

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (Date of earliest event reported): July 24, 2014

Commission File Number 0-17071

FIRST MERCHANTS CORPORATION

(Exact name of registrant as specified in its charter)

INDIANA	35-1544218
(State or other jurisdiction of incorporation)	(IRS Employer Identification No.)

**200 East Jackson Street
P.O. Box 792
Muncie, IN 47305-2814**

(Address of principal executive offices, including zip code)

(765) 747-1500

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On Thursday, July 24, 2014, First Merchants Corporation will conduct a second quarter earnings conference call and web cast on at 2:30 p.m. (ET). A copy of the slide presentation utilized on the conference call is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) Not applicable.

(b) Not applicable.

(c) Exhibits.

Exhibit 99.1 Slide presentation, utilized July 24, 2014, during conference call and web cast by First Merchants Corporation

SIGNATURES

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

First Merchants Corporation
(Registrant)

By: /s/ Mark K. Hardwick
Mark K. Hardwick
Executive Vice President and Chief Financial Officer
(Principal Financial and Principal Accounting Officer)

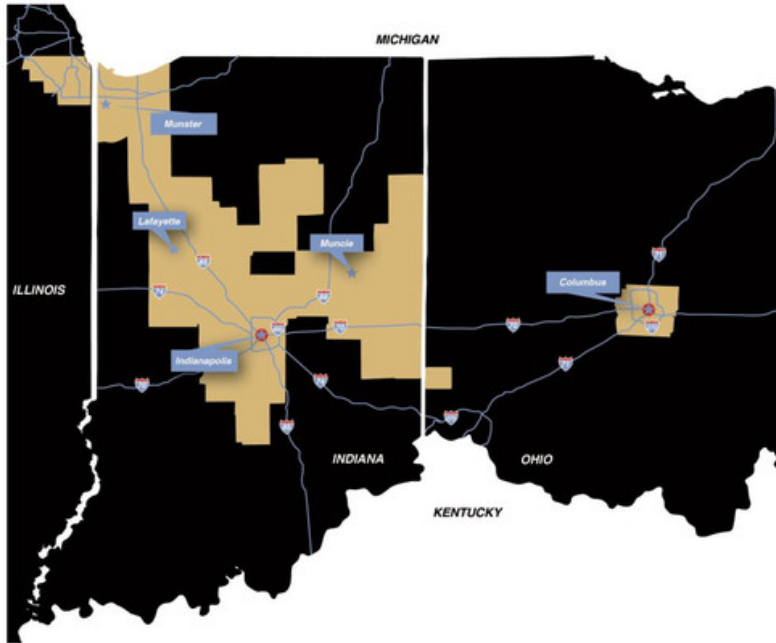
Dated: July 24, 2014

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Slide presentation, utilized July 24, 2014, during conference call and web cast by First Merchants Corporation



First Merchants Corporation



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

Subject Company: Community Bancshares, Inc. Commission Securities Exchange Act File No: 000-17071

2nd QUARTER 2014

EARNINGS CALL

July 24, 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

Communications in this presentation do 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 will file with the SEC a Registration Statement on Form S-4 that will include a Proxy Statement for Community Bancshares and a Prospectus of First Merchants, as well as other relevant documents concerning the proposed transaction. **SHAREHOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE CORRESPONDING PROXY STATEMENT/ PROSPECTUS REGARDING THE MERGER WHEN IT BECOMES AVAILABLE, AS WELL AS ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, TOGETHER WITH ALL AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, AS THEY ALL CONTAIN IMPORTANT INFORMATION.** Once filed, you may obtain a free copy of the Proxy Statement/Prospectus, when it becomes available, as well as other filings containing information about First Merchants 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 "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/ 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.



2nd Quarter 2014 Highlights

- Earnings
 - Earnings Per Share of \$.41 per share
 - 21% Increase in Earnings Per Share Q-O-Q
 - Net Income Available to Shareholders of \$15.2 Million
 - Return on Average Assets of 1.10%
- Loans
 - 2.9% Quarterly Organic Loan Growth
- Net Interest Margin
 - Strong Net Interest Margin at 3.89%
 - 3.71% without FMV Accretion
- Expenses
 - Achieved CFS Bancorp Cost Takeout Target
 - Non-Interest Expenses declined nearly \$2M
 - Efficiency Ratio of 60.24





