USA Compression Partners, LP
Form 8-K
March 29, 2017
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8 K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): March 24, 2017

USA Compression Partners, LP

(Exact Name of Registrant as Specified in Charter)

Delaware	1 35779	75 2771546
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

100 Congress Avenue, Suite 450	
Austin, TX	78701
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (512) 473 2662

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8 K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

Pre-commencement communications pursuant to Rule 13e 4(c) under the Exchange Act (17 CFR 240.13e 4(c))

ITEM 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective as of April 10, 2017, the Board of Directors (the "Board") of USA Compression GP, LLC (the "General Partner"), the general partner of USA Compression Partners, LP (the "Partnership"), has appointed G. Tracy Owens as the Vice President of Finance and Chief Accounting Officer of the General Partner and designated Mr. Owens as the principal accounting officer of the Partnership.

Prior to his appointment, Mr. Owens, age 54, served as Vice President and Chief Accounting Officer of Southcross Energy Partners GP, LLC, the general partner of Southcross Energy Partners, L.P. ("Southcross") from August 2015 until December 2016. Before joining Southcross, Mr. Owens served as Controller for Alon USA Energy, Inc. ("Alon"), a company specializing in the refining and marketing of petroleum products, since 2006. In his role at each of Southcross and Alon, Mr. Owens oversaw the accounting department, the filing of quarterly and annual financial reports, internal controls over financial reporting, and coordinating with external and internal auditors. Prior to joining Alon, Mr. Owens served as Controller for Hunt Refining Company from 1996 until 2006 and as Senior Manager at KPMG LLP from 1986 until 1996. Mr. Owens received a BBA in Accounting from Baylor University in 1986. He is a member of the American Institute of Certified Public Accountants and the Texas Society of Certified Public Accountants.

Mr. Owens will receive an annual base salary of $250,000 and will be entitled to participate in a discretionary annual incentive bonus compensation program, under which incentive awards are determined annually, with reference to an initial target bonus of $125,000. In addition, Mr. Owens will also be eligible to receive equity-based awards pursuant to the Partnership's 2013 Long-Term Incentive Plan (the "LTIP"). Subject to approval by the Board, Mr. Owens will also receive a $100,000 grant of phantom units (the "Award") pursuant to the LTIP. The number of phantom units to be granted will be based on the closing price of the Partnership's common units on the date of such grant. Twenty percent of the Award will be subject to performance-based vesting conditions and eighty percent of the Award will be subject to time-based vesting restrictions. With respect to the time-based portion of the Award, the phantom units will vest in three equal annual installments, with the first installment vesting on the first anniversary of the date of grant. With respect to the performance-based portion of the Award, the phantom units will vest on the third anniversary of the date of grant subject to the performance-based vesting conditions. The Award will be further governed by the form phantom unit agreement that the General Partner has previously approved for grants pursuant to the LTIP (filed as Exhibit 10.13 to the Partnership's annual report on Form 10 K for the year ended December 31, 2015).

There is no arrangement or understanding between Mr. Owens and any other persons pursuant to which he was appointed to Vice President of Finance and Chief Accounting Officer. There is no relationship between Mr. Owens and the Partnership that would require disclosure pursuant to Item 404(a) of Regulation S K.

SIGNATURE

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

USA COMPRESSION PARTNERS, LP

By: USA Compression GP, LLC,
its General Partner

By: /s/ Christopher W. Porter
Christopher W. Porter
Vice President, General Counsel and Secretary

Dated March 29, 2017

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Retail:

Home equity and other

2 20,000

1-4 family mortgages

0 0

Total retail

2 20,000

Total

3 $133,000

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MERCANTILE BANK CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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3. LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

The following originated loans, modified as troubled debt restructurings within the previous twelve months, became over 30 days past due within the three months ended March 31, 2017 (amounts as of period end):

	Number of Contracts	Recorded Principal Balance
Commercial:		
Commercial and industrial	2	$34,000
Vacant land, land development and residential construction	0	0
Real estate – owner occupied	0	0
Real estate – non-owner occupied	0	0
Real estate – multi-family and residential rental	1	130,000
Total commercial	3	164,000
Retail:		
Home equity and other	0	0
1-4 family mortgages	0	0
Total retail	0	0
Total	3	$164,000

The following acquired loans, modified as troubled debt restructurings within the previous twelve months, became over 30 days past due within the three months ended March 31, 2017 (amounts as of period end):

	Number of Contracts	Recorded Principal Balance

Commercial:		
Commercial and industrial	1	$ 24,000
Vacant land, land development and residential construction	0	0
Real estate – owner occupied	0	0
Real estate – non-owner occupied	0	0
Real estate – multi-family and residential rental	0	0
Total commercial	1	24,000
Retail:		
Home equity and other	0	0
1-4 family mortgages	0	0
Total retail	0	0
Total	1	$ 24,000

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(Unaudited)

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3. LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

Activity for originated loans categorized as troubled debt restructurings during the three months ended March 31, 2018 is as follows:

	Commercial and Industrial	Commercial Vacant Land, Land Development, and Residential Construction	Commercial Real Estate - Owner Occupied	Commercial Real Estate - Non-Owner Occupied	Commercial Real Estate - Multi-Family and Residential Rental
Commercial Loan Portfolio:					
Beginning Balance	$ 2,989,000	$ 383,000	$ 1,599,000	$ 0	$ 0
Charge-Offs	(230,000)	0	0	0	0
Payments	(882,000)	(45,000)	(855,000)	0	0
Transfers to ORE	0	0	0	0	0
Net Additions/Deletions	105,000	0	3,804,000	0	0
Ending Balance	$ 1,982,000	$ 338,000	$ 4,548,000	$ 0	$ 0

	Retail Home Equity and Other	Retail 1-4 Family Mortgages
Retail Loan Portfolio:		
Beginning Balance	$ 1,127,000	$ 146,000
Charge-Offs	0	0

Payments	(8,000)	(2,000)
Transfers to ORE	0	0
Net Additions/Deletions	50,000	0
Ending Balance	$1,169,000	$144,000

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(Unaudited)

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3. LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

Activity for acquired loans categorized as troubled debt restructurings during the three months ended March 31, 2018 is as follows:

	Commercial and Industrial	Commercial Vacant Land, Land Development, and Residential Construction	Commercial Real Estate - Owner Occupied	Commercial Real Estate - Non-Owner Occupied	Commercial Real Estate - Multi-Family and Residential Rental
Commercial Loan Portfolio:					
Beginning Balance	$ 1,001,000	$ 0	$ 427,000	$ 237,000	$ 41,000
Charge-Offs	(275,000)	0	0	0	0
Payments	(10,000)	0	(17,000)	(5,000)	(5,000)
Transfers to ORE	0	0	0	0	0
Net Additions/Deletions	0	0	1,597,000	0	0
Ending Balance	$ 716,000	$ 0	$ 2,007,000	$ 232,000	$ 36,000

	Retail Home Equity and Other	Retail 1-4 Family Mortgages
Retail Loan Portfolio:		
Beginning Balance	$ 219,000	$ 393,000

Charge-Offs	(15,000)	0
Payments	(1,000)	(9,000)
Transfers to ORE	(82,000)	0
Net Additions/Deletions	119,000	0
Ending Balance	$ 240,000	$ 384,000

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3. LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

Activity for originated loans categorized as troubled debt restructurings during the three months ended March 31, 2017 is as follows:

	Commercial and Industrial	Commercial Vacant Land, Land Development, and Residential Construction	Commercial Real Estate - Owner Occupied	Commercial Real Estate - Non-Owner Occupied	Commercial Real Estate - Multi-Family and Residential Rental
Commercial Loan Portfolio:					
Beginning Balance	$ 1,503,000	$ 1,488,000	$ 906,000	$ 5,110,000	$ 716,000
Charge-Offs	0	0	0	0	0
Payments	(125,000)	(529,000)	(27,000)	(123,000)	(113,000)
Transfers to ORE	0	0	0	0	0
Net Additions/Deletions	159,000	0	0	(436,000)	(312,000)
Ending Balance	$ 1,537,000	$ 959,000	$ 879,000	$ 4,551,000	$ 291,000

	Retail Home Equity and Other	Retail 1-4 Family Mortgages
Retail Loan Portfolio:		

Beginning Balance	$385,000	$157,000
Charge-Offs	0	0
Payments	0	(3,000)
Transfers to ORE	0	0
Net Additions/Deletions	321,000	0
Ending Balance	$706,000	$154,000

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3. **LOANS AND ALLOWANCE FOR LOAN LOSSES** (Continued)

Activity for acquired loans categorized as troubled debt restructurings during the three months ended March 31, 2017 is as follows:

	Commercial and Industrial	Commercial Vacant Land, Land Development, and Residential Construction	Commercial Real Estate - Owner Occupied	Commercial Real Estate - Non-Owner Occupied	Commercial Real Estate - Multi-Family and Residential Rental
Commercial Loan Portfolio:					
Beginning Balance	$ 1,125,000	$ 0	$ 900,000	$ 728,000	$ 60,000
Charge-Offs	0	0	(12,000)	0	0
Payments	(233,000)	0	0	(145,000)	0
Transfers to ORE	0	0	0	0	0
Net Additions/Deletions	30,000	0	108,000	0	8,000
Ending Balance	$ 922,000	$ 0	$ 996,000	$ 583,000	$ 68,000

	Retail Home Equity and Other	Retail 1-4 Family Mortgages
Retail Loan Portfolio:		
Beginning Balance	$ 208,000	$ 326,000

Charge-Offs	0	0
Payments	(9,000)	(4,000)
Transfers to ORE	0	0
Net Additions/Deletions	7,000	54,000
Ending Balance	$206,000	$376,000

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3. LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

The allowance related to loans categorized as troubled debt restructurings was as follows:

	March 31, 2018	December 31, 2017
Commercial:		
Commercial and industrial	$85,000	$107,000
Vacant land, land development, and residential construction	0	0
Real estate – owner occupied	375,000	141,000
Real estate – non-owner occupied	0	0
Real estate – multi-family and residential rental	0	0
Total commercial	460,000	248,000
Retail:		
Home equity and other	215,000	196,000
1-4 family mortgages	21,000	0
Total retail	236,000	196,000
Total related allowance	$696,000	$444,000

In general, our policy dictates that a renewal or modification of an 8- or 9-rated commercial loan meets the criteria of a troubled debt restructuring, although we review and consider all renewed and modified loans as part of our troubled debt restructuring assessment procedures. Loan relationships rated 8 contain significant financial weaknesses, resulting in a distinct possibility of loss, while relationships rated 9 reflect vital financial weaknesses, resulting in a highly questionable ability on our part to collect principal; we believe borrowers warranting such ratings would have difficulty obtaining financing from other market participants. Thus, due to the lack of comparable market rates for loans with similar risk characteristics, we believe 8- or 9-rated loans renewed or modified were done so at below market rates. Loans that are identified as troubled debt restructurings are considered impaired and are individually

evaluated for impairment when assessing these credits in our allowance for loan losses calculation.

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4. PREMISES AND EQUIPMENT, NET

Premises and equipment are comprised of the following:

	March 31, 2018	December 31, 2017
Land and improvements	$17,938,000	$18,046,000
Buildings	41,751,000	41,179,000
Furniture and equipment	17,858,000	17,398,000
	77,547,000	76,623,000
Less: accumulated depreciation	31,247,000	30,589,000
Premises and equipment, net	$46,300,000	$46,034,000

Depreciation expense totaled $0.8 million and $0.7 million during the first quarters of 2018 and 2017, respectively.

