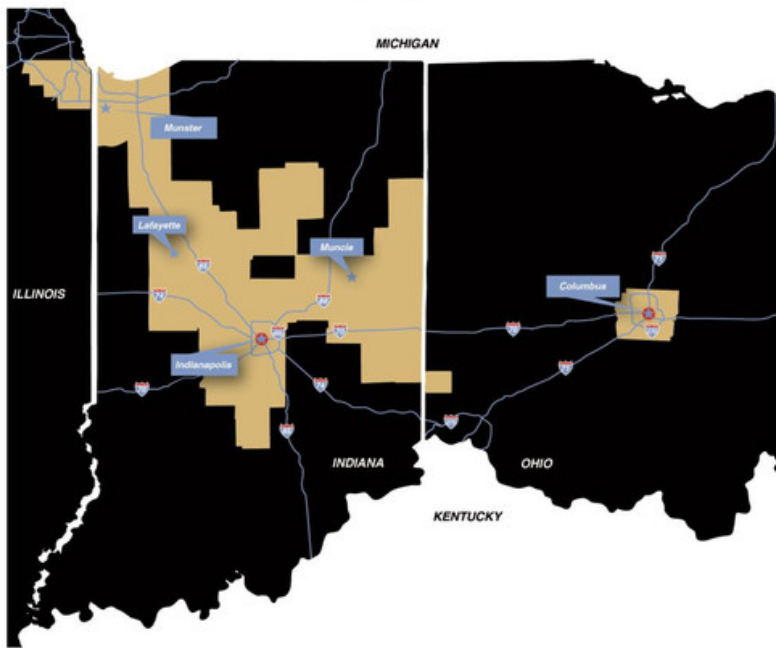




# First Merchants Corporation



Filed by First Merchants Corporation  
Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: Community Bancshares, Inc.  
SEC Registration Statement No: 333-198661

## 3<sup>rd</sup> QUARTER 2014

## EARNINGS CALL

### October 23, 2014

**NASDAQ: FRME**

Michael C. Rechin  
President  
Chief Executive Officer

Mark K. Hardwick  
Executive Vice President  
Chief Financial Officer

John J. Martin  
Executive Vice President  
Chief Credit Officer



# Forward-Looking Statement

This presentation contains forward-looking statements made pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements can often, but not always, be identified by the use of words like "believe", "continue", "pattern", "estimate", "project", "intend", "anticipate", "expect" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "might", "can", "may", or similar expressions. These forward-looking statements include, but are not limited to, any indications regarding the financial services industry, the economy and future growth of the balance sheet or income statement, statements relating to the expected timing and benefits of the proposed merger (the "Merger") between First Merchants Corporation ("First Merchants") and Community Bancshares, Inc. ("Community Bancshares"), including future financial and operating results, cost savings, enhanced revenues, and accretion/dilution to reported earnings that may be realized from the Merger, as well as other statements of expectations regarding the Merger, and other statements of First Merchants' goals, intentions and expectations; statements regarding the First Merchants' business plan and growth strategies; statements regarding the asset quality of First Merchants' loan and investment portfolios; and estimates of First Merchants' risks and future costs and benefits, whether with respect to the Merger or otherwise.

These forward-looking statements are subject to significant risks, assumptions and uncertainties that may cause results to differ materially from those set forth in forward-looking statements, including, among other things: the risk that the businesses of the First Merchants and Community Bancshares will not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected; expected revenue synergies and cost savings from the Merger may not be fully realized or realized within the expected time frame; revenues following the Merger may be lower than expected; customer and employee relationships and business operations may be disrupted by the Merger; the ability to obtain required governmental and shareholder approvals, and the ability to complete the Merger on the expected timeframe; possible changes in economic and business conditions; the existence or exacerbation of general geopolitical instability and uncertainty; the ability of First Merchants to integrate recent acquisitions and attract new customers; possible changes in monetary and fiscal policies, and laws and regulations; the effects of easing restrictions on participants in the financial services industry; the cost and other effects of legal and administrative cases; possible changes in the credit worthiness of customers and the possible impairment of collectability of loans; fluctuations in market rates of interest; competitive factors in the banking industry; changes in the banking legislation or regulatory requirements of federal and state agencies applicable to bank holding companies and banks like First Merchants' affiliate bank; continued availability of earnings and excess capital sufficient for the lawful and prudent declaration of dividends; changes in market, economic, operational, liquidity, credit and interest rate risks associated with the First Merchants' business; and other risks and factors identified in First Merchants' filings with the Securities and Exchange Commission.

First Merchants does not undertake any obligation to update any forward-looking statement, whether written or oral, relating to the matters discussed in this presentation. In addition, First Merchants' and Community Bancshares' past results of operations do not necessarily indicate either of their anticipated future results, whether the Merger is effectuated or not.