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>
1. Investments	\$ 874	\$1,096	\$1,150	\$1,214
2. Loans Held for Sale	22	5	7	7
3. Loans	2,902	3,633	3,617	3,723
4. Allowance	(69)	(68)	(70)	(68)
5. CD&I & Goodwill	150	203	202	202
6. BOLI	125	165	165	166
7. Other	<u>301</u>	<u>403</u>	<u>382</u>	<u>371</u>
8. Total Assets	\$4,305	\$5,437	\$5,453	\$5,615



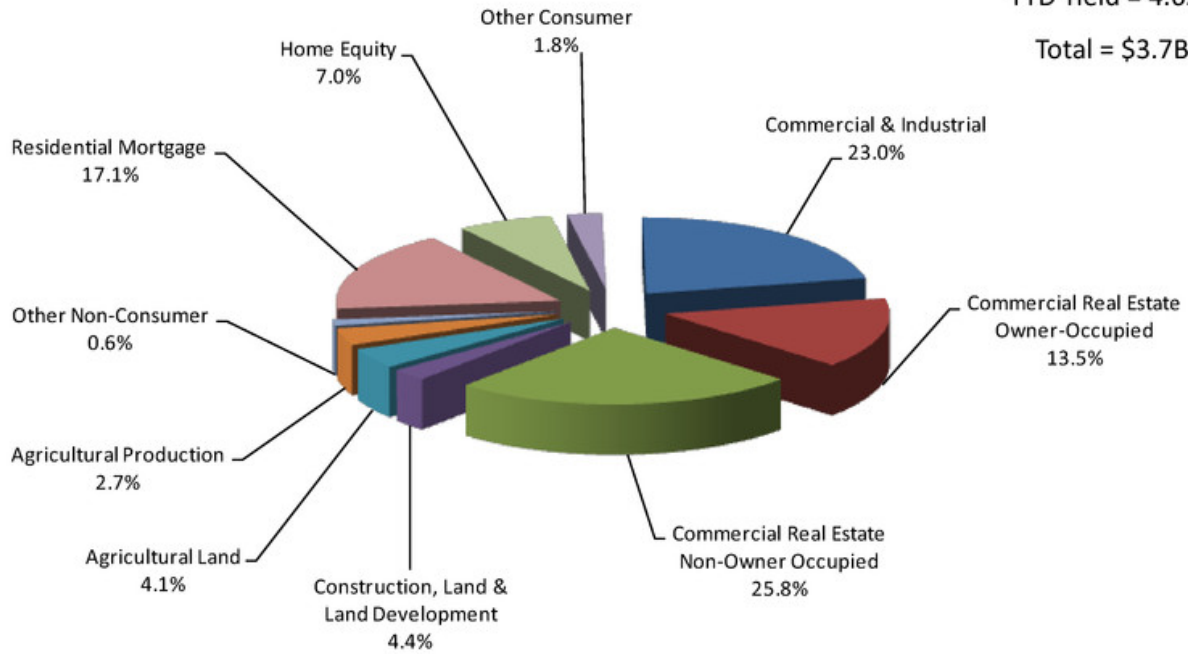
Loan and Yield Detail

(as of 6/30/2014)

QTD Yield = 4.57%

YTD Yield = 4.62%

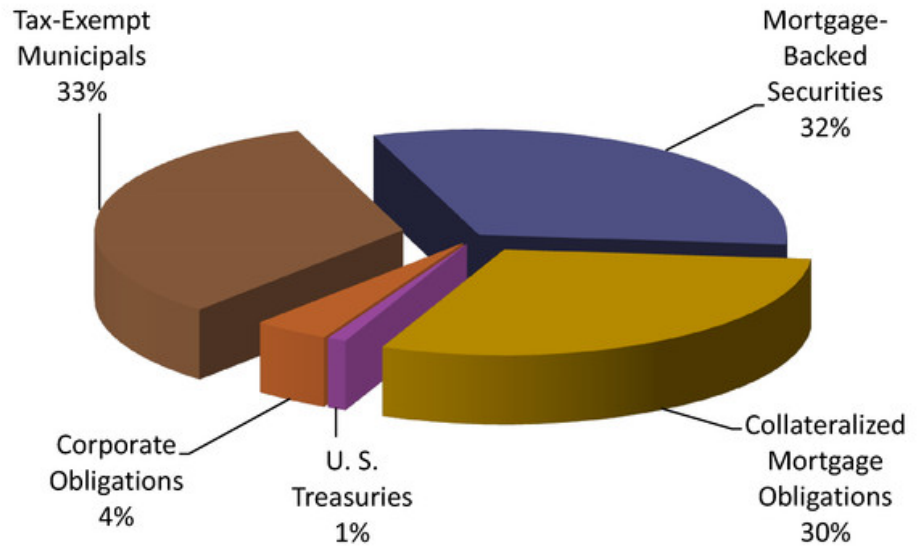
Total = \$3.7B





Investment Portfolio

(as of 6/30/2014)