5. DEPOSITS

Our total deposits at March 31, 2018 totaled $2.54 billion, an increase of $17.7 million, or 0.7%, from December 31, 2017. The components of our outstanding balances at March 31, 2018 and December 31, 2017, and percentage change in deposits from the end of 2017 to the end of the first quarter of 2018, are as follows:

	March 31, 2018 Balance	%	December 31, 2017 Balance	%	Percent Increase (Decrease)
Noninterest-bearing demand	$830,187,000	32.7 %	$866,380,000	34.3 %	(4.2 %)
Interest-bearing checking	392,134,000	15.4	387,758,000	15.4	1.1
Money market	486,318,000	19.1	427,119,000	16.9	13.9
Savings	326,247,000	12.9	327,530,000	13.0	(0.4)
Time, under $100,000	156,053,000	6.2	152,294,000	6.0	2.5
Time, $100,000 and over	246,703,000	9.7	258,626,000	10.3	(4.6)
Total local deposits	2,437,642,000	96.0	2,419,707,000	95.9	0.7
Out-of-area time, under $100,000	0	NA	0	NA	NA
Out-of-area time, $100,000 and over	102,411,000	4.0	102,658,000	4.1	(0.2)
Total out-of-area deposits	102,411,000	4.0	102,658,000	4.1	(0.2)
Total deposits	$2,540,053,000	100.0 %	$2,522,365,000	100.0 %	0.7 %

Time deposits of more than $250,000 totaled $252 million and $266 million at March 31, 2018 and December 31, 2017, respectively.

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6. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE

Securities sold under agreements to repurchase (“repurchase agreements”) are offered principally to certain large deposit customers. Information relating to our repurchase agreements follows:

	Three Months Ended March 31, 2018		Twelve Months Ended December 31, 2017	
Outstanding balance at end of period	$104,894,000		$118,748,000	
Average interest rate at end of period	0.25	%	0.16	%
Average daily balance during the period	$108,048,000		$116,587,000	
Average interest rate during the period	0.22	%	0.16	%
Maximum daily balance during the period	$123,046,000		$142,459,000	

Repurchase agreements generally have original maturities of less than one year. Repurchase agreements are treated as financings and the obligations to repurchase securities sold are reflected as liabilities. Securities involved with the agreements are recorded as assets of our bank and are held in safekeeping by a correspondent bank. Repurchase agreements are secured by securities with an aggregate market value equal to the aggregate outstanding balance.

7. FEDERAL HOME LOAN BANK OF INDIANAPOLIS ADVANCES

Federal Home Loan Bank of Indianapolis (“FHLBI”) advances totaled $220 million at March 31, 2018 and December 31, 2017, and mature at varying dates from May 2018 through April 2024, with fixed rates of interest from 1.04% to 2.39% and averaging 1.72%.

Each advance is payable at its maturity date and is subject to a prepayment fee if paid prior to the maturity date. The advances are collateralized by residential mortgage loans, first mortgage liens on multi-family residential property loans, first mortgage liens on commercial real estate property loans, and substantially all other assets of our bank, under a blanket lien arrangement. Our borrowing line of credit as of March 31, 2018 totaled about $739 million, with remaining availability based on collateral approximating $519 million.

Maturities of currently outstanding FHLBI advances are as follows:

2018	$ 20,000,000
2019	40,000,000
2020	30,000,000
2021	40,000,000
2022	40,000,000
Thereafter	50,000,000

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8. COMMITMENTS AND OFF-BALANCE SHEET RISK

Our bank is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. Loan commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Standby letters of credit are conditional commitments issued by our bank to guarantee the performance of a customer to a third party. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

These instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized, if any, in the balance sheet. Our bank's maximum exposure to loan loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual notional amount of those instruments. Our bank uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. Collateral, such as accounts receivable, securities, inventory, and property and equipment, is generally obtained based on our credit assessment of the borrower. If required, estimated loss exposure resulting from these instruments is expensed and is generally recorded as a liability. There was no reserve or liability balance for these instruments as of March 31, 2018 and December 31, 2017.

A summary of the contractual amounts of our financial instruments with off-balance sheet risk at March 31, 2018 and December 31, 2017 follows:

	March 31, 2018	December 31, 2017
Commercial unused lines of credit	$678,832,000	$682,202,000
Unused lines of credit secured by 1 – 4 family residential properties	60,930,000	61,606,000
Credit card unused lines of credit	42,693,000	39,807,000

Other consumer unused lines of credit	17,788,000	17,629,000
Commitments to make loans	238,437,000	184,923,000
Standby letters of credit	23,592,000	26,030,000
	$1,062,272,000	$1,012,197,000

9. HEDGING ACTIVITIES

Our interest rate risk policy includes guidelines for measuring and monitoring interest rate risk. Within these guidelines, parameters have been established for maximum fluctuations in net interest income. Possible fluctuations are measured and monitored using net interest income simulation. Our policy provides for the use of certain derivative instruments and hedging activities to aid in managing interest rate risk to within the policy parameters.

(Continued)

9. HEDGING ACTIVITIES (Continued)

In February 2012, we entered into an interest rate swap agreement with a correspondent bank to hedge the floating rate on the subordinated debentures issued to Mercantile Bank Capital Trust I; the interest rate swap agreement became effective in January 2013 and matured in January 2018. The $32.0 million of subordinated debentures have a rate equal to the 90-Day Libor Rate plus a fixed spread of 218 basis points, and are subject to repricing quarterly. The interest rate swap agreement provided for us to pay our correspondent bank a fixed rate, while our correspondent bank paid us the 90-Day Libor Rate on a $32.0 million notional amount. The quarterly re-set dates for the floating rate on the interest rate swap agreement were the same as the re-set dates for the floating rate on the subordinated debentures. The interest rate swap agreement was accounted for under hedge accounting guidelines; therefore, monthly fluctuations in the present value of the interest rate swap agreement, net of tax effect, were recorded in other comprehensive income. As of December 31, 2017, the fair value of the interest rate swap agreement was recorded as a liability in the amount of less than $0.1 million.

Effective January 26, 2016, the notional amount of the interest rate swap agreement was reduced from $32.0 million down to $21.0 million, reflecting the $11.0 million repurchase of the associated trust preferred securities on that date. We reclassified out of accumulated other comprehensive income and recorded interest expense of approximately $0.2 million in January 2016 as part of the transaction, reflecting the market value (i.e., present value of expected future cash flows) of the interest rate swap on that date of the $11.0 million portion.

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MERCANTILE BANK CORPORATION

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10. FAIR VALUES OF FINANCIAL INSTRUMENTS

The carrying amounts, estimated fair values and level within the fair value hierarchy of financial instruments were as follows as of March 31, 2018 and December 31, 2017 (dollars in thousands):

	Level in Fair Value Hierarchy	March 31, 2018		December 31, 2017	
		Carrying Values	Fair Values	Carrying Values	Fair Values
Financial assets:					
Cash	Level 1	$11,148	$11,148	$11,565	$11,565
Cash equivalents	Level 2	200,009	200,009	188,536	188,536
Securities available for sale	(1)	336,988	336,988	335,744	335,744
FHLBI stock	(2)	11,036	11,036	11,036	11,036
Loans, net	Level 3	2,529,366	2,528,622	2,536,498	2,520,063
Loans held for sale	Level 2	1,864	1,864	2,553	2,553
Mortgage servicing rights	Level 2	4,899	8,223	5,106	8,373
Accrued interest receivable	Level 2	9,590	9,590	8,770	8,770
Financial liabilities:					
Deposits	Level 2	2,540,053	2,361,212	2,522,365	2,368,188
Repurchase agreements	Level 2	104,894	104,894	118,748	118,748
FHLBI advances	Level 2	220,000	214,172	220,000	217,130
Subordinated debentures	Level 2	45,688	46,280	45,517	45,732
Accrued interest payable	Level 2	2,172	2,172	1,919	1,919
Interest rate swap	(1)	0	0	2	2

(1) See Note 11 for a description of the fair value hierarchy as well as a disclosure of levels for classes of financial assets and liabilities.

(2) It is not practical to determine the fair value of FHLBI stock due to transferability restrictions.

Carrying amount is the estimated fair value for cash and cash equivalents, FHLBI stock, accrued interest receivable and payable, noninterest-bearing checking accounts and securities sold under agreements to repurchase. Security fair values are based on market prices or dealer quotes, and if no such information is available, on the rate and term of the security and information about the issuer. Fair value for loans as of March 31, 2018 is based on an exit price model as required by ASU 2016-01, taking into account inputs such as discounted cash flows, probability of default and loss given default assumptions. As of December 31, 2017, the fair value of floating rate loans was primarily based on carrying value, while fair value of other loans was estimated using discounted cash flow analysis using interest rates the being offered for loans with similar terms to borrowers of similar credit quality. Fair value for deposits accounts other than noninterest-bearing checking accounts is based on discounted cash flows using current market rates applied to the estimated life. The fair value of mortgage servicing rights is estimated using a valuation model that calculates the present value of estimated future net servicing cash flows, taking into consideration expected mortgage loan prepayment rates, discount rates, servicing costs and other economic factors, which are determined based on current market conditions. The fair values of subordinated debentures and FHLBI advances are based on current rates for similar financing. The fair value of the interest rate swap was determined primarily utilizing market-consensus forecasted yield curves. The fair value of off-balance sheet items is estimated to be nominal.

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MERCANTILE BANK CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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11. FAIR VALUES

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability, or in the absence of a principal market, the most advantageous market for the asset or liability. The price of the principal (or most advantageous) market used to measure the fair value of the asset or liability is not adjusted for transaction costs. An orderly transaction is a transaction that assumes exposure to the market for a period prior to the measurement date to allow for marketing activities that are usual and customary for transactions involving such assets and liabilities; it is not a forced transaction. Market participants are buyers and sellers in the principal market that are (i) independent, (ii) knowledgeable, (iii) able to transact and (iv) willing to transact.

We are required to use valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets and liabilities. The income approach uses valuation techniques to convert future amounts, such as cash flows or earnings, to a single present amount on a discounted basis. The cost approach is based on the amount that currently would be required to replace the service capacity of an asset (replacement cost). Valuation techniques should be consistently applied. Inputs to valuation techniques refer to the assumptions that market participants would use in pricing the asset or liability. Inputs may be observable, meaning those that reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from independent sources, or unobservable, meaning those that reflect our own assumptions about the assumptions market participants would use in pricing the asset or liability based on the best information available in the circumstances. In that regard, we utilize a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that we have 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 in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be derived from or corroborated by observable market data by correlation or other means.

Level 3: Significant unobservable inputs that reflect our own conclusions about the assumptions that market participants would use in pricing an asset or liability.

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11. FAIR VALUES (Continued)

The following is a description of our valuation methodologies used to measure and disclose the fair values of our financial assets and liabilities that are recorded at fair value on a recurring or nonrecurring basis:

Securities available for sale. Securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based on quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models. Level 2 securities include U.S. Government agency bonds, mortgage-backed securities issued or guaranteed by U.S. Government agencies, municipal general obligation and revenue bonds and mutual funds. Level 3 securities include bonds issued by certain relatively small municipalities located within our markets that have very limited marketability due to their size and lack of ratings from a recognized rating service. We carry these bonds at historical cost, which we believe approximates fair value, unless our periodic financial analysis or other information that becomes known to us necessitates an impairment. There was no such impairment as of March 31, 2018 or December 31, 2017. We have no Level 1 securities available for sale.

Derivatives. The interest rate swap is measured at fair value on a recurring basis. We measure fair value utilizing models that use primarily market observable inputs, such as forecasted yield curves, and accordingly, the interest rate swap agreement is classified as Level 2.

Mortgage loans held for sale. Mortgage loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or market, as determined by outstanding commitments from investors, and are measured on a nonrecurring basis. Fair value is based on independent quoted market prices, where applicable, or the prices for other mortgage whole loans with similar characteristics. As of March 31, 2018 and December 31, 2017, we determined that the fair value of our mortgage loans held for sale approximated the recorded cost of $1.9 million and $2.6 million, respectively.