## Additional Information

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any proxy vote or approval. The proposed merger will be submitted to Community Bancshares' shareholders for their consideration. In connection with the proposed merger, First Merchants Corporation ("First Merchants") has filed with the Securities and Exchange Commission ("SEC") a Registration Statement on Form S-4 (Registration No. 333-198661) that includes a Proxy Statement for Community Bancshares, Inc. ("Community Bancshares") and a Prospectus of First Merchants, as well as other relevant documents concerning the proposed transaction. The SEC declared the Form S-4 Registration Statement effective on October 2, 2014. A definitive Proxy Statement and Prospectus was mailed to Community Bancshares shareholders on or about October 2, 2014. COMMUNITY BANCSHARES SHAREHOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE CORRESPONDING PROXY STATEMENT AND PROSPECTUS REGARDING THE MERGER, AS WELL AS ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, TOGETHER WITH ALL AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, AS THEY WILL CONTAIN IMPORTANT INFORMATION. A free copy of the Proxy Statement and Prospectus, as well as other filings containing information about First Merchants, may be obtained at the SEC's Web Site (<http://www.sec.gov>). You may also obtain these documents, free of charge, by accessing First Merchants' Web site (<http://www.firstmerchants.com>) under the tab Investors, then under the heading Financial Information, and finally under the link to SEC Filings. Community Bancshares and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Community Bancshares in connection with the proposed Merger. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the Proxy Statement and Prospectus regarding the proposed merger when they become available. Free copies of this document may be obtained as described in the preceding paragraph.

### Non-GAAP Financial Measures

These slides contain non-GAAP financial measures. For purposes of Regulation G, a non-GAAP financial measure is a numerical measure of the registrant's historical or future financial performance, financial position or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statement of income, balance sheet or statement of cash flows (or equivalent statements) of the issuer; or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. In this regard, GAAP refers to generally accepted accounting principles in the United States. Pursuant to the requirements of Regulation G, First Merchants Corporation has provided reconciliations within the slides, as necessary, of the non-GAAP financial measure to the most directly comparable GAAP financial measure.



## 3<sup>rd</sup> Quarter 2014 Highlights

### Earnings

- Earnings Per Share of \$.45, a 29% Increase over 3<sup>rd</sup> Quarter of 2013
- Net Income of \$16.1 Million
- Return on Average Assets of 1.16%
- Return on Tangible Equity of 13.64%
- Efficiency Ratio 58.52%

### Balance Sheet

- Organic Loan Growth Y-O-Y of \$250M, or 8.50%
- Tangible Book Value of \$13.53, a 17% Increase over 3<sup>rd</sup> Quarter of 2013

### Net Interest Margin

- Strong Net Interest Margin at 3.98%
- 3.71% without FMV Accretion





# Mark K. Hardwick

Executive Vice President  
and Chief Financial Officer



## Total Assets

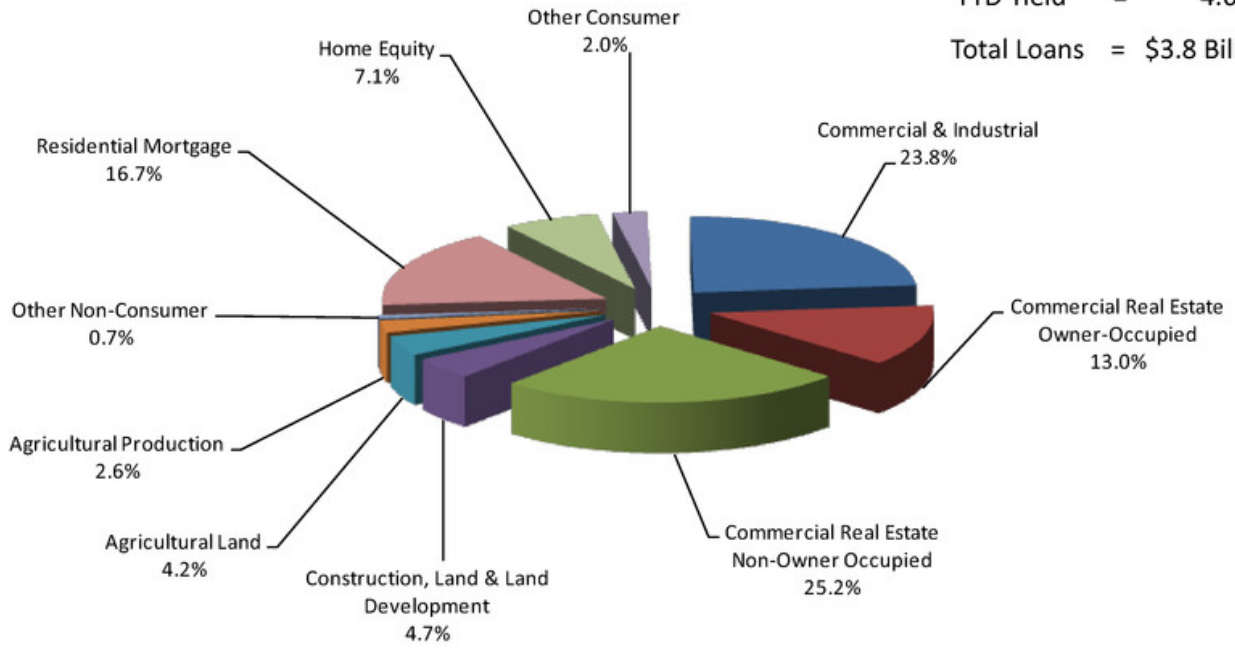
(\$ in Millions)	<u>2012</u>	<u>2013</u>	<u>Q1-'14</u>	<u>Q2-'14</u>	<u>Q3-'14</u>
1. Investments	\$ 874	\$1,096	\$1,150	\$1,214	\$1,190
2. Loans Held for Sale	22	5	7	7	6
3. Loans	2,902	3,633	3,617	3,723	3,773
4. Allowance	(69)	(68)	(70)	(68)	(66)
5. CD&I & Goodwill	150	203	202	202	201
6. BOLI	125	165	165	166	165
7. Other	<u>301</u>	<u>403</u>	<u>382</u>	<u>371</u>	<u>322</u>
8. Total Assets	\$4,305	\$5,437	\$5,453	\$5,615	\$5,591



