in the list of Schedules to this Agreement are not filed as part of this Exhibit, but the Registrant agrees to furnish to the Commission supplementally any omitted schedule upon request.
2.2	Agreement and Plan of Reorganization among German American Bancorp, Inc., River Valley Bancorp, German American Bancorp and River Valley Financial Bank, dated October 26, 2015. The copy of this exhibit filed as Exhibit 2.1 to Registrant’s Current Report on Form 8-K filed October 26, 2015 (SEC File No. 001-15877) is incorporated herein by reference.
3.1	Restatement of the Articles of Incorporation of the Registrant is incorporated by reference from Exhibit 3.1 to the Registrant’s Current Report on 8-K filed July 1, 2011 (SEC File No. 001-15877).
3.2	Restated Bylaws of German American Bancorp, Inc., as amended and restated July 27, 2009, is incorporated by reference to Exhibit 3.2 of the Registrant's Annual Report on Form 10-K filed March 9, 2015 (SEC File No. 001-15877).
4.1	No long-term debt instrument issued by the Registrant exceeds 10% of consolidated total assets or is registered. In accordance with paragraph 4 (iii) of Item 601(b) of Regulation S-K, the Registrant will furnish the Securities and Exchange Commission copies of long-term debt instruments and related agreements upon request.
4.2	Terms of Common Shares and Preferred Shares of the Registrant (included in Restatement of Articles of Incorporation) are incorporated by reference from Exhibit 3.1 to the Registrant’s Current Report on 8-K filed July 1, 2011 (SEC File No. 001-15877).
4.3	Specimen stock certificate for Common Shares of the Registrant is incorporated by reference from Exhibit 99.1 to the Registrant’s Current Report on Form 8-K filed October 21, 2010 (SEC File No. 001-15877).
10.1*	The Registrant’s 1992 Stock Option Plan, as amended, is incorporated by reference from Exhibit 10.1 to the Registrant’s Registration Statement on Form S-4 filed October 14, 1998 (SEC File No. 333-65633).
10.2*	Amendment to 1992 Stock Option Plan effective April 1, 2012, is incorporated by reference from Exhibit 10.2 to the Registrant’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, filed August 3, 2012 (SEC File No. 001-15877).
10.3*	Form of Director Deferred Compensation Agreement between The German American Bank and certain of its Directors is incorporated herein by reference from Exhibit 10.4 to the Registrant’s Registration Statement on Form S-4 filed January 21, 1993 (the Agreement entered into by former director George W. Astrike, a copy of which was filed as Exhibit 10.4 to the Registrant’s Registration Statement on Form S-4 filed January 21, 1993, is substantially identical to the Agreements entered into by the other Directors, some of whom remain directors of the Registrant). The schedule following such Exhibit 10.4 lists the Agreements with the other Directors and sets forth the material detail in which such Agreements differ from the Agreement filed as such Exhibit 10.4.
10.4*	The Registrant’s 1999 Long-Term Equity Incentive Plan, as amended through February 22, 2008, is incorporated by reference from Exhibit 10.4 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2013, filed March 13, 2014 (SEC File No. 001-15877).
10.5*	Basic Plan Document for the Registrant’s Nonqualified Savings Plan is incorporated by reference from Exhibit 10.5 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2010, filed March 11, 2011 (SEC File No. 001-15877).
10.6*	

	Adoption Agreement for the Registrant's Nonqualified Savings Plan dated August 17, 2004, is incorporated by reference from Exhibit 10.6 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010, filed March 11, 2011 (SEC File No. 001-15877).
10.7*	First Amendment to the Registrant's Nonqualified Savings Plan dated August 17, 2004, is incorporated by reference from Exhibit 10.7 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010, filed March 11, 2011 (SEC File No. 001-15877).
10.8*	Form of Non-Employee Director Stock Option Agreement (new grant, ten year expiration, no vesting) that in prior periods was typically issued to non-employee members of the Board of Directors as part of annual director fee retainer (not Incentive Stock Option for tax purposes), is incorporated by reference from Exhibit 10.10 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010, filed March 11, 2011 (SEC File No. 001-15877).
10.9*	Form of Employee Director Stock Option Agreement (new grant, ten year expiration, no vesting) that in prior periods was typically issued to employee members of the Board of Directors as part of annual director fee retainer (intended to be Incentive Stock Option for tax purposes), is incorporated by reference from Exhibit 10.11 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2010, filed March 11, 2011 (SEC File No. 001-15877).

