

MIDDLEFIELD BANC CORP

Form 10-Q

May 16, 2011

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20552  
FORM 10-Q

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2011

Commission File Number 000-32561

Middlefield Banc Corp.

(Exact name of registrant as specified in its charter)

Ohio

34 1585111

(State or other jurisdiction of incorporation  
or organization)

(IRS Employer Identification No.)

15985 East High Street, Middlefield, Ohio 44062-9263

(Address of principal executive offices)

(440) 632-1666

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definition of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Small reporting  
company

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

NO

State the number of shares outstanding of each of the issuer's classes of common equity as of the latest practicable date:

Class: Common Stock, without par value

Outstanding at May 12, 2011: 1,646,609

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MIDDLEFIELD BANC CORP.  
CONSOLIDATED BALANCE SHEET  
(Dollar amounts in thousands)

	(Unaudited) March 31, 2011	December 31, 2010
<b>ASSETS</b>		
Cash and due from banks	\$ 11,555	\$ 10,473
Federal funds sold	30,581	20,162
Cash and cash equivalents	42,136	30,635
Investment securities available for sale	189,640	201,772
Loans	376,529	372,498
Less allowance for loan losses	6,685	6,221
Net loans	369,844	366,277
Premises and equipment	8,053	8,179
Goodwill	4,559	4,559
Bank-owned life insurance	8,052	7,979
Accrued interest and other assets	13,553	12,796
<b>TOTAL ASSETS</b>	<b>\$ 635,837</b>	<b>\$ 632,197</b>
<b>LIABILITIES</b>		
Deposits:		
Noninterest-bearing demand	\$ 52,831	\$ 53,391
Interest-bearing demand	54,371	48,869
Money market	75,046	71,105
Savings	155,945	146,993
Time	230,411	244,893
Total deposits	568,604	565,251
Short-term borrowings	7,301	7,632
Other borrowings	18,956	19,321
Accrued interest and other liabilities	1,693	1,971
<b>TOTAL LIABILITIES</b>	<b>596,554</b>	<b>594,175</b>
<b>STOCKHOLDERS EQUITY</b>		
Common stock, no par value; 10,000,000 shares authorized, 1,836,139 and 1,780,553 shares issued	29,286	28,429
Retained earnings	16,418	15,840
Accumulated other comprehensive income	313	487
Treasury stock, at cost; 189,530 shares	(6,734)	(6,734)

TOTAL STOCKHOLDERS EQUITY	39,283	38,022
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	\$ 635,837	\$ 632,197

See accompanying notes to the unaudited consolidated financial statements.

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MIDDLEFIELD BANC CORP.  
CONSOLIDATED STATEMENT OF INCOME  
(Dollar amounts in thousands, except per share data)  
(Unaudited)

	Three Months Ended March 31,	
	2011	2010
<b>INTEREST INCOME</b>		
Interest and fees on loans	\$ 5,301	\$ 5,097
Interest-bearing deposits in other institutions	2	4
Federal funds sold	9	11
Investment securities:		
Taxable interest	1,323	1,203
Tax-exempt interest	698	592
Dividends on stock	26	17
<b>Total interest income</b>	<b>7,359</b>	<b>6,924</b>
<b>INTEREST EXPENSE</b>		
Deposits	2,037	2,485
Short term borrowings	59	58
Other borrowings	109	190
Trust preferred securities	136	136
<b>Total interest expense</b>	<b>2,341</b>	<b>2,869</b>
<b>NET INTEREST INCOME</b>	<b>5,018</b>	<b>4,055</b>
Provision for loan losses	865	439
<b>NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES</b>	<b>4,153</b>	<b>3,616</b>
<b>NONINTEREST INCOME</b>		
Service charges on deposit accounts	428	415
Investment securities gains, net	15	9
Earnings on bank-owned life insurance	73	67
Other income	183	118
<b>Total noninterest income</b>	<b>699</b>	<b>609</b>
<b>NONINTEREST EXPENSE</b>		
Salaries and employee benefits	1,690	1,511
Occupancy expense	272	276

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Equipment expense	158	198
Data processing costs	180	243
Ohio state franchise tax	128	136
Federal deposit insurance expense	225	202
Professional fees	211	192
Loss (gain) on sale of other real estate owned	(20)	121
Other expense	861	679
Total noninterest expense	3,705	3,558
Income before income taxes	1,147	667
Income taxes	145	22
NET INCOME	\$ 1,002	\$ 645
EARNINGS PER SHARE		
Basic	\$ 0.62	\$ 0.41
Diluted	0.62	0.41
DIVIDENDS DECLARED PER SHARE	\$ 0.26	\$ 0.26

See accompanying notes to the unaudited consolidated financial statements.



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MIDDLEFIELD BANC CORP.  
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS EQUITY  
(Dollar amounts in thousands, except dividend per share amount)  
(Unaudited)

	Common Stock	Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock	Total Stockholders Equity	Comprehensive Income
Balance, December 31, 2010	\$ 28,429	\$ 15,840	\$ 487	\$ (6,734)	\$ 38,022	
Net income		1,002			1,002	\$ 1,002
Other comprehensive income:						
Unrealized loss on available for sale securities net of taxes of \$89, net of reclassification adjustment			(174)		(174)	(174)
Comprehensive income						\$ 828
Stock based compensation expense (2,400 shares)	43				43	
Common stock issuance (41,625 shares)	666				666	
Dividend reinvestment and purchase plan (8,436 shares)	148				148	
Cash dividends (\$0.26 per share)		(424)			(424)	
Balance, March 31, 2011	\$ 29,286	\$ 16,418	\$ 313	\$ (6,734)	\$ 39,283	

See accompanying notes to the unaudited consolidated financial statements.

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MIDDLEFIELD BANC CORP.  
CONSOLIDATED STATEMENT OF CASH FLOWS  
(Dollar amounts in thousands)  
(Unaudited)

	Three Months Ended March 31,	
	2011	2010
<b>OPERATING ACTIVITIES</b>		
Net income	\$ 1,002	\$ 645
Adjustments to reconcile net income to net cash provided by (used for) operating activities:		
Provision for loan losses	865	439
Investment securities gains, net	(15)	(9)
Depreciation and amortization	211	189
Amortization of premium and discount on investment securities	116	(59)
Amortization of deferred loan fees, net	(40)	(3)
Earnings on bank-owned life insurance	(73)	(67)
Deferred income taxes	(384)	(227)
Loss on sale of other real estate owned	(20)	44
Increase in accrued interest receivable	(487)	(681)
Increase (decrease) in accrued interest payable	(31)	26
Decrease in prepaid federal deposit insurance	225	186
Other, net	(338)	(941)
Net cash provided by (used for) operating activities	1,031	(458)
<b>INVESTING ACTIVITIES</b>		
Investment securities available for sale:		
Proceeds from repayments and maturities	10,135	6,986
Proceeds from sale of securities	14,879	3,893
Purchases	(13,247)	(37,913)
Increase in loans, net	(4,487)	(6,298)
Proceeds from the sale of other real estate owned	170	96
Purchase of premises and equipment	(26)	(165)
Net cash provided by (used for) investing activities	7,423	(33,401)
<b>FINANCING ACTIVITIES</b>		
Net increase in deposits	3,353	35,171
Decrease in short-term borrowings, net	(331)	(28)
Repayment of other borrowings	(365)	(491)
Common stock issuance	666	
Proceeds from dividend reinvestment & purchase plan	148	116
Cash dividends	(424)	(408)
Net cash provided by financing activities	3,047	34,360

Increase in cash and cash equivalents	11,501	501
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	30,635	41,153
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 42,136	\$ 41,654
SUPPLEMENTAL INFORMATION		
Cash paid during the year for:		
Interest on deposits and borrowings	\$ 2,372	\$ 2,843
Income taxes	850	400
Non-cash investing transactions:		
Transfers from loans to other real estate owned	\$ 96	\$ 150
See accompanying notes to the unaudited consolidated financial statements.		

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## MIDDLEFIELD BANC CORP.

## NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 1 BASIS OF PRESENTATION

The consolidated financial statements of Middlefield Banc Corp. ( Company ) include its two bank subsidiaries The Middlefield Banking Company ( MB ) and Emerald Bank ( EB ) and a non-bank asset resolution subsidiary EMORECO, Inc. All significant inter-company items have been eliminated.

The accompanying financial statements have been prepared in accordance with U.S. generally accepted accounting principles and the instructions for Form 10-Q and Article 10 of Regulation S-X. In management's opinion, the financial statements include all adjustments, consisting of normal recurring adjustments, that the Company considers necessary to fairly state the Company's financial position and the results of operations and cash flows. The consolidated balance sheet at December 31, 2010, has been derived from the audited financial statements at that date but does not include all of the necessary informational disclosures and footnotes as required by U. S. generally accepted accounting principles. The accompanying financial statements should be read in conjunction with the financial statements and notes thereto included with Middlefield's Form 10-K (File No. 000-32561). The results of Middlefield's operations for any interim period are not necessarily indicative of the results of Middlefield's operations for any other interim period or for a full fiscal year.

## Recent Accounting Pronouncements

In December 2009, the FASB issued ASU 2009-16, *Accounting for Transfer of Financial Assets*. ASU 2009-16 provides guidance to improve the relevance, representational faithfulness, and comparability of the information that an entity provides in its financial statements about a transfer of financial assets; the effects of a transfer on its financial position, financial performance, and cash flows; and a transferor's continuing involvement, if any, in transferred financial assets. ASU 2009-16 is effective for annual periods beginning after November 15, 2009 and for interim periods within those fiscal years. The adoption of this guidance did not have a material impact on the Company's financial position or results of operation.

In January 2010, the FASB issued ASU 2010-01, *Equity (Topic 505): Accounting for Distributions to Shareholders with Components of Stock and Cash – a consensus of the FASB Emerging Issues Task Force*. ASU 2010-01 clarifies that the stock portion of a distribution to shareholders that allows them to elect to receive cash or stock with a potential limitation on the total amount of cash that all shareholders can elect to receive in the aggregate is considered a share issuance that is reflected in EPS prospectively and is not a stock dividend. ASU 2010-01 is effective for interim and annual periods ending on or after December 15, 2009 and should be applied on a retrospective basis. The adoption of this guidance did not have a material impact on the Company's financial position.

In January 2010, the FASB issued ASU 2010-05, *Compensation – Stock Compensation (Topic 718): Escrowed Share Arrangements and the Presumption of Compensation*. ASU 2010-05 updates existing guidance to address the SEC staff's views on overcoming the presumption that for certain shareholders escrowed share arrangements represent compensation. ASU 2010-05 is effective January 15, 2010. The adoption of this guidance did not have a material impact on the Company's financial position.