# Loan and Yield Detail

(as of 9/30/2014)

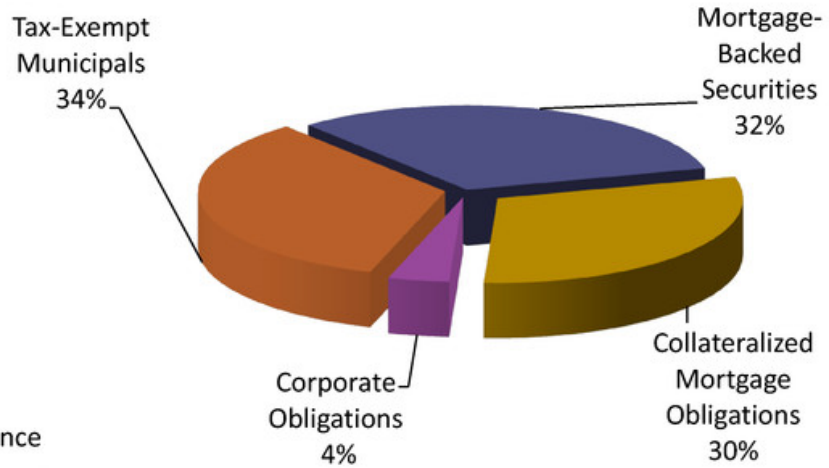
QTD Yield = 4.62%  
 YTD Yield = 4.62%  
 Total Loans = \$3.8 Billion





# Investment Portfolio

(as of 9/30/2014)



- \$1.2 billion balance
- Average duration of 4.3 years
- Tax equivalent yield of 3.87%
- Net unrealized gain of \$34.3 million





## Total Liabilities and Capital

(\$ in Millions)	<u>2012</u>	<u>2013</u>	<u>Q1-'14</u>	<u>Q2-'14</u>	<u>Q3-'14</u>
1. Customer Non-Maturity Deposits	\$2,479	\$3,276	\$3,249	\$3,292	\$3,229
2. Customer Time Deposits	739	868	834	786	744
3. Brokered Deposits	128	87	200	251	337
4. Borrowings	260	401	362	459	440
5. Other Liabilities	39	48	34	34	34
6. Hybrid Capital	107	122	122	122	122
7. Preferred Stock (SBLF)	91	—	—	—	—
8. Common Equity	<u>462</u>	<u>635</u>	<u>652</u>	<u>671</u>	<u>685</u>
9. Total Liabilities and Capital	\$4,305	\$5,437	\$5,453	\$5,615	\$5,591
10. Tangible Book Value Per Share	\$10.95	\$12.17	\$12.63	\$13.14	\$13.53