Loans. We do not record loans at fair value on a recurring basis. However, from time to time, we record nonrecurring fair value adjustments to collateral dependent loans to reflect partial write-downs or specific reserves that are based on

the observable market price or current estimated value of the collateral. These loans are reported in the nonrecurring table below at initial recognition of impairment and on an ongoing basis until recovery or charge-off.

Foreclosed Assets. At time of foreclosure or repossession, foreclosed and repossessed assets are adjusted to fair value less costs to sell upon transfer of the loans to foreclosed and repossessed assets, establishing a new cost basis. We subsequently adjust estimated fair value of foreclosed assets on a nonrecurring basis to reflect write-downs based on revised fair value estimates.

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MERCANTILE BANK CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

11. FAIR VALUES (Continued)

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The balances of assets and liabilities measured at fair value on a recurring basis as of March 31, 2018 are as follows:

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available for sale securities				
U.S. Government agency debt obligations	$173,169,000	$ 0	$173,169,000	$ 0
Mortgage-backed securities	40,351,000	0	40,351,000	0
Municipal general obligation bonds	117,660,000	0	112,469,000	5,191,000
Municipal revenue bonds	3,843,000	0	3,843,000	0
Other investments	1,965,000	0	1,965,000	0
Total	$336,988,000	$ 0	$331,797,000	$ 5,191,000

There were no transfers in or out of Level 1, Level 2 or Level 3 during the first three months of 2018.

The balances of assets and liabilities measured at fair value on a recurring basis as of December 31, 2017 are as follows:

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available for sale securities				
U.S. Government agency debt obligations	$169,700,000	$ 0	$169,700,000	$ 0
Mortgage-backed securities	38,792,000	0	38,792,000	0
Municipal general obligation bonds	121,293,000	0	116,102,000	5,191,000
Municipal revenue bonds	3,978,000	0	3,978,000	0
Other investments	1,981,000	0	1,981,000	0
Interest rate swap	(2,000)	0	(2,000)	0
Total	$335,742,000	$ 0	$330,551,000	$ 5,191,000

There were no transfers in or out of Level 1, Level 2 or Level 3 during 2017.

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MERCANTILE BANK CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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11. FAIR VALUES (Continued)

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

The balances of assets and liabilities measured at fair value on a nonrecurring basis as of March 31, 2018 are as follows:

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans	$4,498,000	$ 0	$ 0	$ 4,498,000
Foreclosed assets	2,384,000	0	0	2,384,000
Total	$6,882,000	$ 0	$ 0	$ 6,882,000

The balances of assets and liabilities measured at fair value on a nonrecurring basis as of December 31, 2017 are as follows:

Quoted Prices in Active	Significant

	Total	Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans	$5,836,000	$ 0	$ 0	$ 5,836,000
Foreclosed assets	2,260,000	0	0	2,260,000
Total	$8,096,000	$ 0	$ 0	$ 8,096,000

The carrying values are based on the estimated value of the property or other assets. Fair value estimates of collateral on impaired loans and foreclosed assets are reviewed periodically. Our credit policies establish criteria for obtaining appraisals and determining internal value estimates. We may also adjust outside appraisals and internal evaluations based on identifiable trends within our markets, such as sales of similar properties or assets, listing prices and offers received. In addition, we may discount certain appraised and internal value estimates to address current distressed market conditions. For real estate dependent loans and foreclosed assets, we generally assign a 15% to 25% discount factor for commercial-related properties, and a 25% to 50% discount factor for residential-related properties. In a vast majority of cases, we assign a 10% discount factor for estimated selling costs.

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MERCANTILE BANK CORPORATION

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(Unaudited)

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12. REGULATORY MATTERS

We are subject to regulatory capital requirements administered by federal banking agencies. Capital adequacy guidelines and 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 about components, risk weightings, and other factors, and the regulators can lower classifications in certain cases. Failure to meet various capital requirements can initiate regulatory action that could have a direct material effect on our financial statements.

The 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 an institution is not well capitalized, regulatory approval is required to accept brokered deposits. Subject to limited exceptions, no institution may make a capital distribution if, after making the distribution, it would be undercapitalized. If an institution is undercapitalized, it is subject to close monitoring by its principal federal regulator, its asset growth and expansion are restricted, and plans for capital restoration are required. In addition, further specific types of restrictions may be imposed on the institution at the discretion of the federal regulator. At March 31, 2018 and December 31, 2017, our bank was in the well capitalized category under the regulatory framework for prompt corrective action. There are no conditions or events since March 31, 2018 that we believe have changed our bank’s categorization.

Our actual capital levels (dollars in thousands) and the minimum levels required to be categorized as adequately and well capitalized were:

	Minimum Required for Capital	Minimum Required to be Well Capitalized Under

	Actual		Adequacy Purposes		Prompt Corrective Action Regulations	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
March 31, 2018						
Total capital (to risk weighted assets)						
Consolidated	$387,520	13.2 %	$234,830	8.0 %	$NA	NA
Bank	379,370	12.9	234,646	8.0	293,307	10.0 %
Tier 1 capital (to risk weighted assets)						
Consolidated	367,546	12.5	176,123	6.0	NA	NA
Bank	359,396	12.3	175,984	6.0	234,646	8.0
Common equity tier 1 (to risk weighted assets)						
Consolidated	323,932	11.0	132,092	4.5	NA	NA
Bank	359,396	12.3	131,988	4.5	190,650	6.5
Tier 1 capital (to average assets)						
Consolidated	367,546	11.5	127,794	4.0	NA	NA
Bank	359,396	11.3	127,712	4.0	159,640	5.0

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MERCANTILE BANK CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

12. REGULATORY MATTERS (Continued)

	Actual Amount	Ratio	Minimum Required for Capital Adequacy Purposes Amount	Ratio	Minimum Required to be Well Capitalized Under Prompt Corrective Action Regulations Amount	Ratio
December 31, 2017						
Total capital (to risk weighted assets)						
Consolidated	$379,417	12.9 %	$235,723	8.0 %	$NA	NA
Bank	371,346	12.6	235,515	8.0	294,393	10.0 %
Tier 1 capital (to risk weighted assets)						
Consolidated	359,915	12.2	176,792	6.0	NA	NA
Bank	351,844	12.0	176,636	6.0	235,515	8.0
Common equity tier 1 (to risk weighted assets)						
Consolidated	316,472	10.7	132,594	4.5	NA	NA
Bank	351,844	12.0	132,477	4.5	191,356	6.5
Tier 1 capital (to average assets)						
Consolidated	359,915	11.3	127,782	4.0	NA	NA
Bank	351,844	11.0	127,698	4.0	159,623	5.0

Our consolidated capital levels as of March 31, 2018 and December 31, 2017 include $43.6 million and $43.4 million, respectively, of trust preferred securities subject to certain limitations. Under applicable Federal Reserve guidelines, the trust preferred securities constitute a restricted core capital element. The guidelines provide that the aggregate amount of restricted core elements that may be included in our Tier 1 capital must not exceed 25% of the sum of all core capital elements, including restricted core capital elements, net of goodwill less any associated deferred tax liability. Our ability to include the trust preferred securities in Tier 1 capital in accordance with the guidelines is not affected by the provision of the Dodd-Frank Act generally restricting such treatment, because (i) the trust preferred securities were issued before May 19, 2010, and (ii) our total consolidated assets as of December 31, 2009 were less than $15.0 billion. As of March 31, 2018 and December 31, 2017, all $43.6 million and $43.4 million, respectively, of

the trust preferred securities were included in our consolidated Tier 1 capital.

Under the final BASEL III capital rules that became effective on January 1, 2015, there is a requirement for a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets which is in addition to the other minimum risk-based capital standards in the rule. Institutions that do not meet this required capital buffer will become subject to progressively more stringent limitations on the percentage of earnings that can be paid out in cash dividends or used for stock repurchases and on the payment of discretionary bonuses to senior executive management. The capital buffer requirement is being phased in over three years beginning in 2016. The capital buffer requirement effectively raises the minimum required common equity Tier 1 capital ratio to 7.0%, the Tier 1 capital ratio to 8.5% and the total capital ratio to 10.5% on a fully phased-in basis on January 1, 2019. We believe that, as of March 31, 2018, our bank would meet all capital adequacy requirements under the BASEL III capital rules on a fully phased-in basis as if all such requirements were currently in effect.

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MERCANTILE BANK CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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12. REGULATORY MATTERS (Continued)

Our and our bank's ability to pay cash and stock dividends is subject to limitations under various laws and regulations and to prudent and sound banking practices. On January 11, 2018, our Board of Directors declared a cash dividend on our common stock in the amount of $0.22 per share that was paid on March 21, 2018 to shareholders of record as of March 9, 2018. On April 12, 2018, our Board of Directors declared a cash dividend on our common stock in the amount of $0.22 per share that will be paid on June 20, 2018 to shareholders of record as of June 8, 2018.

On January 30, 2015, we announced that our Board of Directors had authorized a new program to repurchase up to $20.0 million of our common stock from time to time in open market transactions at prevailing market prices or by other means in accordance with applicable regulations. On April 19, 2016, we announced a $15.0 million expansion of the stock repurchase plan. Since inception, we have purchased a total of 956,419 shares at a total price of $19.5 million, at an average price per share of $20.38; no shares were purchased under the authorized plan during the first three months of 2018. The stock buybacks have been funded from cash dividends paid to us from our bank. Additional repurchases may be made in future periods under the authorized plan, which would also likely be funded from cash dividends paid to us from our bank.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward Looking Statements

This report contains forward-looking statements that are based on management's beliefs, assumptions, current expectations, estimates and projections about the financial services industry, the economy, and our company. Words such as "anticipates," "believes," "estimates," "expects," "forecasts," "intends," "is likely," "plans," "projects," and variations o words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions ("Future Factors") that are difficult to predict with regard to timing, extent, likelihood and degree of occurrence. Therefore, actual results and outcomes may materially differ from what may be expressed or forecasted in such forward-looking statements. We undertake no obligation to update, amend, or clarify forward looking-statements, whether as a result of new information, future events (whether anticipated or unanticipated), or otherwise.

Future Factors include, among others, changes in interest rates and interest rate relationships; demand for products and services; the degree of competition by traditional and non-traditional competitors; changes in banking regulation or actions by bank regulators; changes in tax laws; changes in prices, levies, and assessments; the impact of technological advances; governmental and regulatory policy changes; the outcomes of contingencies; trends in customer behavior as well as their ability to repay loans; changes in local real estate values; changes in the national and local economies; and risk factors described in our annual report on Form 10-K for the year ended December 31, 2017 or in this report. These are representative of the Future Factors that could cause a difference between an ultimate actual outcome and a forward-looking statement.

Introduction

The following discussion compares the financial condition of Mercantile Bank Corporation and its consolidated subsidiaries, including Mercantile Bank of Michigan ("our bank") and our bank's two subsidiaries, Mercantile Bank Real Estate Co., LLC ("our real estate company") and Mercantile Insurance Center, Inc. ("our insurance company"), at March 31, 2018 and December 31, 2017 and the results of operations for the three months ended March 31, 2018 and March 31, 2017. This discussion should be read in conjunction with the interim consolidated financial statements and footnotes included in this report. Unless the text clearly suggests otherwise, references in this report to "us," "we," "our" or "the company" include Mercantile Bank Corporation and its consolidated subsidiaries referred to above.