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements*. ASU 2010-06 amends Subtopic 820-10 to clarify existing disclosures, require new disclosures, and includes conforming amendments to guidance on employers' disclosures about postretirement benefit plan assets. ASU 2010-06 is effective for interim and annual periods beginning after December 15, 2009, except for disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. The adoption of this guidance is not expected to have a significant impact on the Company's financial statements.

In April 2010, the FASB issued ASU 2010-13, *Compensation – Stock Compensation (Topic 718): Effect of Denominating the Exercise Price of a Share-Based Payment Award in the Currency of the Market in Which the Underlying Equity Security Trades*. ASU 2010-13 provides guidance on the classification of a share-based payment award as either equity or a liability. A share-based payment that contains a condition that is not a market, performance, or service condition is required to be classified as a liability. ASU 2010-13 is effective for fiscal years,

and interim periods within those fiscal years, beginning on or after December 15, 2010 and is not expected to have a significant impact on the Company's financial statements.

In April 2010, the FASB issued ASU 2010-18, *Receivables (Topic 310): Effect of a Loan Modification When the Loan is a Part of a Pool That is Accounted for as a Single Asset* a consensus of the FASB Emerging Issues Task Force. ASU 2010-18 clarifies the treatment for a modified loan that was acquired as part of a pool of assets. Refinancing or restructuring the loan does not make it eligible for removal from the pool, the FASB said. The amendment will be effective for loans that are part of an asset pool and are modified during financial reporting periods that end July 15, 2010 or later and is not expected to have a significant impact on the Company's financial statements.

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In July 2010, FASB issued ASU No. 2010-20, *Receivables (Topic 310): Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*. ASU 2010-20 is intended to provide additional information to assist financial statement users in assessing an entity's credit risk exposures and evaluating the adequacy of its allowance for credit losses. The disclosures as of the end of a reporting period are effective for interim and annual reporting periods ending on or after December 15, 2010. The disclosures about activity that occurs during a reporting period are effective for interim and annual reporting periods beginning on or after December 15, 2010. The amendments in ASU 2010-20 encourage, but do not require, comparative disclosures for earlier reporting periods that ended before initial adoption. However, an entity should provide comparative disclosures for those reporting periods ending after initial adoption. The Company is currently evaluating the impact the adoption of this guidance will have on the Company's financial position or results of operations.

In August, 2010, the FASB issued ASU 2010-21, *Accounting for Technical Amendments to Various SEC Rules and Schedules*. This ASU amends various SEC paragraphs pursuant to the issuance of Release No. 33-9026: Technical Amendments to Rules, Forms, Schedules, and Codification of Financial Reporting Policies and is not expected to have a significant impact on the Company's financial statements.

In August, 2010, the FASB issued ASU 2010-22, *Technical Corrections to SEC Paragraphs – An announcement made by the staff of the U.S. Securities and Exchange Commission*. This ASU amends various SEC paragraphs based on external comments received and the issuance of SAB 112, which amends or rescinds portions of certain SAB topics and is not expected to have a significant impact on the Company's financial statements.

In September, 2010, the FASB issued ASU 2010-25, *Plan Accounting – Defined Contribution Pension Plans*. The amendments in this ASU require that participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. The amendments in this update are effective for fiscal years ending after December 15, 2010 and are not expected to have a significant impact on the Company's financial statements.

In October, 2010, the FASB issued ASU 2010-26, *Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts*. This ASU addresses the diversity in practice regarding the interpretation of which costs relating to the acquisition of new or renewal insurance contracts qualify for deferral. The amendments are effective for fiscal years and interim periods within those fiscal years, beginning after December 15, 2011 and are not expected to have a significant impact on the Company's financial statements.

In December, 2010, the FASB issued ASU 2010-28, *When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts*. This ASU modifies Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that a goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating an impairment may exist. The qualitative factors are consistent with the existing guidance, which requires that goodwill of a reporting unit be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. For public entities, the amendments in this Update are effective for fiscal year, and interim periods within those years, beginning after December 15, 2010. Early adoption is not permitted. For nonpublic entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Nonpublic entities may early adopt the amendments using the effective date for public entities. This ASU is not expected to have a significant impact on the Company's financial.

In December 2010, the FASB issued ASU 2010-29, *Disclosure of Supplementary Pro Forma Information for Business Combinations*. The amendments in this update specify that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The amendments also expand the supplemental pro forma disclosures under Topic 805 to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. The amendments in this Update are effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual

reporting period beginning on or after December 15, 2010. Early adoption is permitted. This ASU is not expected to have a significant impact on the Company's financial statements.

In January 2011, the FASB issued ASU 2011-01, *Receivables (Topic 310): Deferral of the Effective Date of Disclosures about Troubled Debt Restructurings in Update No. 2010-20*. The amendments in this Update temporarily delay the effective date of the disclosures about troubled debt restructurings in Update 2010-20, enabling public-entity creditors to provide those disclosures after the FASB clarifies the guidance for determining what constitutes a troubled debt restructuring. The deferral in this Update will result in more consistent disclosures about troubled debt restructurings. This amendment does not defer the effective date of the other disclosure requirements in Update 2010-20. In the proposed Update for determining what constitutes a troubled debt restructuring, the FASB proposed that the clarifications would be effective for interim and annual periods ending after June 15, 2011. For the new disclosures about troubled debt restructurings in Update 2010-20, those clarifications would be applied retrospectively to the beginning of the fiscal year in which the proposal is adopted. The adoption of this guidance is not expected to have a significant impact on the Company's financial statements.

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In April 2011, the FASB issued ASU 2011-02, *Receivables (Topic 310): A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring*. The amendments in this Update provide additional guidance or clarification to help creditors in determining whether a creditor has granted a concession and whether a debtor is experiencing financial difficulties for purposes of determining whether a restructuring constitutes a troubled debt restructuring. The amendments in this Update are effective for the first interim or annual reporting period beginning on or after June 15, 2011, and should be applied retrospectively to the beginning annual period of adoption. As a result of applying these amendments, an entity may identify receivables that are newly considered impaired. For purposes of measuring impairment of those receivables, an entity should apply the amendments prospectively for the first interim or annual period beginning on or after June 15, 2011. This ASU is not expected to have a significant impact on the Company's financial.

**NOTE 2 STOCK-BASED COMPENSATION**

The Company has no unrecognized stock-based compensation costs or unvested stock options outstanding as of March 31, 2011.

Stock option activity during the three months ended March 31, 2011 and 2010 is as follows:

	2011	Weighted- average Exercise Price	2010	Weighted- average Exercise Price
Outstanding, January 1	89,077	\$ 27.87	99,219	\$ 26.85
Granted				
Exercised				
Forfeited	(7,549)	29.22		
Outstanding, March 31	81,528	\$ 27.75	99,219	\$ 26.85

**NOTE 3 EARNINGS PER SHARE**

The Company provides dual presentation of Basic and Diluted earnings per share. Basic earnings per share utilizes net income as reported as the numerator and the actual average shares outstanding as the denominator. Diluted earnings per share include any dilutive effects of options, warrants, and convertible securities.

There are no convertible securities that would affect the numerator in calculating basic and diluted earnings per share; therefore, net income as presented on the Consolidated Statement of Income (Unaudited) will be used as the numerator. The following tables set forth the composition of the weighted-average common shares (denominator) used in the basic and diluted earnings per share computation.



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	For the Three Months Ended March 31,	
	2011	2010
Weighted average common shares outstanding	1,811,419	1,754,984
Average treasury stock shares	(189,530)	(189,530)
Weighted average common shares and common stock equivalents used to calculate basic earnings per share	1,621,889	1,565,454
Additional common stock equivalents (stock options) used to calculate diluted earnings per share		1,987
Weighted average common shares and common stock equivalents used to calculate diluted earnings per share	1,621,889	1,567,441

Options to purchase 81,528 shares of common stock at prices ranging from \$22.33 to \$40.24 were outstanding during the three months ended March 31, 2011 but were not included in the computation of diluted earnings per share as they were anti-dilutive due to the strike price being greater than the market price as of March 31, 2011. For the three months ended March 31, 2010, there were 89,077 options to purchase shares of common stock at prices ranging from \$22.33 to \$40.24 but were not included in the computation of diluted earnings per share.

**NOTE 4 COMPREHENSIVE INCOME**

The components of comprehensive income consist exclusively of unrealized gains and losses on available for sale securities. For the three months ended March 31, 2011, this activity is shown under the heading Comprehensive Income as presented in the Consolidated Statement of Changes in Stockholders' Equity (Unaudited).

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The following shows the components and activity of comprehensive income during the periods ended March 31, 2011 and 2010 (net of the income tax effect):

(Dollar amounts in thousands)	For the Three Months Ended March 31,	
	2011	2010
Unrealized holding gains (losses) arising during the period on securities held	\$ (164)	\$ 692
Reclassification adjustment for gains included in net income	(10)	(6)
Net change in unrealized gains (losses) during the period	(174)	686
Unrealized holding gains, beginning of period	487	562
Unrealized holding gains, end of period	313	1,248
Net income	1,002	645
Other comprehensive income, net of tax:		
Unrealized holding gains (losses) arising during the period	(174)	686
Comprehensive income	\$ 828	\$ 1,331

**NOTE 5- FAIR VALUE MEASUREMENTS**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for an asset or liability in an orderly transaction between market participants at the measurement date. GAAP established a fair value hierarchy that prioritizes the use of inputs used in valuation methodologies into the following three levels:

Level I: Quoted prices are available in active markets for identical assets or liabilities as of the reported date.

Level II: Pricing inputs are other than the quoted prices in active markets, which are either directly or indirectly observable as of the reported date. The nature of these assets and liabilities includes items for which quoted prices are available but traded less frequently and items that are fair-valued using other financial instruments, the parameters of which can be directly observed.

Level III: Assets and liabilities that have little to no pricing observe ability as of the reported date. These items do not have two-way markets and are measured using management's best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation.

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The following tables present the assets measured on a recurring basis on the consolidated statements of financial condition at their fair value as of March 31, 2011 and December 31, 2010 by level within the fair value hierarchy. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

(Dollar amounts in thousands)	March 31, 2011			Total
	Level I	Level II	Level III	
Assets Measured on a Recurring Basis:				
U.S. government agency securities	\$	\$ 26,470	\$	\$ 26,470
Obligations of states and political subdivisions		76,286		76,286
Mortgage-backed securities in government-sponsored entities		69,897		69,897
Private-label mortgage-backed securities		16,233		16,233
Total debt securities		188,886		188,886
Equity securities in financial institutions	754			754
Total	\$ 754	\$ 188,886	\$	\$ 189,640

(Dollar amounts in thousands)	December 31, 2010			Total
	Level I	Level II	Level III	
Assets Measured on a Recurring Basis:				
U.S. government agency securities	\$	32,603		32,603
Obligations of states and political subdivisions		76,880		76,880
Mortgage-backed securities in government-sponsored entities		74,043		74,043
Private-label mortgage-backed securities		17,326		17,326
Total debt securities		200,852		200,852
Equity securities in financial institutions	920			920
Total	\$ 920	200,852		201,772

Financial instruments are considered Level III when their values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable. In addition to these unobservable inputs, the valuation models for Level III financial instruments typically also rely on a number of inputs that are readily observable either directly or indirectly. Level III financial instruments also include those for which the determination of fair value requires significant management judgment or estimation. The Company has no securities considered to be Level III as of March 31, 2011.