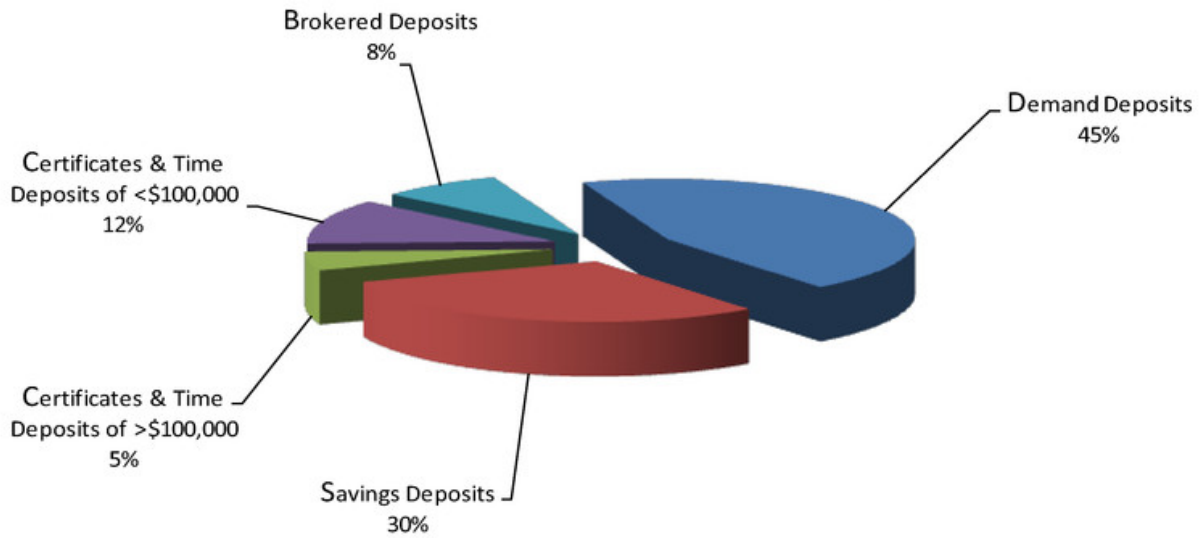
# Deposits and Cost of Funds Detail

(as of 09/30/2014)