Critical Accounting Policies

Accounting principles generally accepted in the United States of America are complex and require us to apply significant judgment to various accounting, reporting and disclosure matters. We must use assumptions and estimates to apply these principles where actual measurements are not possible or practical. Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our unaudited financial statements included in this report. For a discussion of our significant accounting policies, see Note 1 of the Notes to our Consolidated Financial Statements included on pages F-42 through F-50 in our Form 10-K for the fiscal year ended December 31, 2017 (Commission file number 000-26719). Our critical accounting policies are highly dependent upon subjective or complex judgments, assumptions and estimates. Changes in such estimates may have a significant impact on the financial statements, and actual results may differ from those estimates. We have reviewed the application of these policies with the Audit Committee of our Board of Directors.

Allowance for Loan Losses: The allowance for loan losses ("allowance") is maintained at a level we believe is adequate to absorb probable incurred losses identified and inherent in the originated loan portfolio. Our evaluation of the adequacy of the allowance is an estimate based on past loan loss experience, the nature and volume of the loan portfolio, information about specific borrower situations and estimated collateral values, guidance from bank regulatory agencies, and assessments of the impact of current and anticipated economic conditions on the loan portfolio. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in our judgment, should be charged-off. Loan losses are charged against the allowance when we believe the uncollectability of a loan is likely. The balance of the allowance represents our best estimate, but significant downturns in circumstances relating to loan quality or economic conditions could result in a requirement for an increased allowance in the future. Likewise, an upturn in loan quality or improved economic conditions may result in a decline in the required allowance in the future. In either instance, unanticipated changes could have a significant impact on the allowance and operating results.

The allowance is increased through a provision charged to operating expense. Uncollectable loans are charged-off through the allowance. Recoveries of loans previously charged-off are added to the allowance. A loan is considered impaired when it is probable that contractual interest and principal payments will not be collected either for the amounts or by the dates as scheduled in the loan agreement. Impairment is evaluated on an individual loan basis. 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. The timing of obtaining outside appraisals varies, generally depending on the nature and complexity of the property being evaluated, general breadth of activity within the marketplace and the age of the most recent appraisal. For collateral dependent impaired loans, in most cases we obtain and use the "as is" value as indicated in the appraisal report, adjusting for any expected selling costs. In certain circumstances, we may internally update outside appraisals based on recent information impacting a particular or similar property, or due to identifiable trends (e.g., recent sales of similar properties) within our markets. The expected future cash flows exclude potential cash flows from certain guarantors. To the extent these guarantors provide repayments, a recovery would be recorded upon receipt. Loans are evaluated for impairment when payments are delayed, typically 30 days or more, or when serious deficiencies are identified within the credit relationship. Our policy for recognizing income on impaired loans is to accrue interest unless a loan is placed on nonaccrual status. We put loans into nonaccrual status when the full collection of principal and interest is not expected.

Income Tax Accounting: Current income tax assets and liabilities are established for the amount of taxes payable or refundable for the current year. In the preparation of income tax returns, tax positions are taken based on interpretation of federal and state income tax laws for which the outcome may be uncertain. We periodically review and evaluate the status of our tax positions and make adjustments as necessary. Deferred income tax assets and liabilities are also established for the future tax consequences of events that have been recognized in our financial statements or tax returns. A deferred income tax asset or liability is recognized for the estimated future tax effects attributable to temporary differences that can be carried forward (used) in future years. The valuation of our net deferred income tax

asset is considered critical as it requires us to make estimates based on provisions of the enacted tax laws. The assessment of the realizability of the net deferred income tax asset involves the use of estimates, assumptions, interpretations and judgments concerning accounting pronouncements, federal and state tax codes and the extent of future taxable income. There can be no assurance that future events, such as court decisions, positions of federal and state tax authorities, and the extent of future taxable income will not differ from our current assessment, the impact of which could be significant to the consolidated results of operations and reported earnings.

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MERCANTILE BANK CORPORATION

Accounting guidance requires that we assess whether a valuation allowance should be established against our deferred tax assets based on the consideration of all available evidence using a “more likely than not” standard. In making such judgments, we consider both positive and negative evidence and analyze changes in near-term market conditions as well as other factors which may impact future operating results. Significant weight is given to evidence that can be objectively verified.

Securities and Other Financial Instruments: Securities available for sale consist of bonds and notes which might be sold prior to maturity due to changes in interest rates, prepayment risks, yield and availability of alternative investments, liquidity needs or other factors. Securities classified as available for sale are reported at their fair value. Declines in the fair value of securities below their cost that are other than temporary are reflected as realized losses. In estimating other than temporary losses, management considers: (1) the length of time and extent that fair value has been less than carrying value (2) the financial condition and near term prospects of the issuer and (3) the Company’s ability and intent to hold the security for a period of time sufficient to allow for any anticipated recovery in fair value. Fair values for securities available for sale are obtained from outside sources and applied to individual securities within the portfolio. The difference between the amortized cost and the current fair value of securities is recorded as a valuation adjustment and reported in other comprehensive income.

Mortgage Servicing Rights: Mortgage servicing rights are recognized as assets based on the allocated fair value of retained servicing rights on loans sold. Servicing rights are carried at the lower of amortized cost or fair value and are expensed in proportion to, and over the period of, estimated net servicing income. We utilize a discounted cash flow model to determine the value of our servicing rights. The valuation model utilizes mortgage prepayment speeds, the remaining life of the mortgage pool, delinquency rates, our cost to service loans, and other factors to determine the cash flow that we will receive from serving each grouping of loans. These cash flows are then discounted based on current interest rate assumptions to arrive at the fair value of the right to service those loans. Impairment is evaluated quarterly based on the fair value of the servicing rights, using groupings of the underlying loans classified by interest rates. Any impairment of a grouping is reported as a valuation allowance.

Goodwill: Generally accepted accounting principles require us to determine the fair value of all of the assets and liabilities of an acquired entity, and record their fair value on the date of acquisition. We employ a variety of means in determination of the fair value, including the use of discounted cash flow analysis, market comparisons, and projected future revenue streams. For certain items that we believe we have the appropriate expertise to determine the fair value, we may choose to use our own calculation of the value. In other cases, where the value is not easily determined, we consult with outside parties to determine the fair value of the asset or liability. Once valuations have been adjusted, the net difference between the price paid for the acquired company and the value of its balance sheet is recorded as goodwill.

Goodwill results from business acquisitions and represents the excess of the purchase price over the fair value of acquired tangible assets and liabilities and identifiable intangible assets. Goodwill is assessed at least annually for impairment and any such impairment is recognized in the period identified. A more frequent assessment is performed if conditions in the market place or changes in the company's organizational structure occur. We use a discounted income approach and a market valuation model, which compares the inherent value of our company to valuations of recent transactions in the market place to determine if our goodwill has been impaired.

Financial Overview

We reported net income of $10.9 million, or $0.66 per diluted share, for the first quarter of 2018, compared to $7.6 million, or $0.46 per diluted share, during the first quarter of 2017. The successful collection of certain problem commercial loan relationships during the first quarter of 2018 increased reported net income by approximately $1.7 million, or $0.10 per diluted share, while a bank owned life insurance benefit claim during the first quarter of 2017 increased reported net income by approximately $1.1 million, or $0.06 per diluted share. Excluding the impacts of these transactions, diluted earnings per share increased $0.16, or about 40%, during the current-year first quarter compared to the prior-year first quarter.

Net income during the first quarter of 2018 also benefited from a reduction in our federal corporate income tax rate, which was lowered from 35% to 21% effective January 1, 2018 as a result of the enactment of the Tax Cuts and Jobs Act. Our effective federal income tax rate during the first quarter of 2018 was approximately 19%, compared to almost 31% during the first quarter of 2017.

The overall quality of our loan portfolio remains strong, with nonperforming loans equaling only 0.23% of total loans as of March 31, 2018. Gross loan charge-offs totaled $0.6 million during the first quarter of 2018, while recoveries of prior period loan charge-offs totaled $1.1 million, providing for net loan recoveries of $0.5 million, or 0.08% of average total loans on an annualized basis. We continue our collection efforts on charged-off loans and expect to record recoveries in future periods; however, given the nature of these efforts, it is not practical to forecast the dollar amount and timing of the recoveries.

New commercial term loan originations totaled approximately $111 million during the first quarter of 2018. Net loans declined $7.3 million during the first quarter of 2018, reflecting the impact of scheduled monthly payments as well as expected and unexpected commercial loan payoffs. The new loan pipeline remains strong, and at March 31, 2018, we had over $133 million in unfunded loan commitments on commercial construction and development projects that are in the construction phase. We believe our loan portfolio remains well diversified, with commercial real estate non-owner occupied loans comprising 31%, commercial and industrial loans equaling 29%, commercial real estate owner occupied loans comprising 21% and residential mortgage and consumer loans aggregating 14% of total loans at March 31, 2018. As a percent of total commercial loans, commercial and industrial loans and commercial real estate owner occupied loans combined equaled 58% at March 31, 2018.

We believe our funding structure also remains well diversified. As of March 31, 2018, noninterest-bearing checking accounts comprised 29%, interest-bearing checking and securities sold under agreements to repurchase (“sweep

accounts") combined for 17%, savings deposits and money market accounts aggregated to 29% and local time deposits accounted for 14% of total funds. Wholesale funds, comprised of brokered deposits and Federal Home Loan Bank of Indianapolis ("FHLBI") advances, represented the remaining 11% of total funds.

Financial Condition

Our total assets increased $7.2 million during the first three months of 2018, and totaled $3.29 billion as of March 31, 2018. Total loans decreased $7.3 million, while securities available for sale grew $1.2 million and cash and cash equivalents increased $11.1 million. Noninterest-bearing deposits and sweep accounts declined $36.2 million and $13.9 million, respectively, during the first three months of 2018, generally reflecting federal income tax and bonus payments from certain of our commercial customers during the initial few weeks of the quarter. Interest-bearing deposits increased $53.9 million during the first quarter of 2018, primarily reflecting deposits to money market deposit accounts from several of our existing customers.

Commercial loans decreased $10.5 million during the first three months of 2018, and at March 31, 2018 totaled $2.19 billion, or 86.0% of the loan portfolio. As of December 31, 2017, the commercial loan portfolio comprised 86.1% of total loans. During the first three months of 2018, new commercial term loans to existing and new borrowers totaled $111 million; however, we experienced an abnormally high level of pay-offs, including approximately $21 million from borrowers on our watch list and another $21 million from borrowers who sold the underlying collateral or their businesses. During the first quarter of 2018, commercial and industrial loans decreased $13.9 million and multi-family and residential rental loans declined $5.5 million, while owner occupied commercial real estate ("CRE") loans increased $4.8 million, non-owner occupied CRE loans grew $2.5 million, and vacant land, land development and residential construction loans were up $1.6 million. As a percent of total commercial loans, commercial and industrial loans and commercial real estate owner occupied loans combined equaled 58.0% as of March 31, 2018, compared to 58.1% at December 31, 2017.

We are very pleased with the approximately $1.7 billion in new commercial term loan fundings since the beginning of 2015, including about $111 million during the first three months of 2018. As of March 31, 2018, availability on existing construction and development loans totaled over $133 million, with most of those funds expected to be drawn over the next 12 to 18 months. Our current pipeline reports indicate continued strong commercial loan funding opportunities in future periods, including approximately $238 million in new lending commitments, a majority of which we expect to be accepted and funded over the next 12 to 18 months. Our commercial lenders also report substantial additional opportunities they are currently discussing with existing and potentially new borrowers.

We continue to experience commercial loan principal paydowns and payoffs. While a portion of the principal paydowns and payoffs received have been welcomed, such as on stressed loan relationships, we have also experienced instances where well-performing relationships have been refinanced at other financial institutions or non-bank entities, and other situations where the borrower has sold the underlying asset. In many of those instances where the loans were refinanced elsewhere, we believed the terms and conditions of the new lending arrangements were too aggressive, generally reflecting the very competitive banking environment in our markets. We remain committed to prudent underwriting standards that provide for an appropriate yield and risk relationship, as well as concentration limits we have established within our commercial loan portfolio. Usage of existing commercial lines of credit has remained relatively steady.