The Company uses prices compiled by third party vendors due to the recent stabilization in the markets along with improvements in third party pricing methodology that have narrowed the variances between third party vendor prices and actual market prices.

The following tables present the assets measured on a nonrecurring basis on the consolidated balance sheet at their fair value as of March 31, 2011 and December 31, 2010, by level within the fair value hierarchy. Impaired loans that are collateral dependent are written down to fair value through the establishment of specific reserves. Techniques used to value the collateral that secure the impaired loan include: quoted market prices for identical assets classified as Level I inputs; observable inputs, employed by certified appraisers, for similar assets classified as Level II inputs. In cases

where valuation techniques included inputs that are unobservable and are based on estimates and assumptions developed by management based on the best information available under each circumstance, the asset valuation is classified as Level III inputs.

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(Dollar amounts in thousands)	March 31, 2011			Total
	Level I	Level II	Level III	
Assets Measured on a non-recurring Basis:				
Impaired loans	\$	\$ 1,818	\$ 6,695	\$ 8,513
Other real estate owned		2,248		2,248

(Dollar amounts in thousands)	December 31, 2010			Total
	Level I	Level II	Level III	
Assets Measured on a non-recurring Basis:				
Impaired loans	\$	\$ 4,312	\$ 2,758	\$ 7,070
Other real estate owned		2,302		2,302

The estimated fair value of the Company's financial instruments is as follows:

(Dollar amounts in thousands)	March 31, 2011		December 31, 2010	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets:				
Cash and cash equivalents	\$ 42,136	\$ 42,136	\$ 30,635	\$ 30,635
Investment securities				
Available for sale	189,640	189,640	201,772	201,772
Net loans	369,844	347,335	366,277	347,599
Bank-owned life insurance	8,052	8,052	7,979	7,979
Federal Home Loan Bank stock	1,887	1,887	1,887	1,887
Accrued interest receivable	2,746	2,746	2,259	2,259
Financial liabilities:				
Deposits	\$ 568,604	\$ 573,117	\$ 565,251	\$ 570,471
Short-term borrowings	7,301	7,301	7,632	7,632
Other borrowings	18,956	20,980	19,321	19,801
Accrued interest payable	759	759	790	790

Financial instruments are defined as cash, evidence of ownership interest in an entity, or a contract which creates an obligation or right to receive or deliver cash or another financial instrument from/to a second entity on potentially favorable or unfavorable terms.

Fair value is defined as the amount at which a financial instrument could be exchanged in a current transaction between willing parties other than in a forced liquidation sale. If a quoted market price is available for a financial instrument, the estimated fair value would be calculated based upon the market price per trading unit of the instrument.

If no readily available market exists, the fair value estimates for financial instruments should be based upon management's judgment regarding current economic conditions, interest rate risk, expected cash flows, future estimated losses, and other factors as determined through various option pricing formulas or simulation modeling. Since many of these assumptions result from judgments made by management based upon estimates which are inherently uncertain, the resulting estimated fair values may not be indicative of the amount realizable in the sale of a particular financial instrument. In addition, changes in assumptions on which the estimated fair values are based may have a significant impact on the resulting estimated fair values.

As certain assets such as deferred tax assets and premises and equipment are not considered financial instruments, the estimated fair value of financial instruments would not represent the full value of the Company.



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The Company employed simulation modeling in determining the estimated fair value of financial instruments for which quoted market prices were not available based upon the following assumptions:

**Cash and Cash Equivalents, Federal Home Loan Bank Stock, Accrued Interest Receivable, Accrued Interest Payable, and Short-Term Borrowings**

The fair value is equal to the current carrying value.

**Bank-Owned Life Insurance**

The fair value is equal to the cash surrender value of the life insurance policies.

**Investment Securities Available for Sale**

The fair value of investment securities is equal to the available quoted market price. If no quoted market price is available, fair value is estimated using the quoted market price for similar securities. Fair value for certain private-label collateralized mortgage obligations were determined utilizing discounted cash flow models, due to the absence of a current market to provide reliable market quotes for the instruments.

**Loans**

The fair value is estimated by discounting future cash flows using current market inputs at which loans with similar terms and qualities would be made to borrowers of similar credit quality. Where quoted market prices were available, primarily for certain residential mortgage loans, such market rates were utilized as estimates for fair value.

**Deposits and Other Borrowed Funds**

The fair values of certificates of deposit and other borrowed funds are based on the discounted value of contractual cash flows. The discount rates are estimated using rates currently offered for similar instruments with similar remaining maturities. Demand, savings, and money market deposits are valued at the amount payable on demand as of year-end.

**Commitments to Extend Credit**

These financial instruments are generally not subject to sale, and estimated fair values are not readily available. The carrying value, represented by the net deferred fee arising from the unrecognized commitment or letter of credit, and the fair value, determined by discounting the remaining contractual fee over the term of the commitment using fees currently charged to enter into similar agreements with similar credit risk, are not considered material for disclosure.

**Table of Contents****NOTE 6- INVESTMENT SECURITIES AVAILABLE FOR SALE**

The amortized cost and fair values of securities available for sale are as follows:

(Dollar amounts in thousands)	Amortized Cost	March 31, 2011		Fair Value
		Gross Unrealized Gains	Gross Unrealized Losses	
U.S. government agency securities	\$ 27,269	\$ 64	\$ (863)	\$ 26,470
Obligations of states and political subdivisions:				
Taxable	7,369	49	(59)	7,359
Tax-exempt	68,562	1,064	(699)	68,927
Mortgage-backed securities in government sponsored entities	69,604	1,108	(815)	69,897
Private-label mortgage backed securities	15,418	1,025	(210)	16,233
Total debt securities	188,222	3,310	(2,646)	188,886
Equity securities in financial institutions	944		(190)	754
Total	\$ 189,166	\$ 3,310	\$ (2,836)	\$ 189,640

(Dollar amounts in thousands)	Amortized Cost	December 31, 2010		Fair Value
		Gross Unrealized Gains	Gross Unrealized Losses	
U.S. government agency securities	\$ 33,332	\$ 111	\$ (840)	\$ 32,603
Obligations of states and political subdivisions:				
Taxable	7,371	80	(34)	7,417
Tax-exempt	69,363	1,058	(958)	69,463
Mortgage-backed securities in government sponsored entities	73,390	2,270	(654)	74,043
Private-label mortgage backed securities	16,636	55	(328)	17,326
Total debt securities	200,092	3,574	(2,814)	200,852
Equity securities in financial institutions	944	80	(104)	920
Total	\$ 201,036	\$ 3,654	\$ (2,918)	\$ 201,772

The amortized cost and fair value of debt securities at March 31, 2011, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

(Dollar amounts in thousands)	Amortized Cost	Fair Value
Due in one year or less	\$ 1,975	\$ 2,000
Due after one year through five years	5,685	5,962



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Due after five years through ten years	19,501	20,128
Due after ten years	161,061	160,796
Total	\$ 188,222	\$ 188,886

Proceeds from sales of investment securities available for sale were \$14.9 and \$3.9 million during the three-months ended March 31, 2011 and March 31, 2010, respectively. Gross losses and gains realized were \$15,000 and \$9,000 during the three-months ended March 31, 2011 and March 31, 2010, respectively.

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Investment securities with an approximate carrying value of \$47,187,000 and \$41,554,000 at March 31, 2011 and 2010, respectively, were pledged to secure deposits and other purposes as required by law.

The following table shows the Company's gross unrealized losses and fair value, aggregated by investment category and length of time that the individual securities have been in a continuous unrealized loss position.

(Dollar amounts in thousands)	Less than Twelve Months		March 31, 2011 Twelve Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
	U.S. government agency securities	\$ 22,690	\$ (863)	\$	\$	\$ 22,690
Obligations of states and political subdivisions	32,515	(681)	414	(77)	32,929	(758)
Mortgage-backed securities in government sponsored entities	30,538	(815)			30,538	(815)
Private-label mortgage backed securities	488	(21)	2,102	(189)	2,590	(210)
Equity securities in financial institutions	165	(85)	590	(105)	755	(190)
<b>Total</b>	<b>\$ 86,396</b>	<b>\$ (2,465)</b>	<b>\$ 3,106</b>	<b>\$ (371)</b>	<b>\$ 89,502</b>	<b>\$ (2,836)</b>

	Less than Twelve Months		December 31, 2010 Twelve Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
	U.S. government agency securities	\$ 24,406	\$ (840)	\$	\$	\$ 24,406
Obligations of states and political subdivisions	35,846	(940)	439	(52)	36,285	(992)
Mortgage-backed securities in government sponsored entities	27,792	(654)			27,792	(654)
Private-label mortgage backed securities	510	(11)	2,480	(317)	2,990	(328)
Equity securities in financial institutions			590	(104)	590	(104)
<b>Total</b>	<b>\$ 88,554</b>	<b>\$ (2,445)</b>	<b>\$ 3,509</b>	<b>\$ (473)</b>	<b>\$ 92,063</b>	<b>\$ (2,918)</b>

On a quarterly basis, the Company performs an assessment to determine whether there have been any events or economic circumstances indicating that a security with an unrealized loss has suffered other-than-temporary impairment (OTTI) pursuant to FASB ASC Topic 320 Investments Debt and Equity Securities. A security is

considered impaired if the fair value is less than its amortized cost basis at the reporting date. The accounting literature requires the Company to assess whether the unrealized loss is other-than-temporary. Prior to the adoption of FSP FAS 115-2 which was subsequently incorporated into FASB ASC Topic 320 Investments Debt and Equity Securities, unrealized losses that were determined to be temporary were recorded, net of tax, in other comprehensive income for available for sale securities, whereas unrealized losses related to held-to-maturity securities determined to be temporary were not recognized. Regardless of whether the security was classified as available for sale or held to maturity, unrealized losses that were determined to be other-than-temporary were recorded to earnings. An unrealized loss was considered other-than-temporary if (i) it was probable that the holder would not collect all amounts due according to the contractual terms of the security, or (ii) the fair value was below the amortized cost of the security for a prolonged period of time and the Company did not have the positive intent and ability to hold the security until recovery or maturity.