QTD Cost = .34%

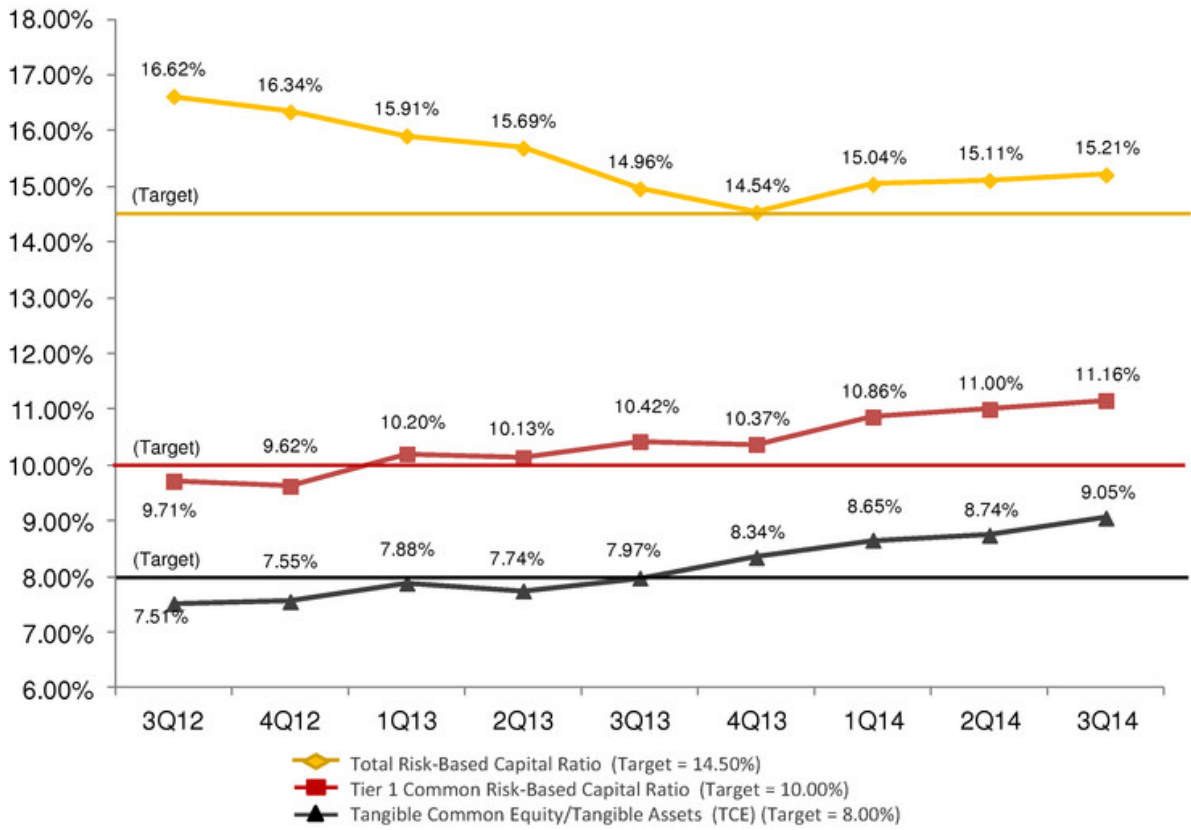
YTD Cost = .33%

Total Deposits = \$4.3 Billion





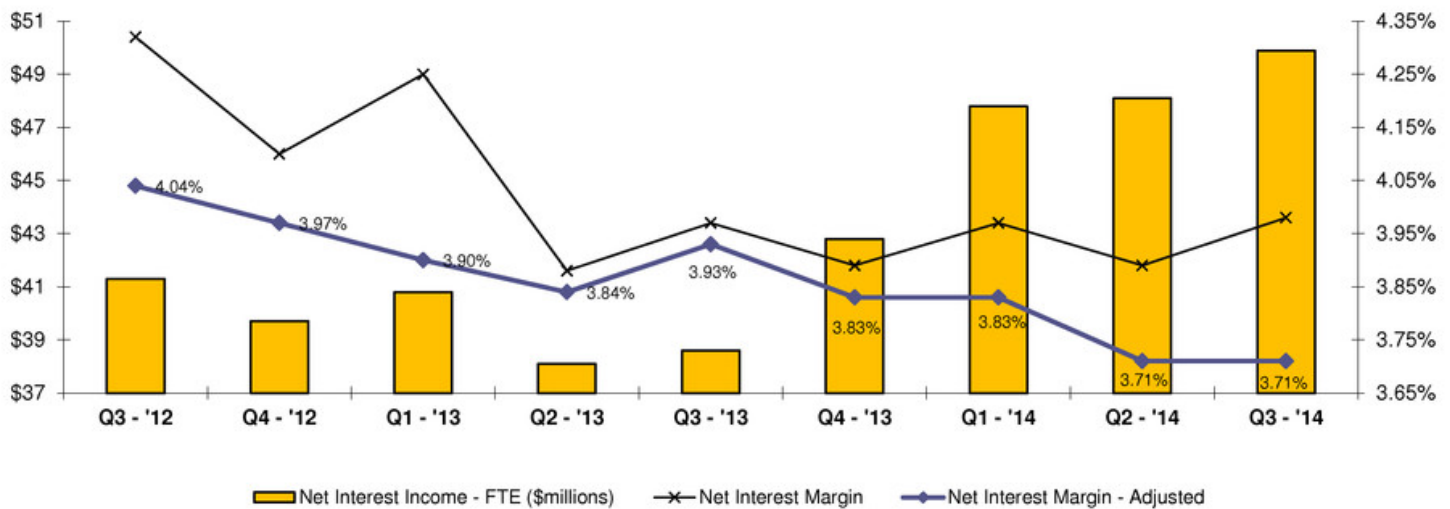
# Capital Ratios





## Net Interest Margin

	Q3 - '12	Q4 - '12	Q1 - '13	Q2 - '13	Q3 - '13	Q4 - '13	Q1 - '14	Q2 - '14	Q3 - '14
Net Interest Income - FTE (\$millions)	\$ 41.3	\$ 39.7	\$ 40.8	\$ 38.1	\$ 38.6	\$ 42.8	\$ 47.8	\$ 48.1	\$ 49.9
Fair Value Accretion (\$millions)	\$ 2.6	\$ 1.3	\$ 0.8	\$ 0.4	\$ 0.4	\$ 0.6	\$ 1.8	\$ 2.2	\$ 3.5
Tax Equivalent Yield on Earning Assets	4.89%	4.58%	4.70%	4.29%	4.35%	4.30%	4.40%	4.33%	4.41%
Cost of Supporting Liabilities	0.57%	0.48%	0.45%	0.41%	0.38%	0.41%	0.43%	0.44%	0.43%
Net Interest Margin	4.32%	4.10%	4.25%	3.88%	3.97%	3.89%	3.97%	3.89%	3.98%





## Non-Interest Income

(\$ in Millions)	<u>2012</u>	<u>2013</u>	<u>Q1-'14</u>	<u>Q2-'14</u>	<u>Q3-'14</u>
1. Service Charges on Deposit Accounts	\$11.6	\$12.4	\$ 3.6	\$ 4.1	\$ 4.1
2. Trust Fees	7.9	8.6	2.2	2.4	2.2
3. Insurance Commission Income	6.2	7.1	2.3	1.9	1.7
4. Electronic Card Fees	7.3	7.5	2.3	2.5	2.4
5. Cash Surrender Value of Life Ins	3.4	2.6	0.7	0.7	1.5
6. Gains on Sales Mortgage Loans	10.6	7.5	0.7	1.2	1.5
7. Securities Gains/Losses	2.4	0.5	0.6	0.8	0.9
8. Gain on FDIC Transaction	9.1	—	—	—	—
9. Other	<u>5.8</u>	<u>8.6</u>	<u>2.8</u>	<u>2.3</u>	<u>4.0</u>
10. Total	\$64.3	\$54.8	\$15.2	\$15.9	\$18.3
11. Adjusted Non-Interest Income <sup>1</sup>	\$52.8	\$54.3	\$14.6	\$15.1	\$17.4