Residential mortgage loans increased $10.4 million during the first quarter of 2018, totaling $265 million, or 10.4% of total loans, as of March 31, 2018. Despite increasing residential mortgage interest rates and the negative impact of a shortage of housing inventory in our markets, most notably in West Michigan, we were able to originate $40.9 million in residential mortgage loans during the first three months of 2018, which was almost 7% higher than originations during the first three months of 2017. We sold $19.8 million of the residential mortgage loans originated during the first quarter of 2018, or about 48%, generally comprised of longer-term fixed rate residential mortgage loans. The

remaining portion was added to our balance sheet, in large part comprised of adjustable rate residential mortgage loans. Despite the headwinds of higher rates and a shortage of housing inventory, we are pleased with the success of our strategic initiative to grow our residential mortgage banking operation over the past couple of years, and are optimistic that origination volumes will continue to grow in future periods. As of March 31, 2018, the level of residential mortgage loan pre-qualifications was very near an all-time high. Other consumer-related loans declined $7.2 million during the first quarter of 2018, and at March 31, 2018 totaled $93.2 million, or 3.6% of total loans. Other consumer-related loans comprised 3.9% of total loans as of December 31, 2017. We expect this loan portfolio segment to decline in future periods as scheduled principal payments exceed origination volumes.

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The following table summarizes our loan portfolio over the past twelve months:

	3/31/18	12/31/17	9/30/17	6/30/17	3/31/17
Commercial:					
Commercial & Industrial	$739,805,000	$753,764,000	$776,563,000	$780,816,000	$757,220,000
Land Development & Construction	31,438,000	29,873,000	28,575,000	29,027,000	31,924,000
Owner Occupied Commercial RE	531,152,000	526,328,000	485,347,000	491,633,000	452,382,000
Non-Owner Occupied Commercial RE	794,206,000	791,685,000	805,167,000	783,036,000	768,565,000
Multi-Family & Residential Rental	96,428,000	101,918,000	119,170,000	114,081,000	113,257,000
Total Commercial	2,193,029,000	2,203,568,000	2,214,822,000	2,198,593,000	2,123,348,000
Retail:					
1-4 Family Mortgages	264,996,000	254,559,000	236,074,000	220,697,000	205,849,000
Home Equity & Other Consumer Loans	93,179,000	100,425,000	103,376,000	107,991,000	112,117,000
	358,175,000	354,984,000	339,450,000	328,688,000	317,966,000
Total	$2,551,204,000	$2,558,552,000	$2,554,272,000	$2,527,281,000	$2,441,314,000

Our credit policies establish guidelines to manage credit risk and asset quality. These guidelines include loan review and early identification of problem loans to provide effective loan portfolio administration. The credit policies and procedures are meant to minimize the risk and uncertainties inherent in lending. In following these policies and procedures, we must rely on estimates, appraisals and evaluations of loans and the possibility that changes in these could occur quickly because of changing economic conditions. Identified problem loans, which exhibit characteristics (financial or otherwise) that could cause the loans to become nonperforming or require restructuring in the future, are included on an internal watch list. Senior management and the Board of Directors review this list regularly. Market value estimates of collateral on impaired loans, as well as on foreclosed and repossessed assets, are reviewed periodically; however, we have a process in place to monitor whether value estimates at each quarter-end are reflective of current market conditions. Our credit policies establish criteria for obtaining appraisals and determining internal value estimates. We may also adjust outside and internal valuations based on identifiable trends within our markets, such as recent sales of similar properties or assets, listing prices and offers received. In addition, we may discount certain appraised and internal value estimates to address distressed market conditions.

Nonperforming assets, comprised of nonaccrual loans, loans past due 90 days or more and accruing interest and foreclosed properties, totaled $8.1 million (0.3% of total assets) as of March 31, 2018, compared to $9.4 million (0.3% of total assets) as of December 31, 2017. Given the low level of nonperforming loans and accruing loans 30 to 89 days delinquent, combined with the manageable and steady level of watch list credits and what we believe are strong credit administration practices, we remain pleased with the overall quality of the loan portfolio.

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The following tables provide a breakdown of nonperforming assets by collateral type:

NONPERFORMING LOANS

	3/31/18	12/31/17	9/30/17	6/30/17	3/31/17
Residential Real Estate:					
Land Development	$0	$0	$0	$0	$0
Construction	0	0	0	0	0
Owner Occupied / Rental	3,269,000	3,381,000	3,403,000	3,192,000	2,787,000
	3,269,000	3,381,000	3,403,000	3,192,000	2,787,000
Commercial Real Estate:					
Land Development	0	35,000	50,000	65,000	80,000
Construction	0	0	0	0	0
Owner Occupied	1,831,000	2,241,000	2,583,000	1,052,000	911,000
Non-Owner Occupied	0	0	46,000	47,000	421,000
	1,831,000	2,276,000	2,679,000	1,164,000	1,412,000
Non-Real Estate:					
Commercial Assets	620,000	1,444,000	2,126,000	2,081,000	3,076,000
Consumer Assets	22,000	42,000	23,000	13,000	17,000
	642,000	1,486,000	2,149,000	2,094,000	3,093,000
Total	$5,742,000	$7,143,000	$8,231,000	$6,450,000	$7,292,000

OTHER REAL ESTATE OWNED & REPOSSESSED ASSETS

	3/31/18	12/31/17	9/30/17	6/30/17	3/31/17
Residential Real Estate:					
Land Development	$0	$0	$0	$0	$0
Construction	0	0	0	0	0
Owner Occupied / Rental	302,000	193,000	245,000	175,000	185,000
	302,000	193,000	245,000	175,000	185,000

Commercial Real Estate:					
Land Development	0	0	0	0	0
Construction	0	0	0	0	0
Owner Occupied	2,082,000	2,031,000	2,044,000	261,000	310,000
Non-Owner Occupied	0	36,000	38,000	353,000	0
	2,082,000	2,067,000	2,082,000	614,000	310,000
Non-Real Estate:					
Commercial Assets	0	0	0	0	0
Consumer Assets	0	0	0	0	0
	0	0	0	0	0
Total	$2,384,000	$2,260,000	$2,327,000	$789,000	$495,000

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The following tables provide a reconciliation of nonperforming assets:

NONPERFORMING LOANS RECONCILIATION

	1st Qtr 2018	4th Qtr 2017	3rd Qtr 2017	2nd Qtr 2017	1st Qtr 2017
Beginning balance	$7,143,000	$8,231,000	$6,450,000	$7,292,000	$5,939,000
Additions, net of transfers to ORE	928,000	354,000	3,081,000	1,279,000	2,890,000
Returns to performing status	(175,000)	0	(120,000)	0	(113,000)
Principal payments	(1,557,000)	(687,000)	(1,089,000)	(1,168,000)	(1,289,000)
Loan charge-offs	(597,000)	(755,000)	(91,000)	(953,000)	(135,000)
Total	$5,742,000	$7,143,000	$8,231,000	$6,450,000	$7,292,000

OTHER REAL ESTATE OWNED & REPOSSESSED ASSETS RECONCILIATION

	1st Qtr 2018	4th Qtr 2017	3rd Qtr 2017	2nd Qtr 2017	1st Qtr 2017
Beginning balance	$2,260,000	$2,327,000	$789,000	$495,000	$469,000
Additions	527,000	48,000	1,918,000	511,000	97,000
Sale proceeds	(299,000)	(101,000)	(373,000)	(147,000)	(56,000)
Valuation write-downs	(104,000)	(14,000)	(7,000)	(70,000)	(15,000)
Total	$2,384,000	$2,260,000	$2,327,000	$789,000	$495,000

During the first quarter of 2018, loan charge-offs totaled $0.6 million while recoveries of prior period charge-offs equaled $1.1 million, providing for net loan recoveries of $0.5 million, or an annualized 0.08% of average total loans. We continue our collection efforts on charged-off loans and expect to record recoveries in future periods; however, given the nature of these efforts, it is not practical to forecast the dollar amount and timing of the recoveries.

In each accounting period, we adjust the allowance to the amount we believe is necessary to maintain the allowance at an adequate level. Through the loan review and credit departments, we establish portions of the allowance based on specifically identifiable problem loans. The evaluation of the allowance is further based on, but not limited to, consideration of the internally prepared allowance analysis, loan loss migration analysis, composition of the loan portfolio, third party analysis of the loan administration processes and portfolio, and general economic conditions.

The allowance analysis applies reserve allocation factors to non-impaired outstanding loan balances, the result of which is combined with specific reserves to calculate an overall allowance dollar amount. For non-impaired commercial loans, reserve allocation factors are based on the loan ratings as determined by our standardized grade paradigms and by loan purpose. Our commercial loan portfolio is segregated into five classes: 1) commercial and industrial loans; 2) vacant land, land development and residential construction loans; 3) owner occupied real estate loans; 4) non-owner occupied real estate loans; and 5) multi-family and residential rental property loans. The reserve allocation factors are primarily based on the historical trends of net loan charge-offs through a migration analysis whereby net loan losses are tracked via assigned grades over various time periods, with adjustments made for environmental factors reflecting the current status of, or recent changes in, items such as: lending policies and procedures; economic conditions; nature and volume of the loan portfolio; experience, ability and depth of management and lending staff; volume and severity of past due, nonaccrual and adversely classified loans; effectiveness of the loan review program; value of underlying collateral; loan concentrations; and other external factors such as competition and regulatory environment. Adjustments for specific lending relationships, particularly impaired loans, are made on a case-by-case basis. Non-impaired retail loan reserve allocations are determined in a similar fashion as those for non-impaired commercial loans, except that retail loans are segmented by type of credit and not a grading system. We regularly review the allowance analysis and make needed adjustments based upon identifiable trends and experience.

A migration analysis is completed quarterly to assist us in determining appropriate reserve allocation factors for non-impaired commercial loans. Our migration analysis takes into account various time periods, with most weight placed on the time frame from December 31, 2010 through March 31, 2018. We believe this time period represents an appropriate range of economic conditions, and that it provides for an appropriate basis in determining reserve allocation factors given current economic conditions and the general consensus of economic conditions in the near future.

Although the migration analysis provides a historical accounting of our net loan losses, it is not able to fully account for environmental factors that will also very likely impact the collectability of our commercial loans as of any quarter-end date. Therefore, we incorporate the environmental factors as adjustments to the historical data. Environmental factors include both internal and external items. We believe the most significant internal environmental factor is our credit culture and the relative aggressiveness in assigning and revising commercial loan risk ratings, with the most significant external environmental factor being the assessment of the current economic environment and the resulting implications on our commercial loan portfolio.

The primary risk elements with respect to commercial loans are the financial condition of the borrower, the sufficiency of collateral, and timeliness of scheduled payments. We have a policy of requesting and reviewing periodic financial statements from commercial loan customers, and we have a disciplined and formalized review of

the existence of collateral and its value. The primary risk element with respect to each residential real estate loan and consumer loan is the timeliness of scheduled payments. We have a reporting system that monitors past due loans and have adopted policies to pursue creditor's rights in order to preserve our collateral position.

The allowance for originated loans equaled $19.1 million, or 0.9% of total originated loans outstanding, at both March 31, 2018 and December 31, 2017. We also had an allowance for acquired loans, which equaled $0.9 million and $0.4 million as of March 31, 2018 and December 31, 2017, respectively. The allowance equaled 348% of nonperforming loans as of March 31, 2018, compared to 273% as of December 31, 2017. The increase in this ratio during the first quarter primarily reflects a $1.4 million decrease in nonperforming loans.