- \$1.2 billion balance
- Average duration of 4.3 years
- Tax equivalent yield of 3.84%
- Net unrealized gain of \$35.6 million



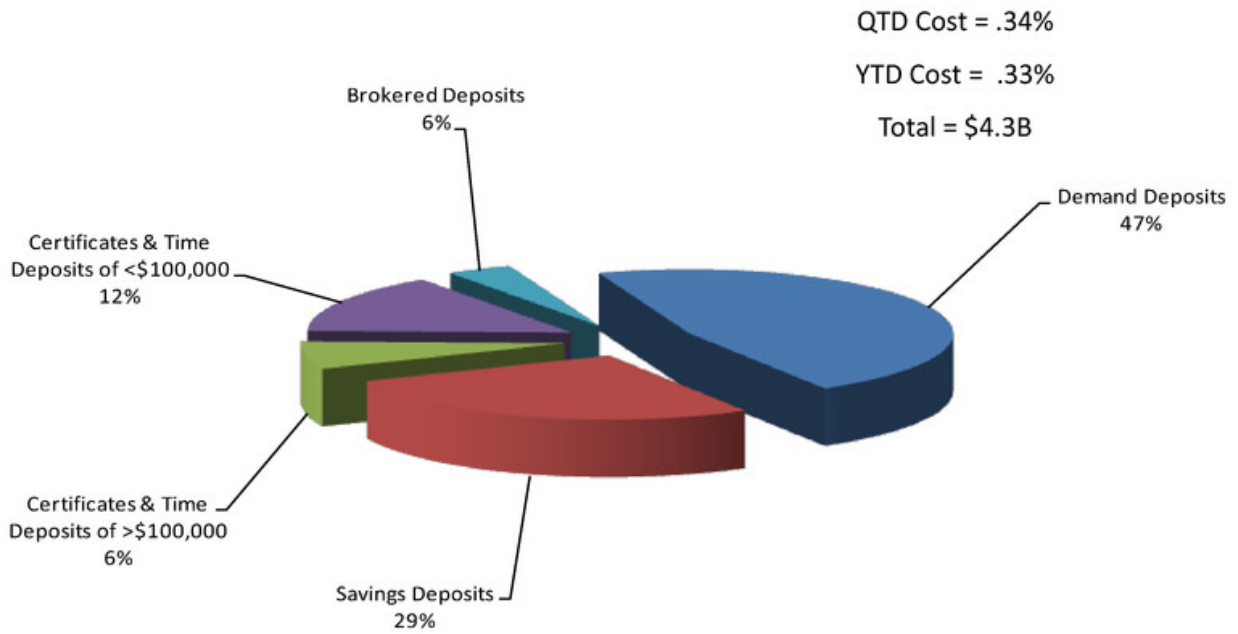
Total Liabilities and Capital

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



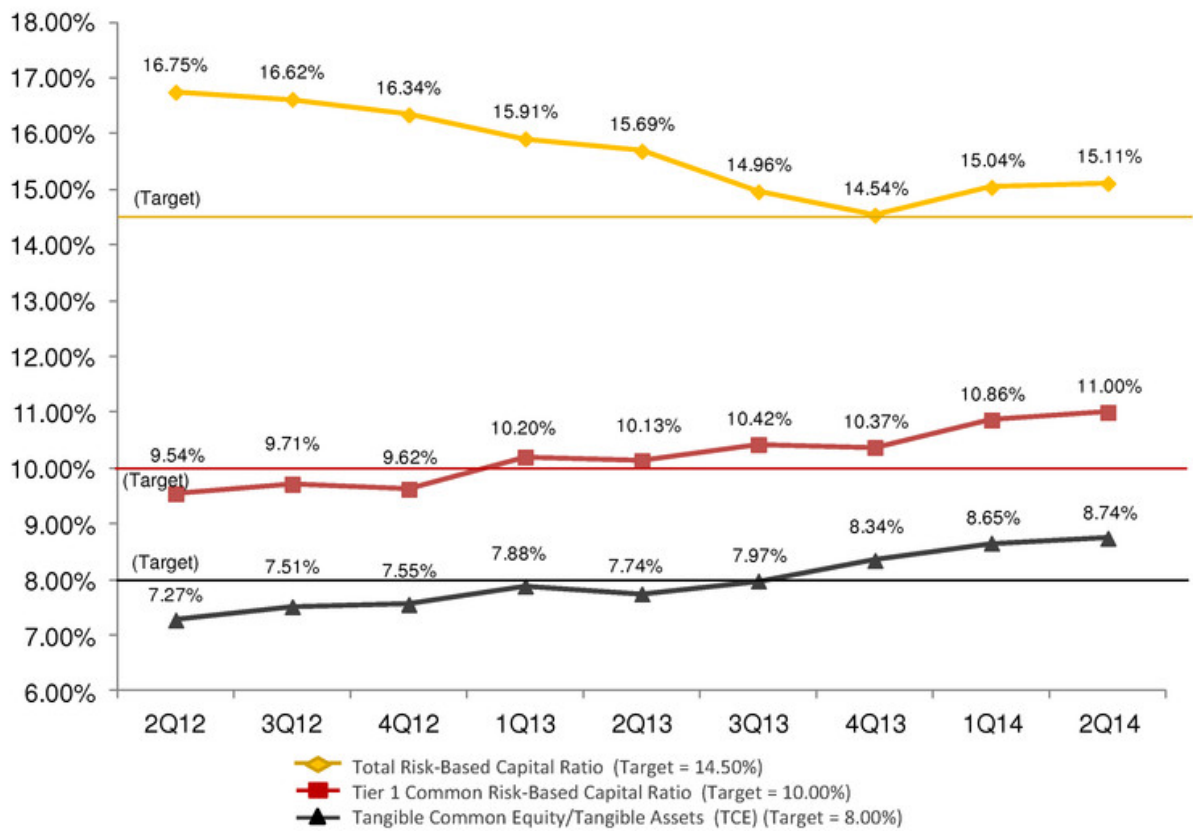
Deposits and Cost of Funds Detail

(as of 06/30/2014)