The Company adopted this ASC during the second quarter of 2009 which amended the OTTI model for debt securities. Under the new guidance, OTTI losses must be recognized in earnings if an investor has the intent to sell the debt security or it is more likely than not that it will be required to sell the debt security before recovery of its amortized cost basis. However, even if a Company does not expect to sell a debt security, it must evaluate expected cash flows to be received and determine if a credit loss has occurred.

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Under this ASC, an unrealized loss is generally deemed to be other-than-temporary and a credit loss is deemed to exist if the present value of the expected future cash flows is less than the amortized cost basis of the debt security. As a result the credit loss component of an OTTI is recorded as a component of investment securities gains (losses) in the accompanying consolidated statement of income, while the remaining portion of the impairment loss is recognized in other comprehensive income, provided the Company does not intend to sell the underlying debt security and it is more likely than not that the Company will not have to sell the debt security prior to recovery.

Debt securities issued by U.S. government agencies, U.S. government-sponsored enterprises, and state and political subdivisions accounted for more than 86% of the total available-for-sale portfolio as of March 31, 2011 and no credit losses are expected, given the explicit and implicit guarantees provided by the U.S. federal government and the lack of significant unrealized loss positions within the obligations of state and political subdivisions security portfolio. The Company's assessment was concentrated mainly on private-label collateralized mortgage obligations of approximately \$16.2 million for which the Company evaluates credit losses on a quarterly basis. The net unrealized gain position related to these private-label collateralized mortgage obligations amounted to \$1.0 million and the net unrealized loss position was \$210,000 on March 31, 2011. The Company considered the following factors in determining whether a credit loss exists and the period over which the debt security is expected to recover:

The length of time and the extent to which the fair value has been less than the amortized cost basis.

Changes in the near term prospects of the underlying collateral of a security such as changes in default rates, loss severity given default and significant changes in prepayment assumptions;

The level of cash flows generated from the underlying collateral supporting the principal and interest payments of the debt securities; and

Any adverse change to the credit conditions and liquidity of the issuer, taking into consideration the latest information available about the overall financial condition of the issuer, credit ratings, recent legislation and government actions affecting the issuer's industry and actions taken by the issuer to deal with the present economic climate.

For the three months ended March 31, 2011, there were no available-for-sale debt securities with an unrealized loss that suffered OTTI.

**NOTE 7- LOANS AND RELATED ALLOWANCE FOR LOAN LOSSES**

Major classifications of are summarized as follows (in thousands):

	March 31, 2011	December 31, 2010
Commercial and industrial	\$ 59,068	\$ 57,501
Real estate - construction	16,974	15,845
Real estate - mortgage:		
Residential	208,444	209,863
Commercial	87,325	84,304
Consumer installment	4,718	4,985
	376,529	372,498
Less allowance for loan losses	6,685	6,221
Net loans	\$ 369,844	\$ 366,277

The Company's primary business activity is with customers located within its local trade area, eastern Geauga County, and contiguous counties to the north, east, and south. The company also serves the central Ohio market with offices in Dublin and Westerville, Ohio. Commercial, residential, consumer, and agricultural loans are granted. Although the Company has a diversified loan portfolio at March 31, 2011 and 2010, loans outstanding to individuals and businesses are dependent upon the local economic conditions in its immediate trade area.

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The following tables summarize the primary segments of the loan portfolio (in thousands):

March 31, 2011	Commercial		Real Estate- Mortgage			Total
	and industrial	Real estate-construction	Residential	Commercial	Consumer installment	
Total loans	\$ 59,068	\$ 16,974	\$ 208,444	\$ 87,325	\$ 4,718	\$ 376,529
Individually evaluated for impairment	\$ 5,413	\$ 1,290	\$ 5,829	\$ 5,466	\$	\$ 17,388
Collectively evaluated for impairment	53,655	15,684	202,615	81,859	4,718	359,141

December 31, 2010	Commercial		Real estate- Mortgage			Total
	and industrial	Real estate-construction	Residential	Commercial	Consumer installment	
Total loans	\$ 57,501	\$ 15,845	\$ 209,863	\$ 84,304	\$ 4,985	\$ 372,498
Individually evaluated for impairment	\$ 5,477	\$ 1,299	\$ 4,329	\$ 6,266	\$ 17	\$ 17,388
Collectively evaluated for impairment	52,024	14,546	205,534	78,038	4,968	355,110

The Company's loan portfolio is segmented to a level that allows management to monitor risk and performance. The portfolio is segmented into Commercial and Industrial (C & I), Real Estate Construction, Real Estate Mortgage which is further segmented into Residential and Commercial real estate, and Consumer Installment Loans. The commercial and industrial (C&I) loan segment consists of loans made for the purpose of financing the activities of commercial customers. The residential mortgage loan segment consists of loan made for the purpose of financing the activities of residential homeowners. The commercial mortgage loan segment consists of loans made for the purpose of financing the activities of commercial real estate owners and operators. The consumer loan segment consists primarily of installment loans and overdraft lines of credit connected with customer deposit accounts.

Management evaluates individual loans in all of the commercial segments for possible impairment if the loan is greater than \$150,000 and if the loan either is in nonaccrual status, or is risk rated Special Mention or Substandard and is greater than 90 days past due. Loans are considered to be impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in evaluating impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. The Company does not separately evaluate individual consumer and residential mortgage loans for impairment, unless such loans are part of a larger relationship that is impaired.

Once the determination has been made that a loan is impaired, the determination of whether a specific allocation of the allowance is necessary is measured by comparing the recorded investment in the loan to the fair value of the loan using one of three methods: (a) the present value of expected future cash flows discounted at the loan's effective interest rate; (b) the loan's observable market price; or (c) the fair value of the collateral less selling costs. The method is selected on a loan-by-loan basis, with management primarily utilizing the fair value of collateral method. The evaluation of the need and amount of a specific allocation of the allowance and whether a loan can be removed from

impairment status is made on a quarterly basis. The Company's policy for recognizing interest income on impaired loans does not differ from its overall policy for interest recognition.

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The following table presents impaired loans by class, segregated by those for which a specific allowance was required and those for which a specific allowance was not necessary as of March 31, 2011 and 2010 (in thousands):

	Impaired Loans with Specific Allowance		Impaired Loans with No Specific Allowance	Total Impaired Loans		
	Recorded Investment	Related Allowance	Recorded Investment	Recorded Investment	Unpaid Principal Balance	
March 31, 2011						
Commercial and industrial	\$ 1,633	\$ 572	\$ 1,694	\$ 3,327	\$ 3,338	
Real estate construction			618	618	614	
Real estate mortgage:						
Residential	582	217		582	581	
Commercial	652	261	2,555	3,207	3,202	
Total impaired loans	\$ 2,867	\$ 1,050	\$ 4,867	\$ 7,734	\$ 7,735	
December 31, 2010						
Commercial and industrial	\$ 655	\$ 203	\$ 1,874	\$ 2,529	\$ 2,540	
Real estate construction			618	618	614	
Real estate mortgage:						
Residential	594	221		594	594	
Commercial	1,879	188	1,441	3,320	3,314	
Total impaired loans	\$ 3,128	\$ 612	\$ 3,933	\$ 7,681	\$ 7,062	

Management uses a nine point internal risk rating system to monitor the credit quality of the overall loan portfolio. The first five categories are considered not criticized, and are aggregated as Pass rated. The criticized rating categories utilized by management generally follow bank regulatory definitions. The Special Mention category includes assets that are currently protected but are potentially weak, resulting in an undue and unwarranted credit risk, but not to the point of justifying a Substandard classification. Loans in the Substandard category have well-defined weaknesses that jeopardize the liquidation of the debt, and have a distinct possibility that some loss will be sustained if the weaknesses are not corrected. All loans greater than 90 days past due are considered Substandard. Any portion of a loan that has been charged off is placed in the Loss category.

To help ensure that risk ratings are accurate and reflect the present and future capacity of borrowers to repay a loan as agreed, the Company has a structured loan rating process with several layers of internal and external oversight. Generally, consumer and residential mortgage loans are included in the Pass categories unless a specific action, such as bankruptcy, repossession, or death occurs to raise awareness of a possible credit event. The Company's Commercial Loan Officers are responsible for the timely and accurate risk rating of the loans in their portfolios at origination and on an ongoing basis. The Credit Department performs an annual review of all commercial relationships \$200,000 or greater. Confirmation of the appropriate risk grade is included in the review on an ongoing basis. The Company has an experienced Loan Review Department that continually reviews and assesses loans within the portfolio. The Company engages an external consultant to conduct loan reviews on a semi-annual basis. Generally, the external consultant reviews commercial relationships greater than \$250,000 and/or criticized relationships greater than \$125,000. Detailed reviews, including plans for resolution, are performed on loans classified as Substandard on a quarterly basis. Loans in the Special Mention and Substandard categories that are collectively evaluated for impairment are given separate



consideration in the determination of the allowance.

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The following table presents the classes of the loan portfolio summarized by the aggregate Pass and the criticized categories of Special Mention, Substandard and Doubtful within the internal risk rating system as of March 31, 2011 (in thousands):

	Pass	Special Mention	Substandard	Doubtful	Total Loans
March 31, 2011					
Commercial and industrial	\$ 53,394	\$ 1,053	\$ 4,397	\$ 224	\$ 59,068
Real estate construction	15,646		1,328		16,974
Real estate mortgage:					
Residential	192,505	1,529	14,410		208,444
Commercial	79,446	341	7,538		87,325
Consumer installment	4,680	10	28		4,718
Total	\$ 345,671	\$ 2,933	\$ 27,701	\$ 224	\$ 376,529

	Pass	Special Mention	Substandard	Doubtful	Total Loans
December 31, 2010					
Commercial and industrial	\$ 52,008	\$ 903	\$ 4,366	\$ 224	\$ 57,501
Real estate construction	14,481		1,364		15,845
Real estate mortgage:					
Residential	192,823	1,601	15,439		209,863
Commercial	76,979	353	6,972		84,304
Consumer installment	4,937	11	37		4,985
Total	\$ 341,228	\$ 2,868	\$ 28,178	\$ 224	\$ 372,498

Management further monitors the performance and credit quality of the loan portfolio by analyzing the age of the portfolio as determined by the length of time a recorded payment is past due. The following table presents the classes of the loan portfolio summarized by the aging categories of performing loans and nonaccrual loans as of March 31, 2011 (in thousands):

	Current	30-59 Days Past Due	Still Accruing 60-89 Days Past Due	90 Days+ Past Due	Total Past Due	Non- Accrual	Total Loans
March 31, 2011							
Commercial and industrial	\$ 53,648	\$ 1,327	\$ 755	\$ 7	\$ 2,089	\$ 3,331	\$ 59,068
Real estate construction	16,331					643	16,974
Real estate mortgage:							
Residential	191,836	5,012	873	48	5,933	10,675	208,444

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Commercial	82,619	292	50	342	4,364	87,325
Consumer installment	4,591	95	28	123	4	4,718
Total	\$ 349,026	\$ 6,726	\$ 1,706	\$ 55	\$ 8,487	\$ 19,017

	Current	Still Accruing			Total Past Due	Non- Accrual	Total Loans
		30-59 Days Past Due	60-89 Days Past Due	90 Days+ Past Due			
December 31, 2010							
Commercial and industrial	\$ 53,712	\$ 473	\$ 776	\$	\$ 1,249	\$ 2,540	\$ 57,501
Real estate construction	15,197					648	15,845
Real estate mortgage:							
Residential	193,647	2,950	1,580		4,530	11,686	209,863
Commercial	78,361	1,607	824		2,431	3,513	84,304
Consumer installment	4,841	120	12		132	12	4,985
Total	\$ 345,757	\$ 5,150	\$ 3,192	\$	\$ 8,342	\$ 18,399	\$ 372,498

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An allowance for loan losses ( ALL ) is maintained to absorb losses from the loan portfolio. The ALL is based on management's continuing evaluation of the risk characteristics and credit quality of the loan portfolio, assessment of current economic conditions, diversification and size of the portfolio, adequacy of collateral, past and anticipated loss experience, and the amount of non-performing loans.