<sup>1</sup>Adjusted for Bond Gains & Losses and Gain on FDIC-Modified Whole-Bank Transaction



## Non-Interest Expense

(\$ in Millions)	<u>2012</u>	<u>2013</u>	<u>Q1-'14</u>	<u>Q2-'14</u>	<u>Q3-'14</u>
1. Salary & Benefits	\$ 79.4	\$ 85.4	\$ 25.3	\$23.4	\$24.2
2. Premises & Equipment	17.4	18.0	6.6	5.3	5.6
3. Core Deposit Intangible	1.9	1.6	0.6	0.6	0.6
4. Professional & Other Outside Services	6.2	8.3	1.4	1.5	1.6
5. OREO/Credit-Related Expense	8.2	6.7	1.8	2.6	2.6
6. FDIC Expense	3.5	2.9	1.1	0.9	0.9
7. Outside Data Processing	5.7	5.6	1.8	2.0	1.9
8. Marketing	2.2	2.2	0.8	0.8	1.1
9. Other	<u>12.6</u>	<u>12.5</u>	<u>3.7</u>	<u>4.1</u>	<u>4.1</u>
10. Non-Interest Expense	\$137.1	\$143.2	\$ 43.1	\$ 41.2	\$42.6



## Earnings

(\$ in Millions)	<u>2012</u>	<u>2013</u>	<u>Q1-'14</u>	<u>Q2-'14</u>	<u>Q3-'14</u>
1. Net Interest Income	\$152.3	\$154.3	\$ 45.9	\$ 46.1	\$ 47.9
2. Provision for Loan Losses	<u>(18.5)</u>	<u>(6.6)</u>	–	–	<u>(1.6)</u>
3. <b>Net Interest Income after Provision</b>	<b>133.8</b>	<b>147.7</b>	<b>45.9</b>	<b>46.1</b>	<b>46.3</b>
4. Non-Interest Income	64.3	54.8	15.2	15.9	18.3
5. Non-Interest Expense	<u>(137.1)</u>	<u>(143.2)</u>	<u>(43.1)</u>	<u>(41.2)</u>	<u>(42.6)</u>
6. <b>Income before Income Taxes</b>	<b>61.0</b>	<b>59.3</b>	<b>18.0</b>	<b>20.8</b>	<b>22.0</b>
7. Income Tax Expense	(15.9)	(14.7)	(4.4)	(5.6)	(5.9)
8. Preferred Stock Dividend	<u>(4.5)</u>	<u>(2.4)</u>	–	–	–
9. <b>Net Income Avail. for Distribution</b>	<b>\$ 40.6</b>	<b>\$ 42.2</b>	<b>\$13.6</b>	<b>\$15.2</b>	<b>\$16.1</b>
10. <b>EPS</b>	<b>\$ 1.41</b>	<b>\$ 1.41</b>	<b>\$0.38</b>	<b>\$0.41</b>	<b>\$0.45</b>



## Earnings Per Share

<b><u>2013</u></b>	<b><u>Q1</u></b>	<b><u>Q2</u></b>	<b><u>Q3</u></b>	<b><u>Q4</u></b>	<b><u>Total</u></b>
1. Reported	\$ .38	\$ .34	\$ .35	\$ .34	\$ 1.41
2. FV Accretion EPS Impact	\$ .02	\$ .01	\$ .01	\$ .01	\$ .05
<b><u>2014</u></b>	<b><u>Q1</u></b>	<b><u>Q2</u></b>	<b><u>Q3</u></b>	<b><u>Q4</u></b>	<b><u>Total</u></b>
1. Reported	\$ .38	\$ .41	\$ .45	–	\$ 1.24
2. FV Accretion EPS Impact	\$ .03	\$ .04	\$ .06	–	\$ .13