As of March 31, 2018, the allowance for originated loans was comprised of $18.2 million in general reserves relating to non-impaired loans, $0.5 million in specific reserve allocations relating to nonaccrual loans, and $0.4 million in specific reserves on other loans, primarily accruing loans designated as troubled debt restructurings. Troubled debt restructurings totaled $11.8 million at March 31, 2018, consisting of $1.9 million that are on nonaccrual status and $9.9 million that are on accrual status. The latter, while considered and accounted for as impaired loans in accordance with accounting guidelines, are not included in our nonperforming loan totals. Impaired loans with an aggregate carrying value of $0.7 million as of March 31, 2018 had been subject to previous partial charge-offs aggregating $1.0 million. Those partial charge-offs were primarily recorded in 2017 and 2011. As of March 31, 2018, there were no specific reserves allocated to impaired loans that had been subject to a previous partial charge-off.

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The following table provides a breakdown of our originated and acquired loans categorized as troubled debt restructurings:

	3/31/18	12/31/17	9/30/17	6/30/17	3/31/17
Performing	$9,876,000	$6,128,000	$9,350,000	$9,982,000	$11,497,000
Nonperforming	1,920,000	2,434,000	2,603,000	975,000	731,000
Total	$11,796,000	$8,562,000	$11,953,000	$10,957,000	$12,228,000

Although we believe the allowance is adequate to absorb loan losses in our originated loan portfolio as they arise, there can be no assurance that we will not sustain loan losses in any given period that could be substantial in relation to, or greater than, the size of the allowance.

Securities available for sale increased $1.2 million during the first three months of 2018, totaling $337 million as of March 31, 2018. Purchases during the first three months of 2018, consisting primarily of U.S. Government agency bonds ($8.5 million) and U.S. Government agency issued or guaranteed mortgage-backed securities ($4.6 million), totaled $13.3 million. Proceeds from matured and called municipal bonds during the first three months of 2018 totaled $2.2 million, with another $2.4 million from principal paydowns on mortgage-backed securities. At March 31, 2018, the portfolio was primarily comprised of U.S. Government agency bonds (51%), municipal bonds (36%) and U.S. Government agency issued or guaranteed mortgage-backed securities (12%). All of our securities are currently designated as available for sale, and are therefore stated at fair value. The fair value of securities designated as available for sale at March 31, 2018 totaled $337 million, including a net unrealized loss of $13.3 million. We maintain the securities portfolio at levels to provide adequate pledging and secondary liquidity for our daily operations. In addition, the securities portfolio serves a primary interest rate risk management function. We expect purchases during the remainder of 2018 to generally consist of U.S. Government agency bonds and municipal bonds, with the securities portfolio maintained at about 11% of total assets.

FHLBI stock totaled $11.0 million as of March 31, 2018, unchanged from the balance at December 31, 2017. Our investment in FHLBI stock is necessary to engage in their advance and other financing programs. We have regularly received quarterly cash dividends, and we expect a cash dividend will continue to be paid in future quarterly periods.

Market values on our U.S. Government agency bonds, mortgage-backed securities issued or guaranteed by U.S. Government agencies and municipal bonds are generally determined on a monthly basis with the assistance of a third party vendor. Evaluated pricing models that vary by type of security and incorporate available market data are utilized. Standard inputs include issuer and type of security, benchmark yields, reported trades, broker/dealer quotes and issuer spreads. The market value of certain non-rated securities issued by relatively small municipalities generally located within our markets is estimated at carrying value. We believe our valuation methodology provides for a reasonable estimation of market value, and that it is consistent with the requirements of accounting guidelines.

Interest-earning balances, primarily consisting of excess funds deposited at the Federal Reserve Bank of Chicago, are used to manage daily liquidity needs and interest rate sensitivity. During the first three months of 2018, the average balance of these funds equaled $124 million, or 4.1% of average earning assets. We expect these funds to average a more desired level of 1% to 2% of average earning assets in future quarters.

Net premises and equipment equaled $46.3 million at March 31, 2018, an increase of $0.3 million during the first three months of 2018; the increase was attributable to net purchases of $1.4 million, which more than offset the transfer of a former branch into other real estate owned in the amount of $0.3 million and depreciation expense of $0.8 million. Foreclosed and repossessed assets equaled $2.4 million as of March 31, 2018, up $0.1 million from year-end 2017. While we expect periodic transfers from loans to foreclosed and repossessed assets in future periods reflecting our collection efforts on some impaired lending relationships, we believe the overall strong quality of our loan portfolio will limit any overall increase in, and average balance of, this particular nonperforming asset category.

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Total deposits increased $17.7 million during the first three months of 2018, totaling $2.54 billion at March 31, 2018. Out-of-area deposits decreased $0.2 million during the first three months of 2018, and as a percent of total deposits, equaled 4.0% as of March 31, 2018, compared to 4.1% as of December 31, 2017.

Noninterest-bearing deposits and sweep accounts declined $36.2 million and $13.9 million, respectively, during the first three months of 2018, generally reflecting federal income tax and bonus payments from certain of our commercial customers during the initial few weeks of the quarter. Interest-bearing deposits increased $53.9 million during the first quarter of 2018, primarily reflecting deposits to money market deposit accounts from several of our existing customers. Money market deposit accounts and interest-bearing checking accounts grew $59.2 million and $4.4 million, respectively, during the first three months of 2018, while savings deposits decreased $1.3 million. Local time deposits declined $8.2 million, primarily consisting of non-renewed maturities from certain municipal customers, while out-of-area deposits decreased $0.2 million.

FHLBI advances were unchanged during the first three months of 2018, totaling $220 million as of March 31, 2018. The FHLBI advances are generally collateralized by a blanket lien on our residential mortgage loan portfolio and certain commercial real estate loans. Our borrowing line of credit as of March 31, 2018 totaled about $739 million, with remaining availability approximating $519 million.

Shareholders' equity was $368 million at March 31, 2018, compared to $366 million at December 31, 2017. The $2.5 million increase during the first three months of 2018 primarily reflects the positive impact of net income totaling $10.9 million and the negative impact of cash dividends on common shares totaling $3.6 million. Also negatively impacting shareholders' equity during the first three months of 2018 was a $5.6 million after-tax reduction in the market value of our available for sales securities portfolio, reflecting the increase in market interest rates during that time period.

Liquidity

Liquidity is measured by our ability to raise funds through deposits, borrowed funds, and capital, or cash flow from the repayment of loans and securities. These funds are used to fund loans, meet deposit withdrawals, maintain reserve requirements and operate our company. Liquidity is primarily achieved through local and out-of-area deposits and liquid assets such as securities available for sale, matured and called securities, federal funds sold and interest-earning deposits. Asset and liability management is the process of managing our balance sheet to achieve a mix of earning assets and liabilities that maximizes profitability, while providing adequate liquidity.

To assist in providing needed funds, we periodically obtain monies from wholesale funding sources. Wholesale funds, primarily comprised of deposits from customers outside of our market areas and advances from the FHLBI, totaled $322 million, or 11.3% of combined deposits and borrowed funds, as of March 31, 2018, compared to $323 million, or 11.3% of combined deposits and borrowed funds, as of December 31, 2017.

Sweep accounts decreased $13.9 million during the first three months of 2018, totaling $105 million as of March 31, 2018. Total balances in this product have been on a declining trend over the past few years, in large part reflecting customers closing sweep accounts and depositing the funds into stand-alone noninterest-bearing checking accounts. The balance decline during the first three months of 2018 also reflects federal income tax and bonus payments from certain of our commercial customers. Our sweep account program entails transferring collected funds from certain business noninterest-bearing checking accounts and savings deposits into over-night interest-bearing repurchase agreements. Such sweep accounts are not deposit accounts and are not afforded federal deposit insurance, and are accounted for as secured borrowings. Information regarding our repurchase agreements as of March 31, 2018 and during the first three months of 2018 is as follows:

Outstanding balance at March 31, 2018	$	104,894,000	
Weighted average interest rate at March 31, 2018		0.25	%
Maximum daily balance three months ended March 31, 2018	$	123,046,000	
Average daily balance for three months ended March 31, 2018	$	108,048,000	
Weighted average interest rate for three months ended March 31, 2018		0.22	%

As a member of FHLBI, we have access to FHLBI advance borrowing programs. FHLBI advances were unchanged during the first three months of 2018. As of March 31, 2018, FHLBI advances totaled $220 million, and based on available collateral we could borrow an additional $519 million.

We also have the ability to borrow up to $50.0 million on a daily basis through a correspondent bank using an established unsecured federal funds purchased line of credit. We did not access this line of credit during the first three months of 2018. In contrast, our interest-earning deposit balance with the Federal Reserve Bank of Chicago averaged $121 million during the first three months of 2018. We also have a line of credit through the Discount Window of the Federal Reserve Bank of Chicago. Using certain municipal bonds as collateral, we could have borrowed up to $19.5 million as of March 31, 2018. We did not utilize this line of credit during the first three months of 2018 or at any time during the previous nine fiscal years, and do not plan to access this line of credit in future periods.

The following table reflects, as of March 31, 2018, significant fixed and determinable contractual obligations to third parties by payment date, excluding accrued interest:

	One Year or Less	One to Three Years	Three to Five Years	Over Five Years	Total
Deposits without a stated maturity	$2,034,886,000	$0	$0	$0	$2,034,886,000
Time deposits	263,276,000	169,630,000	72,261,000	0	505,167,000
Short-term borrowings	104,894,000	0	0	0	104,894,000
Federal Home Loan Bank advances	30,000,000	70,000,000	80,000,000	40,000,000	220,000,000
Subordinated debentures	0	0	0	45,688,000	45,688,000
Other borrowed money	0	0	0	3,243,000	3,243,000
Property leases	327,000	506,000	294,000	204,000	1,331,000

In addition to normal loan funding and deposit flow, we must maintain liquidity to meet the demands of certain unfunded loan commitments and standby letters of credit. As of March 31, 2018, we had a total of $1.04 billion in unfunded loan commitments and $23.6 million in unfunded standby letters of credit. Of the total unfunded loan commitments, $800 million were commitments available as lines of credit to be drawn at any time as customers' cash needs vary, and $238 million were for loan commitments generally expected to close and become funded within the next 12 to 18 months. We regularly monitor fluctuations in loan balances and commitment levels, and include such data in our overall liquidity management.

We monitor our liquidity position and funding strategies on an ongoing basis, but recognize that unexpected events, changes in economic or market conditions, a reduction in earnings performance, declining capital levels or situations beyond our control could cause liquidity challenges. While we believe it is unlikely that a funding crisis of any significant degree is likely to materialize, we have developed a comprehensive contingency funding plan that provides a framework for meeting liquidity disruptions.

Capital Resources

Shareholders' equity was $368 million at March 31, 2018, compared to $366 million at December 31, 2017. The $2.5 million increase during the first three months of 2018 primarily reflects the positive impact of net income totaling $10.9 million and the negative impact of cash dividends on common shares totaling $3.6 million. Also negatively impacting shareholders' equity during the first three months of 2018 was a $5.6 million after-tax reduction in the market value of our available for sales securities portfolio, reflecting the increase in market interest rates during that time period.

On January 30, 2015, we announced that our Board of Directors had authorized a new program to repurchase up to $20.0 million of our common stock from time to time in open market transactions at prevailing market prices or by other means in accordance with applicable regulations. On April 19, 2016, we announced a $15.0 million expansion of the stock repurchase plan. Since inception, we have purchased approximately 956,000 shares at a total price of $19.5 million, at an average price per share of $20.38; no shares were purchased under the authorized plan during the first three months of 2018. The stock buybacks have been funded from cash dividends paid to us from our bank. Additional repurchases may be made during in future periods under the authorized plan, which would also likely be funded from cash dividends paid to us from our bank.