The Company's methodology for determining the ALL is based on the requirements of ASC Section 310-10-35 for loans individually evaluated for impairment (discussed above) and ASC Subtopic 450-20 for loans collectively evaluated for impairment, as well as the Interagency Policy Statements on the Allowance for Loan and Lease Losses and other bank regulatory guidance. The total of the two components represents the Company's ALL.

Loans that are collectively evaluated for impairment are analyzed with general allowances being made as appropriate. For general allowances, historical loss trends are used in the estimation of losses in the current portfolio. These historical loss amounts are modified by other qualitative factors.

The classes described above, which are based on the purpose code assigned to each loan, provide the starting point for the ALL analysis. Management tracks the historical net charge-off activity at the purpose code level. A historical charge-off factor is calculated utilizing a defined number of consecutive historical quarters. Consumer and Commercial pools currently utilize a rolling 8 quarters.

Management has identified a number of additional qualitative factors which it uses to supplement the historical charge-off factor because these factors are likely to cause estimated credit losses associated with the existing loan pools to differ from historical loss experience. The additional factors that are evaluated quarterly and updated using information obtained from internal, regulatory, and governmental sources are: national and local economic trends and conditions; levels of and trends in delinquency rates and non-accrual loans; trends in volumes and terms of loans; effects of changes in lending policies; experience, ability, and depth of lending staff; value of underlying collateral; and concentrations of credit from a loan type, industry and/or geographic standpoint.

Management reviews the loan portfolio on a quarterly basis using a defined, consistently applied process in order to make appropriate and timely adjustments to the ALL. When information confirms all or part of specific loans to be uncollectible, these amounts are promptly charged off against the ALL.

The following table summarizes the primary segments of the loan portfolio as of March 31, 2011 (in thousands):

	Commercial and industrial	Real estate- construction	Real estate- mortgage	Consumer installment	Total
ALL balance at December 31, 2010	962	\$ 188	\$ 4,977	\$ 94	\$ 6,221
Charge-offs	(70)	(6)	(350)	(6)	(432)
Recoveries	13			18	31
Provision	134	26	692	13	865
ALL balance at March 31, 2011	\$ 1,039	\$ 208	\$ 5,319	\$ 119	\$ 6,685

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

The following discussion and analysis provides further detail to the financial condition and results of operations of the Company. The MD&A should be read in conjunction with the notes and financial statements presented in this report.

**CHANGES IN FINANCIAL CONDITION**

**General.** The Company's total assets ended the March 31, 2011 quarter at \$635.8 million, an increase of \$3.6 million or .6% from December 31, 2010. Investment securities available for sale decreased \$12.1 million and net loans increased \$3.6 million. The increase in total assets reflected a corresponding increase in total liabilities of \$2.4 million or .4% and an increase in stockholders' equity of \$1.3 million or 3.3%. The increase in total liabilities was the result of deposit growth of \$3.4 million or .6%. This was partially offset by decreases to other borrowing and short term borrowing of \$365,000 and \$331,000, respectively, for the quarter. The increase in stockholders' equity was the result of an increase in retained earnings and common stock of \$578,000, and \$857,000, respectively. A partial offset resulted from a decrease in accumulated other comprehensive income of \$174,000.



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**Cash on hand and due from banks.** Cash on hand and due from banks and Federal funds sold represent cash and cash equivalents. Cash and cash equivalents increased \$11.5 million or 37.5% to \$42.1 million at March 31, 2011 from \$30.6 million at December 31, 2010. Deposits from customers into savings and checking accounts, loan and security repayments and proceeds from borrowed funds typically increase these accounts. Decreases result from customer withdrawals, new loan originations, security purchases and repayments of borrowed funds.

**Investment securities.** Investment securities available for sale ended the March 31, 2011 quarter at \$189.6 million, a decrease of \$12.1 million or 6.0% from \$201.8 million at December 31, 2010. During this period the Company recorded purchases of available for sale securities of \$13.3 million, consisting of purchases of mortgage backed securities, municipal and U. S. government bonds. Offsetting the purchases of securities were repayments and maturities of \$10.1 million and sales of securities totaling \$14.9 million during the three months ended March 31, 2010. In addition, the securities portfolio decreased approximately \$174,000 due to a decrease in the fair value. These fair value adjustments represent temporary fluctuations resulting from changes in market rates in relation to average yields in the available for sale portfolio. If securities are held to their respective maturity dates, no fair value gain or loss is realized.

**Loans receivable.** The loans receivable category consists primarily of single family mortgage loans used to purchase or refinance personal residences located within the Company's market area and commercial real estate loans used to finance properties that are used in the borrowers businesses or to finance investor-owned rental properties, and to a lesser extent commercial and consumer loans. Net loans receivable increased \$3.6 million or 1.0% to \$369.8 million as of March 31, 2011 from \$366.3 million at December 31, 2010. Included in this amount was an increase in the commercial real estate mortgage segment of \$3.0 million or 3.6% as well as the commercial and industrial loan portfolio of \$1.6 million or 2.7% during the three months ended March 31, 2011. The Company's lending philosophy centers around the growth of the commercial loan portfolio. The Company has taken a proactive approach in servicing the needs of both new and current clients. These relationships generally offer more attractive returns than residential loans and also offer opportunities for attracting larger balance deposit relationships. However, the shift in loan portfolio mix from residential real estate to commercial oriented loans may increase credit risk.

**Allowance for Loan Losses and Asset Quality.** In the first quarter of 2011, the combination of sustained weakness in commercial real estate values and a recessionary economy continued to have an adverse impact on the financial condition of commercial borrowers. These factors resulted in the Company downgrading loan quality ratings of several commercial loans during the first quarter. The distressed commercial real estate market also caused certain existing impaired commercial real estate loans to become under-collateralized during the quarter, resulting in the loans being charged down to the estimated net realizable value of the underlying collateral.

The Company increased the allowance for loan losses to \$6.7 million, or 1.8% of total loans, at March 31, 2011, compared to \$6.2 million, or 1.7%, at December 31, 2010. The increase in the allowance for loan losses was necessitated by loan downgrades and an increase to specific reserves for impaired commercial real estate loans as discussed above, coupled with the impact of charge-offs remaining at an elevated level. First quarter 2011 net loan charge-offs totaled \$401,000, or 0.11% of average loans, compared to \$97,000, or 0.03%, for the first quarter of 2010. To maintain the adequacy of the allowance for loan losses, the Company recorded a first quarter provision for loan losses of \$865,000, versus \$439,000 for the first quarter of 2010.

Management analyzes the adequacy of the allowance for loan losses regularly through reviews of the performance of the loan portfolio considering economic conditions, changes in interest rates and the effect of such changes on real estate values and changes in the amount and composition of the loan portfolio. The allowance for loan losses is a material estimate that is particularly susceptible to significant changes in the near term. Such evaluation, which includes a review of all loans for which full collectibility may not be reasonably assured, considers among other matters, historical loan loss experience, the estimated fair value of the underlying collateral, economic conditions, current interest rates, trends in the borrower's industry and other factors that management believes warrant recognition in providing for an appropriate allowance for loan losses. Future additions to the allowance for loan losses will be dependent on these factors. Additionally, the Company utilizes an outside party to conduct an independent review of commercial and commercial real estate loans. The Company uses the results of this review to help determine the effectiveness of the existing policies and procedures, and to provide an independent assessment of the allowance for

loan losses allocated to these types of loans. Management believes that the allowance for loan losses was appropriately stated at March 31, 2011. Based on the variables involved and the fact that management must make judgments about outcomes that are uncertain, the determination of the allowance for loan losses is considered a critical accounting policy.

**Non-performing assets.** Non-performing assets includes non-accrual loans, troubled debt restructurings (TDR), loans 90 days or more past due, assets purchased by EMORECO from EB in November 2009, other real estate, and repossessed assets. A loan is classified as non-accrual when, in the opinion of management, there are serious doubts about collectibility of interest and principal. At the time the accrual of interest is discontinued, future income is recognized only when cash is received. TDRs are those loans which the Company, for economic or legal reasons related to a borrower's financial difficulties, grants a concession to the borrower that the Company would not otherwise consider. The Company has 16 TDRs with a total balance of \$2.9 million as of March 31, 2011.

Non-performing loans amounted to \$22.0 million or 5.9% and \$20.0 million or 5.4% of total loans at March 31, 2011 and December 31, 2010, respectively. The increase in nonperforming loans has occurred primarily in the commercial loan portfolio and in one-to-four family real estate loans. Non-performing loans secured by real estate totaled \$19.0 million as of March 31, 2011, up \$2.8 million from \$16.2 million at December 31, 2010. The depressed state of the economy and rising levels of unemployment have contributed to this trend, as well as the decline in the housing market across our geographic footprint that reflected declining home prices and increasing inventories of houses for sale. Real estate owned is written down to fair value at its initial recording and continually monitored.

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*Nonperforming Assets and Allowance for Loan Losses.* The following table indicates asset quality data over the past five quarters.