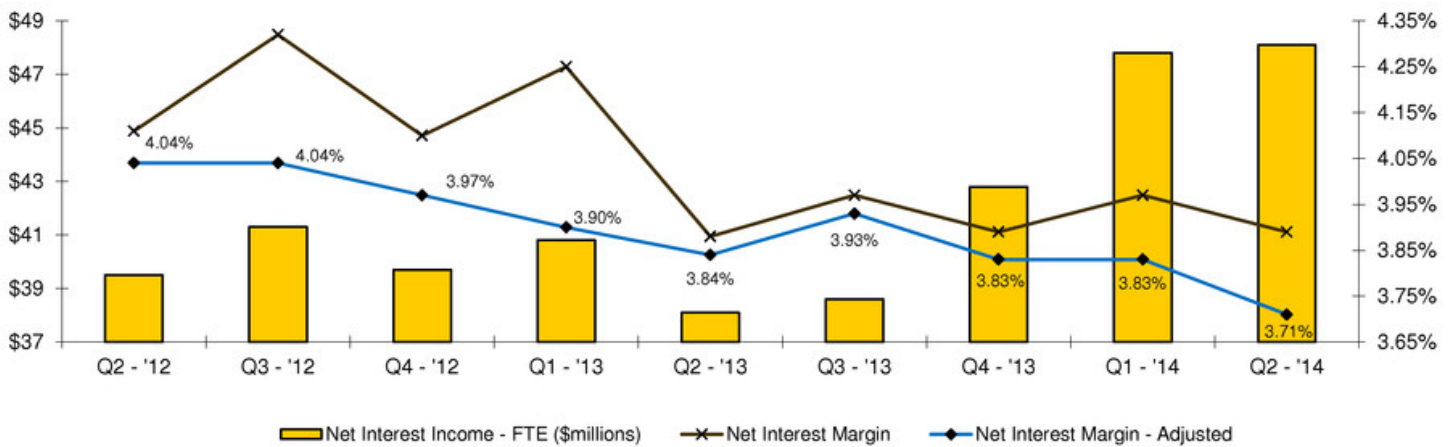
Capital Ratios





Net Interest Margin

	Q2 - '12	Q3 - '12	Q4 - '12	Q1 - '13	Q2 - '13	Q3 - '13	Q4 - '13	Q1 - '14	Q2 - '14
Net Interest Income - FTE (\$millions)	\$ 39.5	\$ 41.3	\$ 39.7	\$ 40.8	\$ 38.1	\$ 38.6	\$ 42.8	\$ 47.8	\$ 48.1
Fair Value Accretion	\$ 0.7	\$ 2.6	\$ 1.3	\$ 0.8	\$ 0.4	\$ 0.4	\$ 0.6	\$ 1.8	\$ 2.2
Tax Equivalent Yield on Earning Assets	4.75%	4.89%	4.58%	4.70%	4.29%	4.35%	4.30%	4.40%	4.33%
Cost of Supporting Liabilities	0.64%	0.57%	0.48%	0.45%	0.41%	0.38%	0.41%	0.43%	0.44%
Net Interest Margin	4.11%	4.32%	4.10%	4.25%	3.88%	3.97%	3.89%	3.97%	3.89%





Non-Interest Income

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

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



Earnings

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



Earnings Per Share

<u>2013</u>	<u>Q1</u>	<u>Q2</u>	<u>Q3</u>	<u>Q4</u>	<u>Total</u>
1. Reported	\$.38	\$.34	\$.35	\$.34	\$ 1.41
2. FV Accretion EPS Impact	\$.02	\$.01	\$.01	\$.01	\$.05
<u>2014</u>	<u>Q1</u>	<u>Q2</u>	<u>Q3</u>	<u>Q4</u>	<u>Total</u>
1. Reported	\$.38	\$.41	–	–	\$.79
2. FV Accretion EPS Impact	\$.03	\$.04	–	–	\$.07



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>	Change Linked Quarter	
					<u>\$</u>	<u>%</u>
1. Commercial & Industrial	\$ 622.6	\$ 761.7	\$ 787.4	\$ 857.8	\$ 70.4	8.9%
2. Construction, Land and Land Development	98.6	177.1	155.1	165.4	10.3	6.6%