We and our bank are subject to regulatory capital requirements administered by state and federal banking agencies. Failure to meet the various capital requirements can initiate regulatory action that could have a direct material effect on the financial statements. Under the final BASEL III capital rules that became effective on January 1, 2015, there is a requirement for a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets which is in addition to the other minimum risk-based capital standards in the rule. Institutions that do not meet this required capital buffer will become subject to progressively more stringent limitations on the percentage of earnings that can be paid out in cash dividends or used for stock repurchases and on the payment of discretionary bonuses to senior executive management. The capital buffer requirement is being phased in over three years beginning in 2016. The capital buffer requirement effectively raises the minimum required common equity Tier 1 capital ratio to 7.0%, the Tier 1 capital ratio to 8.5% and the total capital ratio to 10.5% on a fully phased-in basis on January 1, 2019. We believe that, as of March 31, 2018, our bank would meet all capital adequacy requirements under the BASEL III capital rules on a fully phased-in basis as if all such requirements were currently in effect.

As of March 31, 2018, our bank's total risk-based capital ratio was 12.9%, compared to 12.6% at December 31, 2017. Our bank's total regulatory capital increased $8.0 million during the first three months of 2018, in large part reflecting the net impact of net income totaling $12.2 million and cash dividends paid to us aggregating $4.0 million. Our bank's total risk-based capital ratio was also impacted by a $10.9 million reduction in total risk-weighted assets, primarily resulting from a reduction in total commercial loans. As of March 31, 2018, our bank's total regulatory capital equaled $379 million, or approximately $86 million in excess of the 10.0% minimum that is among the requirements to be categorized as "well capitalized." Our and our bank's capital ratios as of March 31, 2018 and December 31, 2017 are disclosed in Note 12 of the Notes to Condensed Consolidated Financial Statements.

Results of Operations

We recorded net income of $10.9 million, or $0.66 per basic and diluted share, for the first quarter of 2018, compared to net income of $7.6 million, or $0.46 per basic and diluted share, for the first quarter of 2017. The successful collection of certain problem commercial loan relationships during the first quarter of 2018 increased reported net income by approximately $1.7 million, or $0.10 per diluted share, while a bank owned life insurance death benefits claim during the first quarter of 2017 increased reported net income by approximately $1.1 million, or $0.06 per diluted share; excluding the impacts of these transactions, diluted earnings per share increased $0.16, or 40.0%, during the current-year first quarter compared to the prior-year first quarter.

Net income during the first three months of 2018 also benefited from a reduction in our federal corporate income tax rate, which was lowered from 35% to 21% on January 1, 2018, as a result of the enactment of the Tax Cuts and Jobs Act; our effective tax rate during the first quarter of 2018 was 19.0%, down from 30.7% during the prior-year first quarter.

The improved net income in the first quarter of 2018 compared to the prior-year first quarter primarily resulted from increased net interest income, which more than offset lower noninterest income and higher overhead costs. The increased net interest income resulted from an improved net interest margin and a higher level of earning assets. Noninterest income during the first quarter of 2017 was elevated mainly as a result of the bank owned life insurance death benefits claim. Excluding this transaction, noninterest income during the current-year first quarter was down slightly compared to the respective 2017 period, primarily reflecting decreased mortgage banking activity income, which more than offset increases in credit and debit card income, service charges on accounts, and payroll processing fees. The increased noninterest expense mainly reflects higher salary and occupancy costs.

Interest income during the first quarter of 2018 was $35.0 million, an increase of $6.3 million, or 21.9%, from the $28.7 million earned during the first quarter of 2017. The growth in interest income resulted from a higher yield on average earning assets and an increase in average earning assets. The yield on average earning assets was 4.70% during the first quarter of 2018, compared to 4.20% during the first quarter of 2017. The increased yield on average earning assets primarily resulted from a higher yield on loans, which equaled 5.14% and 4.54% during the first quarters of 2018 and 2017, respectively. The increased yield on loans mainly stemmed from a higher yield on commercial loans, which equaled 5.23% and 4.49% in the current-year first quarter and prior-year first quarter, respectively. The increased yield on commercial loans primarily resulted from higher interest rates on variable-rate commercial loans resulting from the Federal Open Market Committee ("FOMC") raising the targeted federal funds by 25 basis points in each of March, June, and December of 2017 and again in March of 2018, and successful commercial loan collection efforts. The collection of interest on certain nonperforming commercial loans that paid in full positively impacted the yield on commercial loans by approximately 40 basis points during the first quarter of 2018. Purchased credit-impaired ("PCI") loan accretion and payments received on PCI commercial real estate-pooled loans, which are both reported as interest income, totaled $2.1 million during the first three months of 2018, compared to $0.6 million during the respective 2017 period. The positive impact of the increased yield on loans on the yield on average earning assets during the current-year first quarter was somewhat mitigated by a change in earning asset mix. Average higher-yielding loans represented 84.4% of average earning assets during the first quarter of 2018, down from 85.6% during the first quarter of 2017, while average lower-yielding interest-earning deposits represented 4.1% and 2.2% of average earning assets during the respective periods. Average earning assets equaled $3.02 billion during the current-year first quarter, up $233 million, or 8.4%, from the level of $2.79 billion during the prior-year first quarter; average loans were up $162 million, average interest-earning deposits were up $62.3 million, and average securities were up $8.9 million during the first three months of 2018 compared to the respective 2017 period.

Interest expense during the first quarter of 2018 was $4.8 million, an increase of $1.6 million, or 49.7%, from the $3.2 million expensed during the first quarter of 2017. The increase in interest expense is attributable to a higher weighted average cost of interest-bearing liabilities, which equaled 0.94% in the current-year first quarter compared to 0.68% in the prior-year first quarter, and an increase in interest-bearing liabilities. The increase in the weighted average cost of interest-bearing liabilities reflects higher costs of certain non-time deposit accounts, certificates of deposit, and borrowed funds. The cost of interest-bearing non-time deposit accounts increased from 0.12% during the first quarter of 2017 to 0.46% during the first quarter of 2018, primarily reflecting one large depositor transferring funds from time deposits into a money market account product at rates higher than the average rate on the money market product at the time of transfer and the offering of a high balance money market account product with a higher rate, both of which occurred during the second quarter of 2017. The cost of time deposits increased from 1.18% during the prior-year first quarter to 1.39% during the current-year first quarter, mainly reflecting higher rates paid on local certificates of deposit, public unit certificates of deposit $100,000 and over, and brokered certificates of deposit $100,000 and over; the increased rates primarily reflect the rising interest rate environment. The cost of borrowed funds increased from 1.53% during the first three months of 2017 to 1.83% during the respective 2018 period, mainly reflecting higher costs of FHLBI advances and subordinated debentures and a change in borrowing mix. The cost of FHLBI advances increased from 1.49% during the first quarter of 2017 to 1.72% during the first quarter of 2018; longer-term advances totaling $90 million were obtained during the last ten months of 2017 to meet loan funding and interest rate risk

management needs. The cost of subordinated debentures was 5.87% during the current-year first quarter, up from 5.34% during the respective 2017 period due to increased Libor rates stemming from the rising interest rate environment. Average higher-costing FHLBI advances represented 58.4% of average borrowed funds during the first quarter of 2018, up from 49.7% during the first quarter of 2017, while average lower-costing sweep accounts represented 28.7% and 36.6% of average borrowed funds during the respective periods. Average interest-bearing liabilities were $2.07 billion during the first three months of 2018, up $172 million, or 9.1%, from the $1.89 billion average during the first three months of 2017.

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Net interest income during the first quarter of 2018 was $30.2 million, an increase of $4.7 million, or 18.4%, from the $25.5 million earned during the first quarter of 2017. The increase in net interest income was due to a higher net interest margin and an increase in average earning assets. The net interest margin increased from 3.73% in the first quarter of 2017 to 4.06% in the current-year first quarter due to a higher yield on average earning assets, which more than offset an increased cost of funds. The increase in the yield on average earning assets from 4.20% during the first quarter of 2017 to 4.70% during the first quarter of 2018 mainly resulted from a higher yield on commercial loans. The increased yield on commercial loans primarily resulted from higher interest rates on variable-rate loans stemming from the aforementioned FOMC rate hikes and successful collection efforts. Based upon the forecast of our interest rate risk measurement system, we expect any further FOMC rate hikes to positively impact our net interest margin. The collection of interest on certain nonperforming commercial loans that paid in full positively impacted the yield on earning assets during the first three months of 2018 by approximately 29 basis points, while a higher-than-desired level of interest-earning deposits negatively impacted the yield by approximately 8 basis points. Excluding the impacts of these factors, the net interest margin equaled approximately 3.85% during the first quarter of 2018. The cost of funds equaled 0.64% during the first quarter of 2018, up from 0.47% during the prior-year first quarter primarily due to increased costs of certain non-time deposit accounts, time deposits, and borrowed funds.

The following table sets forth certain information relating to our consolidated average interest-earning assets and interest-bearing liabilities and reflects the average yield on assets and average cost of liabilities for the first quarters of 2018 and 2017. Such yields and costs are derived by dividing income or expense by the average daily balance of assets or liabilities, respectively, for the period presented. Tax-exempt securities interest income and yield for the first quarters of 2018 and 2017 have been computed on a tax equivalent basis using a marginal tax rate of 21% and 35%, respectively. Securities interest income was increased by $75,000 and $167,000 in the first quarters of 2018 and 2017, respectively, for this non-GAAP, but industry standard, adjustment. This adjustment equated to a one basis point increase in our net interest margin during the first quarter of 2018, and a two basis point increase in our net interest margin during the first quarter of 2017.

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MERCANTILE BANK CORPORATION

	Quarters ended March 31,					
	2018			2017		
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate
	(dollars in thousands)					
ASSETS						
Loans	$2,552,070	$32,315	5.14 %	$2,390,030	$26,733	4.54 %
Investment securities	348,431	2,271	2.61	339,537	1,995	2.35
Other interest-earning assets	123,633	470	1.52	61,376	143	0.81
Total interest - earning assets	3,024,134	35,056	4.70	2,790,943	28,871	4.20
Allowance for loan losses	(20,212)			(18,176)		
Other assets	245,872			244,104		
Total assets	$3,249,794			$3,016,871		
LIABILITIES AND SHAREHOLDERS' EQUITY						
Interest-bearing deposits	$1,690,135	$3,085	0.74 %	$1,542,078	$1,868	0.49 %
Short-term borrowings	108,048	57	0.22	129,022	51	0.16
Federal Home Loan Bank advances	220,000	945	1.72	175,333	655	1.49
Other borrowings	48,841	695	5.69	48,258	621	5.15
Total interest-bearing liabilities	2,067,024	4,782	0.94	1,894,691	3,195	0.68
Noninterest-bearing deposits	805,214			766,031		
Other liabilities	12,035			12,805		
Shareholders' equity	365,521			343,344		
Total liabilities and shareholders' equity	$3,249,794			$3,016,871		
Net interest income		$30,274			$25,676	
Net interest rate spread			3.76 %			3.52 %
Net interest spread on average assets			3.77 %			3.45 %
Net interest margin on earning assets			4.06 %			3.73 %

No provision expense was recorded during the first quarter of 2018, compared to a provision expense of $0.6 million recorded during the first quarter of 2017. In light of net loan recoveries being recorded and the lack of net loan growth during the current-year first quarter, no provision expense was made. The provision expense recorded during the 2017 period primarily reflected ongoing loan growth. Net loan recoveries were $0.5 million during the first three months of

2018, compared to net loan charge-offs of $0.3 million during the respective 2017 period. The allowance for originated loans, as a percentage of total originated loans, was 0.9% as of both March 31, 2018, and March 31, 2017. Our allowances for originated loans and acquired loans totaled $19.1 million and $0.9 million, respectively, as of March 31, 2018.