# John J. Martin

Executive Vice President  
and Chief Credit Officer



## Loan Portfolio Trends

(\$ in Millions)	<u>2012</u>	<u>2013</u>	<u>Q1-'14</u>	<u>Q2-'14</u>	<u>Q3-'14</u>	Change Linked Quarter	
						<u>\$</u>	<u>%</u>
1. Commercial & Industrial	\$ 622.6	\$ 761.7	\$ 787.4	\$ 857.8	\$ 901.0	\$ 43.2	5.0%
2. Construction, Land and Land Development	98.6	177.1	155.1	165.4	178.2	12.8	7.7%
3. CRE Non-Owner Occupied	706.3	963.4	954.9	963.8	953.2	(10.6)	(1.1%)
4. CRE Owner Occupied	434.2	501.1	503.0	504.0	492.9	(11.1)	(2.2%)
5. Agricultural Production	112.5	114.3	99.2	102.3	99.7	(2.6)	(2.5%)
6. Agricultural Land	126.2	147.3	148.9	153.6	157.6	4.0	2.6%
7. Residential Mortgage	473.5	616.4	626.2	629.2	625.6	(3.6)	(0.6%)
8. Home Equity	203.5	255.2	256.8	261.8	270.0	8.2	3.1%
9. Other Non-Consumer	46.5	26.1	23.4	23.3	27.5	4.2	18.0%
10. Other Consumer	<u>78.3</u>	<u>69.8</u>	<u>61.7</u>	<u>61.5</u>	<u>66.8</u>	<u>5.3</u>	8.6%
11. Loans	\$2,902.2	\$3,632.4	\$3,616.6	\$3,722.7	\$3,772.5	\$ 49.8	1.3%



## Asset Quality Summary

(\$ in Millions)

	<u>2012</u>	<u>2013</u>	<u>Q1-'14</u>	<u>Q2-'14</u>	<u>Q3-'14</u>	Change	
						<u>\$</u>	<u>%</u>
1. Non-Accrual Loans	\$ 53.4	\$ 56.4	\$ 55.7	\$ 51.3	\$ 49.1	\$ (2.2)	(4.3%)
2. Other Real Estate	\$ 13.3	\$ 22.2	\$ 21.1	\$ 18.6	\$ 14.5	\$ (4.1)	(22.0%)
3. Renegotiated Loans	\$ 12.7	\$ 3.0	\$ 0.4	\$ 1.4	\$ 1.2	\$ (0.2)	(14.3%)
4. 90+ Days Delinquent Loans	\$ 2.0	\$ 1.4	\$ 1.7	\$ 1.1	\$ 0.8	\$ (0.3)	(27.3%)
5. NPAs/Loans and ORE	2.7%	2.2%	2.1%	1.9%	1.7%		
6. Classified Assets	\$ 184.4	\$ 191.9	\$ 217.0	\$ 204.4	\$ 193.4	\$ (11.0)	(5.4%)
7. Criticized Assets (includes Classified)	\$ 250.2	\$ 263.5	\$ 281.4	\$ 269.5	\$ 255.3	\$ (14.2)	(5.3%)
8. Specific Reserves	\$ 4.2	\$ 1.6	\$ 1.8	\$ 1.7	\$ 3.4	\$ 1.7	100.0%
9. Allowance for Loan and Lease Losses	\$ 69.4	\$ 67.9	\$ 69.6	\$ 68.4	\$ 65.6	\$ (2.8)	(4.1%)
10. ALLL/Non-Accrual Loans	129.9%	120.4%	125.0%	133.3%	133.6%		