Exhibit No.	Description
10.10*	Descriptions of Director Compensation Arrangements for the 12 month period ending at 2014 Annual Reorganization Meeting of the Board of Directors are incorporated by reference from the descriptions included in Item 5.02 of the Registrant's Current Report on Form 8-K filed June 27, 2013 (SEC File No. 001-15877), and in Item 5.02 of the Registrant's Current Report on Form 8-K filed December 21, 2013 (SEC File No. 001-15877).
10.11*	Descriptions of Director Compensation Arrangements for the 12 month period ending at 2015 Annual Reorganization Meeting is incorporated by reference from the descriptions included in Item 5.02 of the Registrant's Current Report on Form 8-K filed July 3, 2014 (SEC File No. 001-15877), and in Item 5.02 of the Registrant's Current Report on Form 8-K filed December 24, 2014 (SEC File No. 001-15877).
10.12*	Description of Director Compensation Arrangements for the 12 month period ending on June 30, 2016 is incorporated by reference from the description included in Item 5.02 of the Registrant's Current Report on Form 8-K filed July 1, 2015 (SEC File No. 001-15877), and in Item 5.02 of the Registrant's Current Report on Form 8-K filed December 18, 2015 (SEC File No. 001-15877).
10.13*	Description of Executive Management Incentive Plan for 2013 (awards payable in 2014) adopted by the Board of Directors on March 25, 2013 is incorporated by reference from the description included in Item 5.02 of the Registrant's Current Report on Form 8-K filed March 29, 2013 (SEC File No. 001-15877).
10.14*	Description of Executive Management Incentive Plan for 2014 (awards payable in 2015) is incorporated by reference from the description contained in Item 5.02 of the Registrant's Current Report on Form 8-K filed February 28, 2014 (SEC File No. 001-15877).
10.15*	Description of Executive Management Incentive Plan for 2015 (awards payable in 2016) is incorporated by reference from the description contained in Item 5.02 of the Registrant's Current Report on Form 8-K filed February 27, 2015 (SEC File No. 001-15877).
10.16*	Executive Supplemental Retirement Income Agreement dated October 1, 1996, between First Federal Bank, F.S.B. and Bradley M. Rust, as amended by a First Amendment between Bradley M. Rust and the Registrant dated December 30, 2008, is incorporated by reference to Exhibit 10.18 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009, filed March 10, 2010 (SEC File No. 001-15877).
10.17*	Form of Restricted Stock Award Agreement that evidences the terms of awards of restricted stock grants and related cash entitlements granted under the 2009 Long-Term Equity Incentive Plan prior to 2013, is incorporated by reference from Exhibit 10.18 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011, filed March 12, 2012 (SEC File No. 001-15877).
10.18*	Form of LTI Restricted Stock Award Agreement that evidences the terms of awards of restricted stock grants and related cash entitlements that were granted to executive officers during March 2014 pursuant to the Management Long-Term Incentive Plan component of the 2013 Executive Management Incentive Plan with respect to the performance period ended December 31, 2013. This exhibit is incorporated by reference from Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, filed March 9, 2014 (SEC File No. 001-15877).
10.19*	Form of LTI Restricted Stock Award Agreement that evidences the terms of awards of restricted stock grants and related cash entitlements that were granted to executive officers during March 2015 pursuant to the Management Long-Term Incentive Plan component of the 2014 Executive Management Incentive Plan with respect to the performance period ended December 31, 2014. This exhibit is incorporated by reference from Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, filed May 11, 2015 (SEC File No. 001-15877).
10.20*	Form of Restricted Stock Award Agreement that evidences the terms of awards of restricted stock grants granted under the 2009 Long-Term Equity Incentive Plan to certain Directors in December 2013 is incorporated by reference from Exhibit 10.19 to the Registrant's Annual Report on Form 10-K