Asset Quality History  
(Dollar amounts in thousands)

(Dollar amounts in thousands)	3/31/2011	12/31/2010	9/30/2010	6/30/2010	3/31/2010
Nonperforming loans	\$ 22,014	\$ 19,986	\$ 20,983	\$ 20,053	\$ 18,143
Real estate owned	\$ 2,248	2,302	2,016	1,886	2,175
Nonperforming assets	\$ 24,262	\$ 22,288	\$ 22,999	\$ 21,939	\$ 20,318
Allowance for loan losses	\$ 6,685	\$ 6,221	\$ 5,971	\$ 5,834	\$ 5,279
<b>Ratios</b>					
Nonperforming loans to total loans	5.85%	5.37%	5.75%	5.50%	5.04%
Nonperforming assets to total assets	3.82%	3.53%	3.61%	3.61%	3.42%
Allowance for loan losses to total loans	1.78%	1.67%	1.63%	1.60%	1.47%
Allowance for loan losses to nonperforming loans	30.37%	31.13%	28.46%	29.09%	29.10%

A major factor in determining the appropriateness of the allowance for loan losses is the type of collateral which secures the loans. Of the total nonperforming loans at March 31, 2011, 80.8% were secured by real estate. Although this does not insure against all losses, the real estate provides substantial recovery, even in a distressed-sale and declining-value environment. In response to the poor economic conditions which have eroded the performance of the Company's loan portfolio, additional resources have been allocated to the loan workout process. The Company's objective is to work with the borrower to minimize the burden of the debt service and to minimize the future loss exposure to the Company.

**Deposits.** The Company considers various sources when evaluating funding needs, including but not limited to deposits, which are a significant source of funds totaling \$568.6 million or 95.6% of the Company's total funding sources at March 31, 2011. Total deposits increased \$3.4 million or .6% to \$568.6 million at March 31, 2011 from \$565.3 million at December 31, 2010. The increase in deposits is primarily related to the growth of interest-bearing demand, money market, and savings accounts of \$5.5 million or 11.3%, \$3.9 million or 5.5% and \$9.0 million or 6.1%, respectively, at March 31, 2011. These increases were largely offset by a decline in certificates of deposit and non-interest bearing demand deposit accounts of \$14.5 million or 5.9% and \$560,000 or 1.1%, respectively, during the three months ended March 31, 2011.

**Borrowed funds.** The Company utilizes short and long-term borrowings as another source of funding used for asset growth and liquidity needs. These borrowings primarily include FHLB advances, junior subordinated debt, short-term borrowings from other banks and repurchase agreements. Short-term borrowings decreased \$331,000 or 4.3% to \$7.3 million as of March 31, 2011. Other borrowings, representing advances from the Federal Home Loan Bank of Cincinnati, declined \$365,000 for the quarter. The decline in FHLB advances was the result of scheduled principal payments.

**Stockholders equity.** Stockholders' equity increased \$1.3 million or 3.3% to \$39.3 million at March 31, 2011 from \$38.0 million at December 31, 2010. This increase was the result of increases in common stock and retained earnings of \$857,000 and \$578,000, respectively. A partial offset resulted from a decrease in accumulated other comprehensive income, due to decreases in the market value of the Company's securities available for sale portfolio, of \$174,000. The increase in common stock was the result of issuing 41,625 shares through a private placement of the Company's stock



at a price of \$16.00 per share along with 8,436 shares issued within the Company's dividend reinvestment plan at a price of \$17.55 since December 31, 2010.

**RESULTS OF OPERATIONS**

**General.** Net income for the three months ended March 31, 2011, was \$1.0 million, a \$357,000, or 55.3% increase from the \$645,000 earned during the same period in 2010. Diluted earnings per share for the first quarter of 2010 was \$0.62 compared to \$0.41 for the same period in 2010.

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The Company's annualized return on average assets (ROA) and return on average equity (ROE) for the first quarter were 0.63% and 10.05%, respectively, compared with 0.45% and 7.06% for the first quarter of 2010.

The Company's year-to-date earnings were positively impacted by an increase in investment interest income combined with a decrease in deposit interest expense. This was partially offset by increases in the provision for loan losses and non-interest expense.

**Net interest income.** Net interest income, the primary source of revenue for the Company, is determined by the Company's interest rate spread, which is defined as the difference between income on earning assets and the cost of funds supporting those assets, and the relative amounts of interest earning assets and interest bearing liabilities. Management periodically adjusts the mix of assets and liabilities, as well as the rates earned or paid on those assets and liabilities in order to manage and improve net interest income. The level of interest rates and changes in the amount and composition of interest earning assets and liabilities affect the Company's net interest income. Historically from an interest rate risk perspective, it has been management's goal to maintain a balance between steady net interest income growth and the risks associated with interest rate fluctuations.

Net interest income for the first quarter totaled \$5.0 million, an increase of 23.7% from the \$4.1 million reported for the comparable period of 2010. The net interest margin was 3.68% for the first quarter of 2011, up from the 3.29% reported for the same quarter of 2010. The increase is primarily attributable to lower deposit costs along with an increase in average investment securities of \$43.3 million or 28.5%. Deposit growth at the banks has primarily been in products such as savings and money market accounts, which generally carry lower interest costs than other deposit alternatives.

**Interest income.** Interest income increased \$435,000, or 6.3%, for the three months ended March 31, 2011, compared to the same period in the prior year. This increase can be attributed to an increase in interest earned on loans receivable of \$204,000 along with a \$226,000 increase in interest earned on investment securities for the quarter. Interest earned on loans receivable increased \$204,000, or 4.0%, for the three months ended March 31, 2011, compared to the same period in the prior year. This increase was attributable to a \$17.7 million or 5.0% increase in the average balance of loans receivable from March 31, 2010.

Interest earned on securities increased \$226,000, or 12.6%, for the three months ended March 31, 2011, compared to the same period in the prior year. This increase was primarily the result of an increase in the average balance of the securities portfolio of \$43.3 million, or 28.5%, to \$195.1 million at March 31, 2011 from \$151.8 million for the same period in the prior year. Interest income on investment securities was adversely affected by a decrease in the portfolio yield. The total investment securities portfolio yield of 4.95% for the three months ended March 31, 2011 decreased by 66 basis points from 5.61% for the same period in the prior year.

**Interest expense.** Interest expense decreased \$528,000, or 18.4%, for the three months ended March 31, 2011, compared to the same period in the prior year. This decline in interest expense can be attributed to decreases in interest incurred on deposits and other borrowings of \$448,000 and \$81,000, respectively. This reduction in interest cost was primarily attributable to the reduction of the rate paid on interest-bearing liabilities of 59 basis points when comparing the two quarters.

Interest incurred on deposits, the largest component of the Company's interest-bearing liabilities, declined \$448,000, or 18.0%, for the three months ended March 31, 2011, compared to the same period in the prior year. This decrease was attributed to a decline in average rate paid on deposits of 1.62% for the three months ended March 31, 2011 from 2.19% for the same period in the prior year. The improvement in interest cost due to rate was partially offset by an increase in the average balance of interest-bearing deposits of \$49.3 million, or 10.7%, to \$509.8 million for the three months ended March 31, 2011, compared to \$460.5 million for the same period in the prior year. This increase is reflected in the quarterly rate volume report presented below depicting the cost decrease associated with interest-bearing liabilities. The Company diligently monitors the interest rates on its products as well as the rates being offered by its competition and utilizing rate surveys to minimize total interest expense.

Interest incurred on borrowed funds, declined by \$80,000, for the three months ended March 31, 2011, compared with the same period in the prior year. This decline was primarily attributable to a reduction of \$81,000 in interest paid on FHLB advances when compared to March 31, 2011.



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**Provision for loan losses.** The provision for loan losses represents the charge to income necessary to adjust the allowance for loan losses to an amount that represents management's assessment of the estimated probable incurred credit losses inherent in the loan portfolio. Each quarter management performs a review of estimated probable incurred credit losses in the loan portfolio. Based on this review, a provision for loan losses of \$865,000 was recorded for the quarter ended March 31, 2011 compared to \$439,000 for the quarter ended March 31, 2010. The provision for loan losses was higher for the current quarter due to increases in net charge-offs, increases in nonperforming and delinquent loans and the current distressed state of the economy. Nonperforming loans were \$22.0 million, or 5.9% of total loans at March 31, 2011 compared with \$18.1 million, or 5.0% at March 31, 2010. Net charge-offs were \$401,000 for the quarter ended March 31, 2011 compared with \$97,000 for the quarter ended March 31, 2010. Total loans were \$376.5 million at March 31, 2011 compared with \$359.7 million at March 31, 2010.

**Non-interest income.** Non-interest income increased \$90,000 for the three-month period of 2011 over the comparable 2010 period. This increase was the result of increased revenue from investment services and safe deposit box rent. Partial offsets are related to decreases in check order fees and credit card interchange charges.

**Non-interest expense.** Non-interest expense of \$3.7 million for the first quarter of 2011 was 4.1%, or \$147,000, higher than the first quarter of 2010. The increase in salaries and employee benefits of \$179,000 is primarily attributable to the sustained growth of the Company and a 32.3% increase in employee health insurance premiums. FDIC premiums continue to increase and are \$23,000 higher than they were for the same quarter last year. The gain on the sale of other real estate owned is \$20,000 compared to a loss of \$121,000 in the comparable 2010 period. Included in this total is the Company's non-bank asset resolution subsidiary EMORECO which had \$37,000 in loan and other real estate owned expenses as of March 31, 2011.

**Provision for income taxes.** The Company recognized \$145,000 in income tax expense, which reflected an effective tax rate of 12.6% for the three months ended March 31, 2011, as compared to \$22,000 with an effective tax rate of 3.3% for the respective 2010 period. The increase in the tax provision can be attributed to an increase in income before taxes of \$480,000 or 72.0% when compared to the same quarter in the prior year.

**CRITICAL ACCOUNTING ESTIMATES**

The Company's critical accounting estimates involving the more significant judgments and assumptions used in the preparation of the consolidated financial statements as of March 31, 2011, have remained unchanged from December 31, 2010.

**Average Balance Sheet and Yield/Rate Analysis.** The following table sets forth, for the periods indicated, information concerning the total dollar amounts of interest income from interest-earning assets and the resultant average yields, the total dollar amounts of interest expense on interest-bearing liabilities and the resultant average costs, net interest income, interest rate spread and the net interest margin earned on average interest-earning assets. For purposes of this table, average balances are calculated using monthly averages and the average loan balances include non-accrual loans and exclude the allowance for loan losses, and interest income includes accretion of net deferred loan fees. Interest and yields on tax-exempt securities (tax-exempt for federal income tax purposes) are shown on a fully tax equivalent basis utilizing a federal tax rate of 34%. Yields and rates have been calculated on an annualized basis utilizing monthly interest amounts.