3. CRE Non-Owner Occupied	706.3	963.4	954.9	963.8	8.9	0.9%
4. CRE Owner Occupied	434.2	501.1	503.0	504.0	1.0	0.2%
5. Agricultural Production	112.5	114.3	99.2	102.3	3.1	3.1%
6. Agricultural Land	126.2	147.3	148.9	153.6	4.7	3.2%
7. Residential Mortgage	473.5	616.4	626.2	629.2	3.0	0.5%
8. Home Equity	203.5	255.2	256.8	261.8	5.0	1.9%
9. Other Non-Consumer	46.5	26.1	23.4	23.3	(0.1)	-0.4%
10. Other Consumer	<u>78.3</u>	<u>69.8</u>	<u>61.7</u>	<u>61.5</u>	<u>(0.2)</u>	-0.3%
11. Loans	\$2,902.2	\$3,632.4	\$3,616.6	\$3,722.7	\$ 106.1	2.9%



Asset Quality Summary

(\$ in Millions)	<u>2012</u>	<u>2013</u>	<u>Q1-'14</u>	<u>Q2-'14</u>	Change Linked Quarter	
					<u>\$</u>	<u>%</u>
1. Non-Accrual Loans	\$ 53.4	\$ 56.4	\$ 55.7	\$ 51.3	\$ (4.4)	(7.9%)
2. Other Real Estate	\$ 13.3	\$ 22.2	\$ 21.1	\$ 18.6	\$ (2.5)	(11.8%)
3. Renegotiated Loans	\$ 12.7	\$ 3.0	\$ 0.4	\$ 1.4	\$ 1.0	250.0%
4. 90+ Days Delinquent Loans	\$ 2.0	\$ 1.4	\$ 1.7	\$ 1.1	\$ (0.6)	(35.3%)
5. NPAs/Loans and ORE	2.7%	2.2%	2.1%	1.9%		
6. Classified Assets	\$ 184.4	\$ 191.9	\$ 217.0	\$ 204.4	\$ (12.6)	(5.8%)
7. Criticized Assets (includes Classified)	\$ 250.2	\$ 263.5	\$ 281.4	\$ 269.5	\$ (11.9)	(4.2%)
8. Specific Reserves	\$ 4.2	\$ 1.6	\$ 1.8	\$ 1.7	\$ (0.1)	(5.6%)
9. Allowance for Loan and Lease Losses	\$ 69.4	\$ 67.9	\$ 69.6	\$ 68.4	\$ (1.2)	(1.7%)
10. ALLL/Non-Accrual Loans	129.9%	120.4%	125.0%	133.3%		