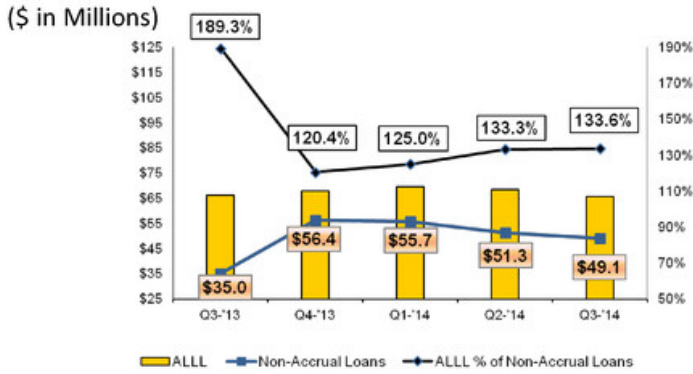


## Non-Performing Asset Reconciliation

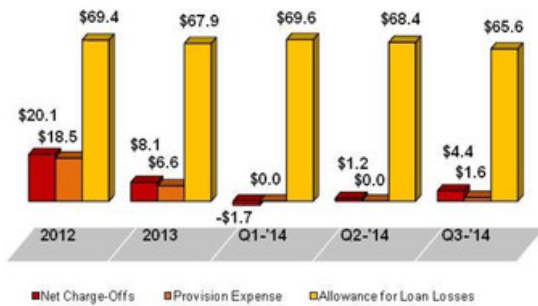
(\$ in Millions)	<u>Q4-'13</u>	<u>Q1-'14</u>	<u>Q2-'14</u>	<u>Q3-'14</u>
<b>1. Beginning Balance NPA's &amp; 90+ Days Delinquent</b>	<b>\$ 51.2</b>	<b>\$ 83.0</b>	<b>\$ 78.9</b>	<b>\$ 72.4</b>
<u>Non-Accrual</u>				
2. Add: New Non-Accruals	4.2	9.1	8.3	18.3
3. Add: Citizens Non-Accruals	22.7			
4. Less: To Accrual/Payoff/Renegotiated	(3.6)	(6.9)	(8.5)	(11.3)
5. Less: To OREO	(1.0)	(1.0)	(1.8)	(1.1)
6. Less: Charge-offs	<u>(0.9)</u>	<u>(1.9)</u>	<u>(2.4)</u>	<u>(8.1)</u>
<b>7. Increase / (Decrease): Non-Accrual Loans</b>	<b>21.4</b>	<b>(0.7)</b>	<b>(4.4)</b>	<b>(2.2)</b>
<u>Other Real Estate Owned (ORE)</u>				
8. Add: New ORE Properties	1.0	1.0	1.8	1.1
9. Add: Citizens ORE Properties	12.9			
10. Less: ORE Sold	(3.1)	(1.5)	(2.7)	(3.7)
11. Less: ORE Losses (write-downs)	<u>(0.6)</u>	<u>(0.6)</u>	<u>(1.6)</u>	<u>(1.5)</u>
<b>12. Increase / (Decrease): ORE</b>	<b>10.2</b>	<b>(1.1)</b>	<b>(2.5)</b>	<b>(4.1)</b>
<b>13. Increase / (Decrease): 90+ Days Delinquent</b>	<b>0.4</b>	<b>0.4</b>	<b>(0.6)</b>	<b>(0.3)</b>
<b>14. Increase / (Decrease): Restructured Loans</b>	<b><u>(0.2)</u></b>	<b><u>(2.7)</u></b>	<b><u>1.0</u></b>	<b><u>(0.2)</u></b>
<b>15. Total NPA Change</b>	<b><u>31.8</u></b>	<b><u>(4.1)</u></b>	<b><u>(6.5)</u></b>	<b><u>(6.8)</u></b>
<b>16. Ending Balance NPA's &amp; 90+ Days Delinquent</b>	<b>\$ 83.0</b>	<b>\$ 78.9</b>	<b>\$ 72.4</b>	<b>\$ 65.6</b>



# Net Charge-Offs, Provision & Allowance



- Improving credit metrics
- Strengthening Non-Accrual coverage
- Remaining credit leverage





## ALLL and Fair Value Summary

(as of 09/30/2014)

(\$ in Millions)	<u>FMB</u> <sup>1</sup>	<u>SCB</u>	<u>CFS</u>	<u>Total</u>
1. Allowance for Loan Losses (ALLL)	\$ 65.1	\$ 0.1 <sup>2</sup>	\$ 0.4 <sup>2</sup>	\$ 65.6
2. Fair Value Adjustment		<u>6.8</u>	<u>28.7</u>	<u>35.5</u>
<b>3. Total ALLL plus FV Adjustments</b>	<b>\$ 65.1</b>	<b>\$ 6.9</b>	<b>\$ 29.1</b>	<b>\$ 101.1</b>
4. Gross Loan Balances	\$ 3,218.1	\$ 48.1	\$ 548.2	\$ 3,814.4
5. Net Loan Balances	\$ 3,218.1	\$ 41.3	\$ 519.5	\$ 3,778.9
<b>6. ALLL/Loans</b>				<b>1.74%</b> ←
<b>7. ALLL &amp; FV Adj/Gross Loan Balances</b> <sup>3</sup>	<b>2.02%</b>	<b>14.35%</b>	<b>5.31%</b>	<b>2.65%</b> ←

<sup>1</sup> Loans originated by FMB

<sup>2</sup> ALLL represents an impairment reserve.

<sup>3</sup> Management uses this Non-GAAP measure to demonstrate coverage and credit risk



# Michael C. Rechin

President and  
Chief Executive Officer



## Strategy and Tactics Overview

### Assess Acquisition Opportunities in Our Marketplace

- Received regulatory approvals for the Community Bank acquisition
- Targeting a 4<sup>th</sup> quarter close of the transaction

### Intensify Revenue-Generating Activities

- Achieve organic growth throughout the franchise
- Additionally invest in First Merchants' brand in new "Lakeshore Region"
- Develop and retain outstanding talent
- Leverage our Centers of Influence and Regional Board relationships

### Improve Efficiency

- Attain normalized expense levels
- Actively review mortgage volumes and related expenses
- Optimize branch system

### Focus on the Customer Experience

- Continue to advance our loan process for speed and accuracy
- Evaluate and enhance our technology platforms
- Invest in mobile banking







## Contact Information

---

First Merchants Corporation common stock is traded  
on the NASDAQ Global Select Market under the symbol  
FRME

Additional information can be found at  
[www.firstmerchants.com](http://www.firstmerchants.com)

Investor inquiries:

David L. Ortega

Investor Relations

Telephone: 765.378.8937

[dortega@firstmerchants.com](mailto:dortega@firstmerchants.com)