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(Dollars in thousands)	For the Three Months Ended March 31,					
	2011			2010		
	Average Balance	Interest	Average Yield/Cost	Average Balance	Interest	Average Yield/Cost
<b>Interest-earning assets:</b>						
Loans receivable	\$ 373,916	\$ 5,301	5.75%	\$ 356,239	\$ 5,097	5.80%
Investment securities (3)	195,074	2,021	4.95%	151,807	1,795	5.61%
Interest-bearing deposits with other banks	24,119	37	0.62%	30,020	32	0.43%
<b>Total interest-earning assets</b>	<b>593,109</b>	<b>7,359</b>	<b>5.28%</b>	<b>538,066</b>	<b>6,924</b>	<b>5.45%</b>
Noninterest-earning assets	37,326			38,144		
<b>Total assets</b>	<b>\$ 630,435</b>			<b>\$ 576,210</b>		
<b>Interest-bearing liabilities:</b>						
Interest bearing demand deposits	\$ 49,950	80	0.65%	\$ 38,874	95	0.99%
Money market deposits	71,927	178	1.00%	60,491	279	1.87%
Savings deposits	151,029	337	0.90%	113,593	427	1.53%
Certificates of deposit	236,917	1,442	2.47%	247,559	1,684	2.76%
Borrowings	26,784	304	4.60%	32,328	384	4.81%
<b>Total interest-bearing liabilities</b>	<b>536,607</b>	<b>2,341</b>	<b>1.77%</b>	<b>492,845</b>	<b>2,869</b>	<b>2.36%</b>
<b>Noninterest-bearing liabilities</b>						
Other liabilities	55,956			46,306		
Stockholders equity	37,872			37,060		
<b>Total liabilities and stockholders equity</b>	<b>\$ 630,435</b>			<b>\$ 576,210</b>		
<b>Net interest income</b>		<b>\$ 5,018</b>			<b>\$ 4,055</b>	
Interest rate spread (1)			3.51%			3.09%
Net yield on interest-earning assets (2)			3.68%			3.29%
Ratio of average interest-earning assets to average interest-bearing liabilities			110.53%			109.18%

(1) Interest rate spread represents the difference between the average yield on interest-earning assets and the average cost of interest-bearing liabilities

(2) Net interest margin represents net interest income as a percentage of average interest-earning assets.

(3) Tax equivalent adjustments to interest income for tax-exempt securities was \$360 and \$305 for 2011 and 2010, respectively.

**Analysis of Changes in Net Interest Income.** The following tables analyzes the changes in interest income and interest expense, between the three month periods ended March 31, 2011 and 2010, in terms of: (1) changes in volume of interest-earning assets and interest-bearing liabilities and (2) changes in yields and rates. The table reflects the

extent to which changes in the Company's interest income and interest expense are attributable to changes in rate (change in rate multiplied by prior period volume), changes in volume (changes in volume multiplied by prior period rate) and changes attributable to the combined impact of volume/rate (change in rate multiplied by change in volume). The changes attributable to the combined impact of volume/rate are allocated on a consistent basis between the volume and rate variances. Changes in interest income on securities reflects the changes in interest income on a fully tax-equivalent basis.

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(Dollars in thousands)	For the Three Months ended March 31, 2011 versus 2010		
	Volume	Rate	Total
Interest-earning assets:			
Loans receivable	\$ 253	\$ (49)	\$ 204
Investment securities	599	(373)	226
Interest-bearing deposits with other banks	(6)	11	5
 Total interest-earning assets	 845	 (410)	 435
 Interest-bearing liabilities:			
Interest bearing demand deposits	27	(42)	(15)
Money market deposits	53	(154)	(101)
Savings deposits	141	(231)	(90)
Certificates of deposit	(72)	(169)	(242)
Borrowings	(66)	(14)	(80)
 Total interest-bearing liabilities	 83	 (611)	 (528)
 Net interest income	 \$ 763	 \$ 200	 \$ 963

**LIQUIDITY**

Management's objective in managing liquidity is maintaining the ability to continue meeting the cash flow needs of its customers, such as borrowings or deposit withdrawals, as well as its own financial commitments. The principal sources of liquidity are net income, loan payments, maturing and principal reductions on securities and sales of securities available for sale, federal funds sold and cash and deposits with banks. Along with its liquid assets, the Company has additional sources of liquidity available to ensure that adequate funds are available as needed. These include, but are not limited to, the purchase of federal funds, and the ability to borrow funds under line of credit agreements with correspondent banks and a borrowing agreement with the Federal Home Loan Bank of Cincinnati, Ohio and the adjustment of interest rates to obtain depositors. Management feels that it has the capital adequacy, profitability and reputation to meet the current and projected needs of its customers.

For the three months ended March 31, 2011, the adjustments to reconcile net income to net cash from operating activities consisted mainly of depreciation and amortization of premises and equipment, the provision for loan losses, net amortization of securities and net changes in other assets and liabilities. For a more detailed illustration of sources and uses of cash, refer to the condensed consolidated statements of cash flows.

**INFLATION**

Substantially all of the Company's assets and liabilities relate to banking activities and are monetary in nature. The consolidated financial statements and related financial data are presented in accordance with U.S. Generally Accepted Accounting Principles (GAAP). GAAP currently requires the Company to measure the financial position and results of operations in terms of historical dollars, with the exception of securities available for sale, impaired loans and other real estate loans that are measured at fair value. Changes in the value of money due to rising inflation can cause purchasing power loss.

Management's opinion is that movements in interest rates affect the financial condition and results of operations to a greater degree than changes in the rate of inflation. It should be noted that interest rates and inflation do affect each other, but do not always move in correlation with each other. The Company's ability to match the interest sensitivity of

its financial assets to the interest sensitivity of its liabilities in its asset/liability management may tend to minimize the effect of changes in interest rates on the Company's performance.



**Table of Contents****REGULATORY MATTERS**

The Company is subject to the regulatory requirements of The Federal Reserve System as a multi-bank holding company. The affiliate banks are subject to regulations of the Federal Deposit Insurance Corporation (FDIC) and the State of Ohio, Division of Financial Institutions.

Effective February 11, 2010, the Board of Directors of the Company's subsidiary, EB, entered into a Memorandum of Understanding (MOU) with the FDIC and the Ohio Division of Financial Institutions as a result of the joint examination by the FDIC and the Ohio Division of Financial Institutions completed in the fourth quarter of 2009. The MOU sets forth certain actions required to be taken by management of EB to rectify unsatisfactory conditions identified by the federal and state banking regulators that relate to EB's concentration of credit for non-owner occupied 1-4 family residential mortgage loans. The MOU requires EB to reduce delinquent and classified loans and enhance credit administration for non-owner occupied residential real estate; to develop specific plans for the reduction of borrower indebtedness on classified and delinquent credits; to correct violations of laws and regulations listed in the joint examination report; to implement an earnings improvement plan; to maintain specified capital discussed below; to submit to the FDIC and the Ohio Division of Financial Institutions for review and comment a revised methodology for calculating and determining the adequacy of the allowance for loan losses; and to provide 30 days' advance notification of proposed dividend payments.

Compliance with the terms of the MOU is a high priority for the Company. In anticipation of the requirements that would be imposed by the MOU executed February 11, 2010, management devoted significant resources to the preceding matters during the fiscal year ended December 31, 2010, and intends to continue to do so during 2011. Specific actions taken included the evaluation and reorganization of lending and credit administration personnel, retention of collection and workout personnel, and the sale of \$4.6 million of nonperforming assets to a sister, nonbank-asset resolution subsidiary established late in the fourth quarter of 2009. In 2009 and 2010, the Company invested \$1.75 million in EB in the form of capital infusions to maintain Tier I capital at the level expected by the FDIC and the Ohio Division of Financial Institutions. In the beginning of the second quarter of 2011 the Company invested an additional \$500,000 in EB in the form of capital infusion in order to maintain Tier I capital at the level expected by the FDIC and the Ohio Division of Financial Institutions.

The MOU requires that EB submit plans and report to the Ohio Division of Financial Institutions and the FDIC regarding EB's loan portfolio and profit plan, among other matters. The MOU also requires that the Bank maintain its Tier I Leverage Capital ratio at not less than 9 percent.

The following table sets forth the capital requirements for EB under the FDIC regulations and EB's capital ratios at March 31, 2011 and December 31, 2010:

Capital Ratio	FDIC Regulations		March 31,	December
	Adequately Capitalized	Well Capitalized	2011	31, 2010
Tier I Leverage Capital Risk-Based Capital:	4.00%	5.00%(1)	8.53%	10.29%
Tier I	4.00	6.00	12.67	13.63
Total	8.00	10.00	13.97	14.91

(1) 9 percent required by the MOU.

**REGULATORY CAPITAL REQUIREMENTS**

The Company is 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 the company's operations.

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 adequately capitalized, regulatory approval is required to accept brokered deposits. If undercapitalized, capital distributions are limited, as is asset growth and expansion and plans for capital restoration are required.

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The following table illustrates the Company's risk-weighted capital ratios at March 31, 2011:

	Middlefield Banc Corp. March 31, 2011		The Middlefield Banking Co. March 31, 2011		Emerald Bank March 31, 2011	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>Total Capital (to Risk-weighted Assets)</b>						
Actual For Capital Adequacy Purposes To Be Well Capitalized	\$ 46,324	11.79%	\$ 39,194	11.46%	\$ 6,721	13.97%
	31,437	8.00	27,369	8.00	3,850	8.00
	39,297	10.00	34,211	10.00	4,812	10.00
<b>Tier I Capital (to Risk-weighted Assets)</b>						
Actual For Capital Adequacy Purposes To Be Well Capitalized	\$ 41,390	10.53%	\$ 34,916	10.21%	\$ 6,098	12.67%
	15,719	4.00	13,685	4.00	1,925	4.00
	23,578	6.00	20,527	5.00	2,887	6.00
<b>Tier I Capital (to Average Assets)</b>						
Actual For Capital Adequacy Purposes To Be Well Capitalized	\$ 41,390	6.63%	\$ 34,916	6.39%	\$ 6,098	8.53%
	24,965	4.00	21,852	4.00	2,859	4.00
	31,207	5.00	27,315	5.00	3,574	5.00

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**  
**ASSET AND LIABILITY MANAGEMENT**

The primary objective of the Company's asset and liability management function is to maximize the Company's net interest income while simultaneously maintaining an acceptable level of interest rate risk given the Company's operating environment, capital and liquidity requirements, performance objectives and overall business focus. The principal determinant of the exposure of the Company's earnings to interest rate risk is the timing difference between the repricing and maturity of interest-earning assets and the repricing or maturity of its interest-bearing liabilities. The Company's asset and liability management policies are designed to decrease interest rate sensitivity primarily by shortening the maturities of interest-earning assets while at the same time extending the maturities of interest-bearing liabilities. The Board of Directors of the Company continues to believe in strong asset/liability management in order to insulate the Company from material losses as a result of prolonged increases in interest rates. As a result of this policy, the Company emphasizes a larger, more diversified portfolio of residential mortgage loans in the form of mortgage-backed securities. Mortgage-backed securities generally increase the quality of the Company's assets by virtue of the insurance or guarantees that back them, are more liquid than individual mortgage loans and may be used to collateralize borrowings or other obligations of the Company.