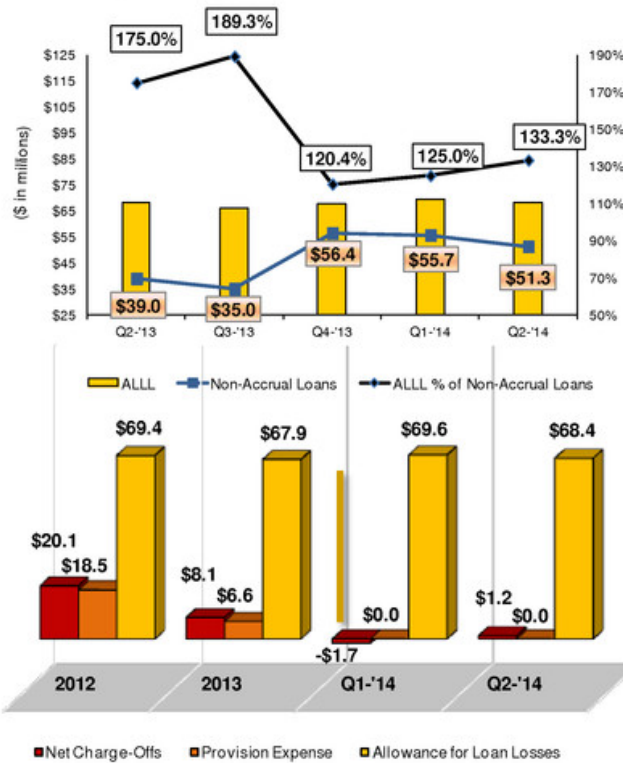


Non-Performing Asset Reconciliation

(\$ in Millions)	<u>Q3-'13</u>	<u>Q4-'13</u>	<u>Q1-'14</u>	<u>Q2-'14</u>
1. Beginning Balance NPA's & 90+ Days Delinquent	\$ 56.2	\$ 51.2	\$ 83.0	\$ 78.9
<u>Non-Accrual</u>				
2. Add: New Non-Accruals	7.7	4.2	9.1	8.3
3. Add: Citizens Non-Accruals		22.7		
4. Less: To Accrual/Payoff/Renegotiated	(4.0)	(3.6)	(6.9)	(8.5)
5. Less: To OREO	(2.0)	(1.0)	(1.0)	(1.8)
6. Less: Charge-offs	<u>(5.7)</u>	<u>(0.9)</u>	<u>(1.9)</u>	<u>(2.4)</u>
7. Increase / (Decrease): Non-Accrual Loans	(4.0)	21.4	(0.7)	(4.4)
<u>Other Real Estate Owned (ORE)</u>				
8. Add: New ORE Properties	2.0	1.0	1.0	1.8
9. Add: Citizens ORE Properties		12.9		
10. Less: ORE Sold	(0.9)	(3.1)	(1.5)	(2.7)
11. Less: ORE Losses (write-downs)	<u>(0.8)</u>	<u>(0.6)</u>	<u>(0.6)</u>	<u>(1.6)</u>
12. Increase / (Decrease): ORE	0.3	10.2	(1.1)	(2.5)
13. Increase / (Decrease): 90+ Days Delinquent	(0.2)	0.4	0.4	(0.6)
14. Increase / (Decrease): Restructured Loans	<u>(1.1)</u>	<u>(0.2)</u>	<u>(2.7)</u>	<u>1.0</u>
15. Total NPA Change	<u>(5.0)</u>	<u>31.8</u>	<u>(4.1)</u>	<u>(6.5)</u>
16. Ending Balance NPA's & 90+ Days Delinquent	\$ 51.2	\$ 83.0	\$ 78.9	\$ 72.4



Net Charge-Offs, Provision & Allowance



- Decrease in non-accrual loans
- Increased allowance coverage of non-accrual loans
- Q2 recoveries of \$1.2 million
- YTD recoveries of \$4.8 million
- Q2 charge-offs of \$2.4 million
- YTD charge-offs of \$4.3 million



ALLL and Fair Value Summary

(as of 06/30/2014)