Noninterest income during the first quarter of 2018 was $4.4 million, compared to $5.9 million during the prior-year first quarter. Noninterest income during the first quarter of 2017 included a bank owned life insurance death benefits claim of $1.4 million. Excluding the impact of this transaction, noninterest income declined $0.1 million during the current-year first quarter compared to the respective 2017 period. The decrease in noninterest income primarily reflected a lower level of mortgage banking activity income, which more than offset increased credit and debit card income, service charges on accounts, and payroll processing fees. Mortgage banking activity income during the first three months of 2018 was negatively impacted by a shortage of housing inventory in our markets and rising residential mortgage loan interest rates. In light of the current strong residential mortgage pipeline and level of pre-qualifications, we believe that future purchase activity from increased turnover and the addition of new housing stock in our markets will more than offset lower refinance activity stemming from the rising interest rate environment, resulting in mortgage banking activity income growth in future periods.

Noninterest expense during the first quarter of 2018 was $21.1 million, an increase of $1.4 million, or 6.9%, from the $19.7 million expensed during the first quarter of 2017. The higher level of expense primarily resulted from increased salary costs, mainly reflecting annual employee merit pay increases, the hiring of additional staff, a larger bonus accrual, and higher stock-based compensation expense. Increased occupancy costs, mainly stemming from expansion initiatives and higher maintenance expenses, also contributed to the increased level of noninterest expense.

During the first quarter of 2018, we recorded income before federal income tax of $13.4 million and a federal income tax expense of $2.5 million. During the first quarter of 2017, we recorded income before federal income tax of $11.0 million and a federal income tax expense of $3.4 million. The lower level of federal income tax expense primarily reflects a reduced corporate income tax rate stemming from the enactment of the Tax Cuts and Jobs Act; the rate was lowered from 35% to 21% effective January 1, 2018. Our effective tax rate was 19.0% during the first three months of 2018, compared to 30.7% during the respective 2017 period.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our primary market risk exposure is interest rate risk and, to a lesser extent, liquidity risk. All of our transactions are denominated in U.S. dollars with no specific foreign exchange exposure. We have only limited agricultural-related loan assets and therefore have no significant exposure to changes in commodity prices. Any impact that changes in foreign exchange rates and commodity prices would have on interest rates is assumed to be insignificant. Interest rate risk is the exposure of our financial condition to adverse movements in interest rates. We derive our income primarily from the excess of interest collected on our interest-earning assets over the interest paid on our interest-bearing liabilities. The rates of interest we earn on our assets and owe on our liabilities generally are established contractually

for a period of time. Since market interest rates change over time, we are exposed to lower profitability if we cannot adapt to interest rate changes. Accepting interest rate risk can be an important source of profitability and shareholder value; however, excessive levels of interest rate risk could pose a significant threat to our earnings and capital base. Accordingly, effective risk management that maintains interest rate risk at prudent levels is essential to our safety and soundness.

Evaluating the exposure to changes in interest rates includes assessing both the adequacy of the process used to control interest rate risk and the quantitative level of exposure. Our interest rate risk management process seeks to ensure that appropriate policies, procedures, management information systems and internal control procedures are in place to maintain interest rate risk at prudent levels with consistency and continuity. In evaluating the quantitative level of interest rate risk, we assess the existing and potential future effects of changes in interest rates on our financial condition, including capital adequacy, earnings, liquidity and asset quality.

We use two interest rate risk measurement techniques. The first, which is commonly referred to as GAP analysis, measures the difference between the dollar amounts of interest sensitive assets and liabilities that will be refinanced or repriced during a given time period. A significant repricing gap could result in a negative impact to our net interest margin during periods of changing market interest rates.

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The following table depicts our GAP position as of March 31, 2018:

	Within Three Months	Three to Twelve Months	One to Five Years	After Five Years	Total
Assets:					
Commercial loans (1)	$1,169,231,000	$56,643,000	$639,537,000	$314,539,000	$2,179,950,000
Residential real estate loans	61,991,000	14,933,000	127,970,000	134,827,000	339,721,000
Consumer loans	1,598,000	1,069,000	24,139,000	4,727,000	31,533,000
Securities (2)	31,893,000	14,046,000	88,904,000	213,181,000	348,024,000
Other interest-earning assets	161,879,000	750,000	1,250,000	0	163,879,000
Allowance for loan losses	0	0	0	0	(19,974,000)
Other assets	0	0	0	0	250,767,000
Total assets	1,426,592,000	87,441,000	881,800,000	667,274,000	$3,293,900,000
Liabilities:					
Interest-bearing checking	392,134,000	0	0	0	392,134,000
Savings deposits	326,247,000	0	0	0	326,247,000
Money market accounts	486,318,000	0	0	0	486,318,000
Time deposits under $100,000	12,134,000	54,378,000	89,541,000	0	156,053,000
Time deposits $100,000 & over	71,840,000	124,924,000	152,350,000	0	349,114,000
Short-term borrowings	104,894,000	0	0	0	104,894,000
Federal Home Loan Bank advances	20,000,000	10,000,000	150,000,000	40,000,000	220,000,000
Other borrowed money	48,930,000	0	0	0	48,930,000
Noninterest-bearing checking	0	0	0	0	830,187,000
Other liabilities	0	0	0	0	11,683,000
Total liabilities	1,462,497,000	189,302,000	391,891,000	40,000,000	2,925,560,000
Shareholders' equity	0	0	0	0	368,340,000
Total liabilities & shareholders' equity	1,462,497,000	189,302,000	391,891,000	40,000,000	$3,293,900,000
Net asset (liability) GAP	$(35,905,000)	$(101,861,000)	$489,909,000	$627,274,000	
Cumulative GAP	$(35,905,000)	$(137,766,000)	$352,143,000	$979,417,000	

Percent of cumulative GAP to total assets	(1.1)%	(4.2)%	10.7%	29.7%

(1) Floating rate loans that are currently at interest rate floors are treated as fixed rate loans and are reflected using maturity date and not repricing frequency.

(2) Mortgage-backed securities are categorized by average life calculations based upon prepayment trends as of March 31, 2018.

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The second interest rate risk measurement we use is commonly referred to as net interest income simulation analysis. We believe that this methodology provides a more accurate measurement of interest rate risk than the GAP analysis, and therefore, it serves as our primary interest rate risk measurement technique. The simulation model assesses the direction and magnitude of variations in net interest income resulting from potential changes in market interest rates.

Key assumptions in the model include prepayment speeds on various loan and investment assets; cash flows and maturities of interest sensitive assets and liabilities; and changes in market conditions impacting loan and deposit volume and pricing. These assumptions are inherently uncertain, subject to fluctuation and revision in a dynamic environment; therefore, the model cannot precisely estimate net interest income or exactly predict the impact of higher or lower interest rates on net interest income. Actual results will differ from simulated results due to timing, magnitude, and frequency of interest rate changes and changes in market conditions and our strategies, among other factors.

We conducted multiple simulations as of March 31, 2018, in which it was assumed that changes in market interest rates occurred ranging from up 400 basis points to down 400 basis points in equal quarterly instalments over the next twelve months. The following table reflects the suggested impact on net interest income over the next twelve months in comparison to estimated net interest income based on our balance sheet structure, including the balances and interest rates associated with our specific loans, securities, deposits and borrowed funds, as of March 31, 2018. The resulting estimates are well within our policy parameters established to manage and monitor interest rate risk.

Interest Rate Scenario	Dollar Change In Net Interest Income	Percent Change In Net Interest Income
Interest rates down 400 basis points	$(18,580,000)	(16.6%)
Interest rates down 300 basis points	(15,400,000)	(13.7)
Interest rates down 200 basis points	(11,290,000)	(10.1)
Interest rates down 100 basis points	(5,930,000)	(5.3)
No change in interest rates	(420,000)	(0.4)
Interest rates up 100 basis points	1,740,000	1.5
Interest rates up 200 basis points	3,880,000	3.5
Interest rates up 300 basis points	6,050,000	5.4
Interest rates up 400 basis points	8,200,000	7.3

The resulting estimates have been significantly impacted by the current interest rate and economic environments, as adjustments have been made to critical model inputs with regards to traditional interest rate relationships. This is especially important as it relates to floating rate commercial loans, which comprise a sizable portion of our balance sheet.

In addition to changes in interest rates, the level of future net interest income is also dependent on a number of other variables, including: the growth, composition and absolute levels of loans, deposits, and other earning assets and interest-bearing liabilities; level of nonperforming assets; economic and competitive conditions; potential changes in lending, investing, and deposit gathering strategies; client preferences; and other factors.

Item 4. Controls and Procedures

As of March 31, 2018, an evaluation was performed under the supervision of and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, our management, including our Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of March 31, 2018.

There have been no changes in our internal control over financial reporting during the quarter ended March 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we may be involved in various legal proceedings that are incidental to our business. In our opinion, we are not a party to any current legal proceedings that are material to our financial condition, either individually or in the aggregate.

Item 1A. Risk Factors.

There have been no material changes in our risk factors from those previously disclosed in our annual report on Form 10-K for the year ended December 31, 2017, and incorporated therein by reference.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

We made no unregistered sales of equity securities during the quarter ended March 31, 2018.

Issuer Purchases of Equity Securities

We announced on January 30, 2015 that our Board of Directors had authorized a new program to repurchase up to $20.0 million of our common stock from time to time in open market transactions at prevailing market prices or by other means in accordance with applicable regulations. On April 19, 2016, we announced a $15.0 million expansion of the stock repurchase plan. No shares of our common stock were repurchased during the first quarter of 2018.

Period	(a) Total Number of Shares	(b) Average Price Paid Per	(c) Total Number of Shares Purchased as	(d) Maximum Number of Shares or

	Purchased	Share	Part of Publicly Announced Plans or Programs	Approximate Dollar Value that May Yet Be Purchased Under the Plans or Programs
January 1 - 31	0	$ NA	0	$15,505,000
February 1 - 28	0	NA	0	15,505,000
March 1 - 31	0	NA	0	15,505,000
Total	0	$ NA	0	$15,505,000

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Not applicable.

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MERCANTILE BANK CORPORATION

Item 6. Exhibits

Exhibit No.	EXHIBIT DESCRIPTION
2.1	Agreement and Plan of Merger dated August 14, 2013, incorporated by reference to Exhibit 2.1 to our Current Report on Form 8-K filed August 15, 2013
2.2	First Amendment to Merger Agreement dated February 20, 2014, incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed February 21, 2014
3.1	Our Articles of Incorporation are incorporated by reference to Exhibit 3.1 of our Form 10-Q for the quarter ended June 30, 2009
3.2	Our Amended and Restated Bylaws dated as of January 16, 2003 are incorporated by reference to Exhibit 3.2 of our Registration Statement on Form S-3 (Commission File No. 333-103376) that became effective on February 21, 2003
31	Rule 13a-14(a) Certifications
32.1	Section 1350 Chief Executive Officer Certification
32.2	Section 1350 Chief Financial Officer Certification
101	The following financial information from Mercantile's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, formatted in XBRL (eXtensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Income, (iii) the Condensed Consolidated Statements of Comprehensive Income, (iv) the Condensed Consolidated Statements of Changes in Shareholders' Equity, (v) the Condensed Consolidated Statements of Cash Flows, and (vi) the Notes to Condensed Consolidated Financial Statements

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on May 7, 2018.

MERCANTILE BANK
CORPORATION

By:/s/ Robert B. Kaminski, Jr.
Robert B. Kaminski, Jr.
President and Chief Executive
Officer
(Principal Executive Officer)

By:/s/ Charles E. Christmas
Charles E. Christmas
Executive Vice President,
Chief Financial Officer and
Treasurer
(Principal Financial and
Accounting Officer)