The Company's Board of Directors has established an Asset and Liability Management Committee consisting of four outside directors, the President and Chief Executive Officer, Executive/Vice President/ Chief Operating Officer, Senior Vice President/Chief Financial Officer and Senior Vice President/Commercial Lending. This committee, which

meets quarterly, generally monitors various asset and liability management policies and strategies, which were implemented by the Company over the past few years. These strategies have included: (i) an emphasis on the investment in adjustable-rate and shorter duration mortgage-backed securities; (ii) an emphasis on the origination of single-family residential adjustable-rate mortgages (ARMs), residential construction loans and commercial real estate loans, which generally have adjustable or floating interest rates and/or shorter maturities than traditional single-family residential loans, and consumer loans, which generally have shorter terms and higher interest rates than mortgage loans; (iii) increase the duration of the liability base of the Company by extending the maturities of savings deposits, borrowed funds and repurchase agreements.

The Company has established the following guidelines for assessing interest rate risk:

**Net interest income simulation.** Given a 200 basis point parallel and gradual increase or decrease in market interest rates, net interest income may not change by more than 10% for a one-year period.

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**Portfolio equity simulation.** Portfolio equity is the net present value of the Company's existing assets and liabilities. Given a 200 basis point immediate and permanent increase or decrease in market interest rates, portfolio equity may not correspondingly decrease or increase by more than 20% of stockholders' equity.

The following table presents the simulated impact of a 200 basis point upward and a 200 basis point downward shift of market interest rates on net interest income and the change in portfolio equity. This analysis was done assuming that the interest-earning asset and interest-bearing liability levels at March 31, 2011 remained constant. The impact of the market rate movements was developed by simulating the effects of rates changing gradually over a one-year period from the March 31, 2010 levels for net interest income. The impact of market rate movements was developed by simulating the effects of an immediate and permanent change in rates at March 31, 2011 for portfolio equity:

	Increase 200 Basis Points	Decrease 200 Basis Points
Net interest income increase (decrease)	1.86%	2.07%
Portfolio equity increase (decrease)	(11.02)%	(7.32)%

**Item 4. Controls and Procedures****Controls and Procedures Disclosure**

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Corporation's reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

As of the end of the period covered by this quarterly report, an evaluation was carried out under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-14(e) and 15d-14(e) under the Securities Exchange Act of 1934). Based on their evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are, to the best of their knowledge, effective to ensure that information required to be disclosed by the Corporation in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. Subsequent to the date of their evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that there were no significant changes in internal control or in other factors that could significantly affect its internal controls, including any corrective actions with regard to significant deficiencies and material weaknesses.

A material weakness is a significant deficiency (as defined in Public Company Accounting Oversight Board Auditing Standard No. 2), or a combination of significant deficiencies, that results in there being more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis by management or employees in the normal course of performing their assigned functions.

**Changes in Internal Control over Financial Reporting**

There have not been any changes in the Company's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that occurred during the Company's most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II OTHER INFORMATION****Item 1. Legal Proceedings**

None



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Item 1a. There are no material changes to the risk factors set forth in Part I, Item 1A, Risk Factors, of the Company's Annual Report on Form 10-K for the year ended December 31, 2010. Please refer to that section for disclosures regarding the risks and uncertainties related to the Company's business.

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

None

Item 3. Defaults by the Company on its senior securities

None

Item 4. Reserved

Item 5. Other information

None

Item 6. Exhibits

**Exhibit list for Middlefield Banc Corp. s Form 10-Q Quarterly Report for the Period Ended March 31, 2011**

<b>exhibit number</b>	<b>description</b>	<b>location</b>
3.1	Second Amended and Restated Articles of Incorporation of Middlefield Banc Corp., as amended	Incorporated by reference to Exhibit 3.1 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2005, filed on March 29, 2006
3.2	Regulations of Middlefield Banc Corp.	Incorporated by reference to Exhibit 3.2 of Middlefield Banc Corp. s registration statement on Form 10 filed on April 17, 2001
4.0	Specimen stock certificate	Incorporated by reference to Exhibit 4 of Middlefield Banc Corp. s registration statement on Form 10 filed on April 17, 2001
4.1	Amended and Restated Trust Agreement, dated as of December 21, 2006, between Middlefield Banc Corp., as Depositor, Wilmington Trust Company, as Property trustee, Wilmington Trust Company, as Delaware Trustee, and Administrative Trustees	Incorporated by reference to Exhibit 4.1 of Middlefield Banc Corp. s Form 8-K Current Report filed on December 27, 2006
4.2	Junior Subordinated Indenture, dated as of December 21, 2006, between Middlefield Banc Corp. and Wilmington Trust Company	Incorporated by reference to Exhibit 4.2 of Middlefield Banc Corp. s Form 8-K Current Report filed on December 27, 2006
4.3	Guarantee Agreement, dated as of December 21, 2006, between Middlefield Banc Corp. and Wilmington Trust Company	Incorporated by reference to Exhibit 4.3 of Middlefield Banc Corp. s Form 8-K Current Report filed on December 27, 2006

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<b>exhibit number</b>	<b>description</b>	<b>location</b>
10.1.0*	1999 Stock Option Plan of Middlefield Banc Corp.	Incorporated by reference to Exhibit 10.1 of Middlefield Banc Corp. s registration statement on Form 10 filed on April 17, 2001
10.1.1*	2007 Omnibus Equity Plan	Incorporated by reference to Middlefield Banc Corp. s definitive proxy statement for the 2008 Annual Meeting of Shareholders, Appendix A, filed on April 7, 2008
10.2*	Severance Agreement between Middlefield Banc Corp. and Thomas G. Caldwell, dated January 7, 2008	Incorporated by reference to Exhibit 10.2 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008
10.3*	Severance Agreement between Middlefield Banc Corp. and James R. Heslop, II, dated January 7, 2008	Incorporated by reference to Exhibit 10.3 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008
10.4.0*	Severance Agreement between Middlefield Banc Corp. and Jay P. Giles, dated January 7, 2008	Incorporated by reference to Exhibit 10.4 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008
10.4.1*	Severance Agreement between Middlefield Banc Corp. and Teresa M. Hetrick, dated January 7, 2008	Incorporated by reference to Exhibit 10.4.1 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008
10.4.2*	Severance Agreement between Middlefield Banc Corp. and Jack L. Lester, dated January 7, 2008	Incorporated by reference to Exhibit 10.4.2 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008
10.4.3*	Severance Agreement between Middlefield Banc Corp. and Donald L. Stacy, dated January 7, 2008	Incorporated by reference to Exhibit 10.4.3 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008
10.4.4*	Severance Agreement between Middlefield Banc Corp. and Alfred F. Thompson Jr., dated January 7, 2008	Incorporated by reference to Exhibit 10.4.4 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008
10.5	Federal Home Loan Bank of Cincinnati Agreement for Advances and Security Agreement dated September 14, 2000	Incorporated by reference to Exhibit 10.4 of Middlefield Banc Corp. s registration statement on Form 10 filed on April 17, 2001
10.6*	Amended Director Retirement Agreement with Richard T. Coyne	Incorporated by reference to Exhibit 10.6 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008



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10.7*	Amended Director Retirement Agreement with Frances H. Frank	Incorporated by reference to Exhibit 10.7 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008
10.8*	Amended Director Retirement Agreement with Thomas C. Halstead	Incorporated by reference to Exhibit 10.8 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008
10.9*	Director Retirement Agreement with George F. Hasman	Incorporated by reference to Exhibit 10.9 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2001, filed on March 28, 2002

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<b>exhibit number</b>	<b>description</b>	<b>location</b>
10.10*	Director Retirement Agreement with Donald D. Hunter	Incorporated by reference to Exhibit 10.10 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2001, filed on March 28, 2002
10.11*	Director Retirement Agreement with Martin S. Paul	Incorporated by reference to Exhibit 10.11 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2001, filed on March 28, 2002
10.12*	Amended Director Retirement Agreement with Donald E. Villers	Incorporated by reference to Exhibit 10.12 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008
10.13*	Executive Survivor Income Agreement (aka DBO agreement [death benefit only]) with Donald L. Stacy	Incorporated by reference to Exhibit 10.14 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2003, filed on March 30, 2004
10.14*	DBO Agreement with Jay P. Giles	Incorporated by reference to Exhibit 10.15 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2003, filed on March 30, 2004
10.15*	DBO Agreement with Alfred F. Thompson Jr.	Incorporated by reference to Exhibit 10.16 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2003, filed on March 30, 2004
10.16*	Reserved	
10.17*	DBO Agreement with Theresa M. Hetrick	Incorporated by reference to Exhibit 10.18 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2003, filed on March 30, 2004
10.18*	DBO Agreement with Jack L. Lester	Incorporated by reference to Exhibit 10.19 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2003, filed on March 30, 2004
10.19*	DBO Agreement with James R. Heslop, II	Incorporated by reference to Exhibit 10.20 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2003, filed on March 30, 2004

10.20*	DBO Agreement with Thomas G. Caldwell	Incorporated by reference to Exhibit 10.21 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2003, filed on March 30, 2004
10.21*	Form of Indemnification Agreement with directors of Middlefield Banc Corp. and with executive officers of Middlefield Banc Corp. and The Middlefield Banking Company	Incorporated by reference to Exhibit 99.1 of Middlefield Banc Corp. s registration statement on Form 10, Amendment No. 1, filed on June 14, 2001

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<b>exhibit number</b>	<b>description</b>	<b>location</b>
10.22*	Annual Incentive Plan Summary	Incorporated by reference to the summary description of the annual incentive plan included as Exhibit 10.22 of Middlefield Banc Corp. s Form 8-K Current Report filed on December 16, 2005
10.23*	Amended Executive Deferred Compensation Agreement with Thomas G. Caldwell	Incorporated by reference to Exhibit 10.23 of Middlefield Banc Corp. s Form 8-K Current Report filed on May 9, 2008
10.24*	Amended Executive Deferred Compensation Agreement with James R. Heslop, II	Incorporated by reference to Exhibit 10.24 of Middlefield Banc Corp. s Form 8-K Current Report filed on May 9, 2008
10.25*	Amended Executive Deferred Compensation Agreement with Donald L. Stacy	Incorporated by reference to Exhibit 10.25 of Middlefield Banc Corp. s Form 8-K Current Report filed on May 9, 2008
31.1	Rule 13a-14(a) certification of Chief Executive Officer	filed herewith
31.2	Rule 13a-14(a) certification of Chief Financial Officer	filed herewith
32	Rule 13a-14(b) certification	filed herewith
99	Report of independent registered public accounting firm	filed herewith

\* management contract or compensatory plan or arrangement

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**SIGNATURES**

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

MIDDLEFIELD BANC CORP.

Date: May 16, 2011

By: /s/ Thomas G. Caldwell  
Thomas G. Caldwell  
President and Chief Executive Officer

Date: May 16, 2011

By: /s/ Donald L. Stacy  
Donald L. Stacy  
Principal Financial and Accounting  
Officer