(\$ in Millions)	<u>FMB</u> ¹	<u>SCB</u>	<u>CFS</u>	<u>Total</u>
1. Allowance for Loan Losses (ALLL)	\$ 68.0	\$ -	\$ 0.4 ²	\$ 68.4
2. Fair Value Adjustment		<u>8.3</u>	<u>35.6</u>	<u>43.9</u>
3. Total ALLL plus FV Adjustments	\$ 68.0	\$ 8.3	\$ 36.0	\$ 112.3
4. Gross Loan Balances	\$ 3,128.7	\$ 53.1	\$ 584.8	\$ 3,766.6
5. Net Loan Balances	\$ 3,128.7	\$ 44.8	\$ 549.2	\$ 3,722.7
6. ALLL/Loans				1.83%
7. ALLL & FV Adj/Gross Loan Balances ³	2.17%	15.63%	6.16%	2.98%

¹ Loans originated by FMB

² ALLL represents an impairment reserve.

³ Management uses this Non-GAAP measure to demonstrate coverage and credit risk



Michael C. Rechin

President and
Chief Executive Officer



2014 Strategy and Tactics Overview

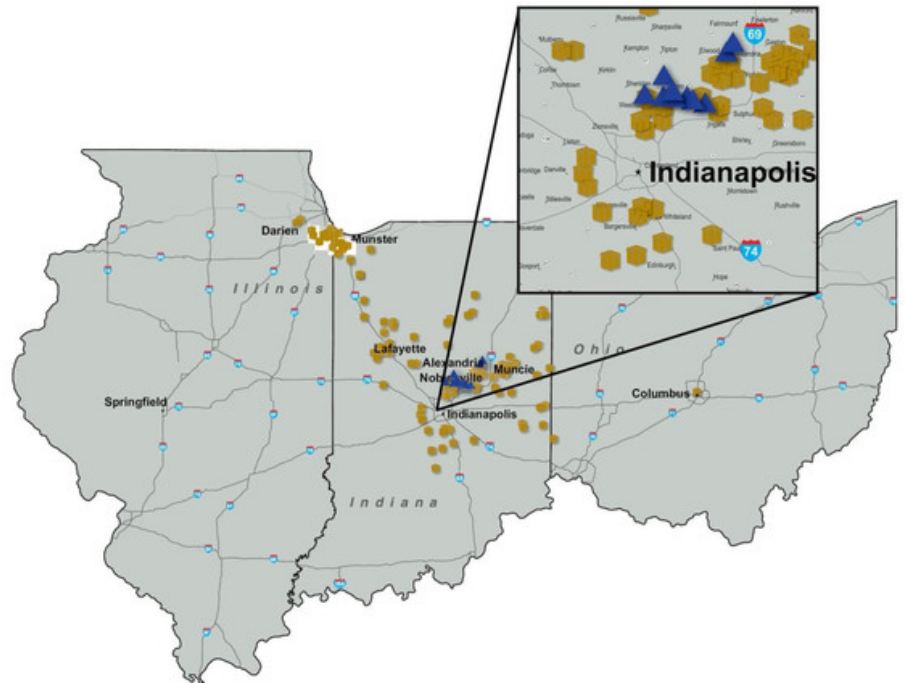
- **Intensify Revenue-Generating Activities**
 - Achieve organic growth throughout the franchise
 - First Merchants brand investment in new “Lakeshore Region”
 - Develop and retain outstanding talent
 - Leverage our Centers of Influence and Regional Board relationships
- **Improve Efficiency**
 - Attain normalized expense levels
 - Actively review Mortgage Volumes and related expenses
 - Optimize Branch System
- **Focus on the Customer Experience**
 - Continue to improve our loan process for speed and accuracy
 - Evaluate and enhance our technology platforms
 - Invest in Mobile Banking
- **Assess Acquisition Opportunities in Our Marketplace**





Community Bancshares Provides Indianapolis Market Expansion

Pro Forma Highlights	
Ticker:	FRME
Headquarters:	Muncie, IN
Founded:	1893
Branches:	107
Assets:	\$5.9 Billion
Loans:	\$3.9 Billion
Deposits:	\$4.6 Billion