	for the year ended December 31, 2013, filed March 13, 2014 (SEC File No. 001-15877).
10.21*	Form of Restricted Stock Award Agreement that evidences the terms of awards of restricted stock grants granted under the 2009 Long-Term Equity Incentive Plan to certain Directors in December 2014 is incorporated by reference from Exhibit 10.21 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014, filed March 9, 2015 (SEC File No. 001-15877).
10.22*+	Form of Restricted Stock Award Agreement that evidences the terms of awards of restricted stock grants granted under the 2009 Long-Term Equity Incentive Plan to certain Directors in December 2015.
10.23*	Resolutions of Stock Option Committee of Board of Directors of the Registrant amending outstanding stock options by accelerating in full all vesting periods and exercise date restrictions and terminating replacement stock option privileges in connection with future option exercises, adopted by written consent effective December 29, 2005, is incorporated by reference to Exhibit 10.19 to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2011, filed March 12, 2012 (SEC File No. 001-15877).
10.24	Loan Agreement between Stock Yards Bank & Trust Company and German American Bancorp, Inc. dated January 25, 2013. The copy of this exhibit filed as Exhibit 99.1 to the Company’s Current Report on Form 8-K filed January 29, 2013 (SEC File No, 001-15877), is incorporated herein by reference.
10.25	Promissory Note (Term Note) made by German American Bancorp, Inc., to Stock Yards Bank & Trust Company dated January 25, 2013. The copy of this exhibit filed as Exhibit 99.2 to the Company’s Current Report on Form 8-K filed January 29, 2013 (SEC File No. 001-15877), is incorporated herein by reference.

Exhibit No.	Description
10.26	Promissory Note (Revolving Note) made by German American Bancorp, Inc., to Stock Yards Bank & Trust Company dated January 25, 2013. The copy of this exhibit filed as Exhibit 99.3 to the Company's Current Report on Form 8-K filed January 29, 2013 (SEC File No. 001-15877), is incorporated herein by reference.
10.27	Stock Pledge Agreement between Stock Yards Bank & Trust Company and German American Bancorp, Inc. dated January 25, 2013. The copy of this exhibit filed as Exhibit 99.4 to the Company's Current Report on Form 8-K filed January 29, 2013 (SEC File No. 001-15877), is incorporated herein by reference.
10.28	Omnibus Amendment to Loan Documents between Stock Yards Bank & Trust Company and German American Bancorp, Inc. dated as of December 31, 2013 is incorporated by reference from Exhibit 10.25 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2013, filed March 13, 2014 (SEC File No. 001-15877).
10.29	Second Omnibus Amendment to Loan Documents between Stock Yards Bank & Trust Company and German American Bancorp, Inc. dated as of December 31, 2014 is incorporated by reference from Exhibit 10.28 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014, filed March 9, 2015 (SEC File No. 001-15877).
10.30+	Third Omnibus Amendment to Loan Documents between Stock Yards Bank & Trust Company and German American Bancorp, Inc. dated as of December 29, 2015.
10.31*	German American Bancorp, Inc., 2009 Long Term Equity Incentive Plan. This exhibit is incorporated by reference from Exhibit 99.1 to the Registrant's Registration Statement on Form S-8 (No. 333-160749) filed July 23, 2009.
10.32*	German American Bancorp, Inc., 2009 Employee Stock Purchase Plan. This exhibit is incorporated by reference from Exhibit 99.2 to the Registrant's Registration Statement on Form S-8 (No. 333-160749) filed July 23, 2009.
10.33	Voting Agreement, dated October 26, 2015, among German American Bancorp, Inc. and certain shareholders of River Valley Bancorp is incorporated by reference to Exhibit 10.1 of Registrant's Current Report on Form 8-K filed October 26, 2015 (SEC File No. 001-15877).
21+	Subsidiaries of the Registrant
23+	Consent of Crowe Horwath LLP
31.1+	Sarbanes-Oxley Act of 2002, Section 302 Certification for President and Chief Executive Officer.
31.2+	Sarbanes-Oxley Act of 2002, Section 302 Certification for Executive Vice President (Principal Financial Officer).
32.1+	Sarbanes-Oxley Act of 2002, Section 906 Certification for President and Chief Executive Officer.
32.2+	Sarbanes-Oxley Act of 2002, Section 906 Certification for Executive Vice President (Principal Financial Officer).
101++	The following materials from German American Bancorp, Inc.'s Form 10-K Report for the annual period ended December 31, 2015, formatted in XBRL: (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Changes in Shareholders' Equity, (v) the Consolidated Statements of Cash Flows and (vi) Notes to the Consolidated Financial Statements.

* Exhibits that describe or evidence all management contracts or compensatory plans or arrangements required to be filed as exhibits to this Report are indicated by an asterisk.
+ Exhibits that are filed with this Report (other than through incorporation by reference to other disclosures or exhibits) are indicated by a plus sign.
++ Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are furnished and not deemed filed or part of a registration statement or prospectus for purposes of Sections 11 and 12 of the Securities Act of 1933, as amended, and are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as

amended, and otherwise are not subject to liability under those sections.