Community Bancshares, Inc. Overview

- Headquartered in Noblesville, Indiana
- Founded in 1991
- Operates 10 Full Service Banking Centers
- Balance Sheet as of March 31, 2014
 - **\$272 Million in Assets**
 - **\$145 Million in Loans**
 - **\$236 Million in Deposits**
- Income Statement for March 31, 2014
 - **Net Income of \$816,000**
 - **Net Interest Margin of 3.44%**
- Capital Structure – No TARP, No TRUPS





Transaction Overview

Deal Value	\$46.3 Million or 125% of Tangible Book Value*
Consideration	68.3% Stock, 31.7% Cash**
Required Approvals	Regulatory and Community's Shareholders
Key Assumptions	Cost Savings Estimated to be 40%, or \$2.8 Million Estimated One-Time Transaction Costs of \$2.0 Million Credit and OREO Mark of Approximately \$13.2 Million
Capital Impact	Accretive to EPS Beginning in 1 st Full Year Tangible Book Value Earn Back Within Four Years Minimal Impact to Capital Ratios
Termination Fee	\$1.5 Million
Anticipated Closing	1st Quarter 2015

* (Based on July 21, 2014 closing price of \$20.38)

** (Fixed Exchange Ratio, 4.0926 FRME Shares or \$85.94 Cash for Each Community Bancshares Share, Maximum \$15,000,000 Cash)



Transaction Rationale

Strategic
Opportunity

- Indianapolis Market Expansion
 - 10 Full-Service Banking Centers with \$236M in deposits
 - Adds 7 locations in Hamilton County, the fastest growing Indiana Market
 - Nearly 9% population growth rate from 2010 - 2014
 - Average Household Income of \$82,590 and projected to grow
 - Improves FMC Market Share Position from #8 to #4 in Hamilton County
 - Entry into three new communities for First Merchants – Cicero, Summitville, and Alexandria

Financially
Attractive

- Accretive to EPS Beginning in 2016
- Tangible Book Value Payback Within 4 Years
- Significant Operating Efficiencies – Approximately 40% Cost Savings, Including Potential Banking Center Consolidation Opportunities

Attractive
Risk Profile

- Due Diligence Process Completed
- Cultural Fit, Retention of Key Management Members
- Experienced Acquirer, Core Competency in Integration Processes



Hamilton County Market Share

2013 Rank	Company	2013 # of Branches	2013 Total Deposits in Market	2013 Total Market Share (%)
1	JP Morgan Chase & Co. (NY)	15	974,650	23.74
2	PNC Financial Services Group (PA)	11	462,810	11.27
3	Fifth Third Bancorp (OH)	8	388,167	9.46
4	Pro Forma First Merchants Corp (IN)	13	374,059	9.11
4	Bank of Montreal	9	343,414	8.37
5	Huntington Bancshares, Inc. (OH)	9	318,805	7.77
6	KeyCorp (OH)	7	243,502	5.93
7	Regions Financial Corp (AL)	6	229,378	5.59
8	First Merchants Corp (IN)	6	190,520	4.64
9	Community Bancshares, Inc. (IN)	7	183,539	4.47
10	Natl Bk of Indianapolis Corp (IN)	5	162,227	3.95

Financial data at June 30, 2013, per SNL Financial



Madison County Market Share

2013 Rank	Company	2013 # of Branches	2013 Total Deposits in Market	2013 Total Market Share (%)
1	PNC Financial Services Group (PA)	8	333,309	26.31
2	STAR Financial Group Inc. (IN)	5	302,153	23.85
3	Pro Forma First Merchants Corp (IN)	10	293,677	23.18
3	First Merchants Corp. (IN)	7	246,547	19.46
4	KeyCorp (OH)	5	121,132	9.56
5	Old National Bancorp (IN)	3	57,968	4.58
6	Community Bancshares Inc. (IN)	3	47,130	3.72
7	Huntington Bancshares Inc. (OH)	2	35,891	2.83
8	MainSource Financial Group (IN)	2	31,780	2.51
9	Bank of Montreal	1	29,827	2.35
10	First Farmers Financial Corp (IN)	1	23,825	1.88

Financial data at June 30, 2013, per SNL Financial



Summary Thoughts

- Additional Indianapolis MSA Investment; New Consumer and Business Clients
- Expand Current Hamilton County and Madison County Presence
- Culturally Similar Companies both with Valuable Core Deposit Bases
- Transaction Pricing Accretive to FRME, Premium to Community's Shareholders
- Creates Operational Leverage
- Credit Risk Well Understood and Manageable: Loans and OREO Appropriately Marked



Contact Information

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

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