

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended **December 31, 2012**

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 0-25752

FNBH BANCORP, INC.

(Exact name of Registrant as specified in its charter)

MICHIGAN

(State or other jurisdiction of incorporation or organization)

101 East Grand River, Howell, Michigan

(Address of principal executive offices)

No. 38-2869722

(I.R.S. Employer Identification No.)

48843

(Zip Code)

Registrant's telephone number, including area code: (517) 546-3150

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

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, no par value

(Title of Class)

Preferred Stock Purchase Rights

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendments to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Exchange Act Rule 12b-2). Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. The aggregate market value of common stock held by non-affiliates as of June 29, 2012, was \$458,870.

The number of outstanding shares of common stock (no par value) as of April 1, 2013 was 455,115.

Documents Incorporated by Reference:

Portions of the Corporation's Proxy Statement for the Annual Meeting of Shareholders to be held in 2013, to be filed with the Securities and Exchange Commission no later than April 30, 2013, are incorporated by reference into Part III of this report.

TABLE OF CONTENTS

	<u>Page</u>
PART I	
Item 1 Business	4
Item 1A Risk Factors	10
Item 1B Unresolved Staff Comments	14
Item 2 Properties	14
Item 3 Legal Proceedings	14
Item 4 Mine Safety Disclosures	14
PART II	
Item 5 Market for Registrant’s Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities	14
Item 6 Selected Financial Data	15
Item 7 Management’s Discussion and Analysis of Financial Condition and Results of Operations.....	15
Item 7A Quantitative and Qualitative Disclosures about Market Risk	33
Item 8 Financial Statements and Supplementary Data	33
Item 9 Changes in and Disagreements with Accountants on Accounting and Financial Disclosures	66
Item 9A Controls and Procedures	67
Item 9B Other Information	68
PART III	
Item 10 Directors, Executive Officers and Corporate Governance	68
Item 11 Executive Compensation	68
Item 12 Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters	68
Item 13 Certain Relationships, Related Transactions and Director Independence	68
Item 14 Principal Accountant Fees and Services	68
PART VI	
Item 15 Exhibits and Financial Statement Schedules.....	69
SIGNATURES	70
EXHIBIT INDEX	71

Discussions and statements in this Annual Report on Form 10-K that are not statements of historical fact, including, without limitation, statements that include terms such as “will,” “may,” “should,” “believe,” “expect,” “forecast,” “anticipate,” “estimate,” “project,” “intend,” “likely,” “optimistic” and “plan,” and statements about future or projected financial and operating results, plans, projections, objectives, expectations, and intentions and other statements that are not historical facts, are forward-looking statements. Forward-looking statements include, but are not limited to, statements about the likelihood, timing, and terms of our ability to recapitalize; descriptions of plans and objectives for future operations, products or services; projections of our future revenue, earnings or other measures of economic performance; forecasts of credit losses and other asset quality trends; predictions as to our Bank’s ability to achieve or maintain certain regulatory capital standards; our expectation that we will have or be able to maintain sufficient cash to meet expected obligations during 2013; and descriptions of other steps we may take to improve our capital position. These forward-looking statements express our current expectations, forecasts of future events, or long-term goals and, by their nature, are subject to assumptions, risks, and uncertainties. Although we believe that the expectations, forecasts, and goals reflected in these forward-looking statements are reasonable, actual results could differ materially for a variety of reasons, including, among others:

- *our ability to successfully raise new capital and/or our ability to implement our capital restoration and recovery plan;*
- *our ability to continue as a going concern in light of the uncertainty regarding the extent and timing of possible future regulatory enforcement action against the Bank;*
- *the failure of assumptions underlying the establishment of and provisions made to our allowance for loan losses;*
- *our ability to comply with the various requirements imposed by the regulatory Consent Order against the Bank;*
- *the timing and pace of an economic recovery in Michigan and the United States in general, including regional and local real estate markets;*
- *the ability of our Bank to attain and maintain certain regulatory capital standards;*
- *limitations on our ability to access and rely on wholesale funding sources;*
- *the continued services of our management team, particularly as we work through our asset quality issues and the implementation of our capital restoration plan; and*
- *implementation of the Dodd-Frank Wall Street Reform and Consumer Protection Act or other new legislation, which may have significant effects on us and the financial services industry*

This list provides examples of factors that could affect the results described by forward-looking statements contained in this Annual Report on Form 10-K, but the list is not intended to be all inclusive. The risk factors disclosed in Part I – Item A below, include all known risk our management believes could materially affect the results described by forward-looking statements in this report. However, those risks may not be the only risks we face. Our results of operations, cash flows, financial position, and prospects could also be materially and adversely affected by additional factors that are not presently known to us that we currently consider to be immaterial, or that develop after the date of this report. We cannot assure you that our future results will meet expectations. While we believe the forward-looking statements in this report are reasonable, you should not place undue reliance on any forward-looking statement. In addition, these statements speak only as of the date made. We do not undertake, and expressly disclaim, any obligation to update or alter any statements, whether as a result of new information, future events, or otherwise, except as required by applicable law.

PART I

Item 1. Business.

FNBH Bancorp, Inc. (“FNBH”), a Michigan business corporation, is a one-bank holding company, which owns all of the outstanding capital stock of First National Bank in Howell (the “Bank”). FNBH and the Bank are collectively herein referred to as the “Corporation”. FNBH was formed in 1988 for the purpose of acquiring all of the stock of the Bank in a shareholder approved reorganization, which became effective in May 1989. The Corporation’s Internet address is www.fnbh.com. Through our Internet Website, we make available free of charge, as soon as reasonably practical after such information has been filed with the Securities and Exchange Commission, our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed with the Securities and Exchange Commission. Also available on our website are the respective Charters of the Board’s Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee, as well as the Corporation’s Code of Ethics for its Chief Executive Officer and other senior financial officers.

The Bank was originally organized in 1934 as a national banking association. As of December 31, 2012, the Bank had approximately 86 full-time and part-time employees. None of the Bank’s employees are subject to collective bargaining agreements. FNBH does not directly employ any personnel. The Bank serves primarily five communities, Howell, Brighton, Green Oak Township, Hartland, and Fowlerville, all of which are located in Livingston County. The county has historically been rural in character but has a growing suburban population.

On November 26, 1997, H.B. Realty Co., a subsidiary of FNBH, was established to purchase land for a future branch site of the Bank and to hold title to other Bank real estate when it is considered prudent to do so.

Bank Services

The Bank is a full-service bank offering a wide range of commercial and personal banking services. These services include checking accounts, savings accounts, certificates of deposit, commercial loans, real estate loans, installment loans, trust and investment services, collections, night depository, safe deposit box, telephone banking, Internet banking, and online bill pay. The Bank maintains correspondent relationships with major banks, pursuant to which the Bank engages in the clearance of checks and certain foreign currency transactions. The Bank also has a relationship with the Federal Home Loan Bank of Indianapolis (“FHLBI”) where it makes short term investments and where it has a line of credit of \$28.4 million of which no amounts were outstanding as of year-end. The Bank also has a relationship with the Federal Reserve Bank of Chicago, the Fed Discount Window, where it has a line of credit of \$6.2 million of which no amounts were outstanding at year-end. Each of the lines is collateralized by specific pledged loans and/or investment securities. Due to the Bank’s condition, borrowing availability under the lines is subject to approval by the FHLBI and Federal Reserve, respectively, and terms may be limited or restricted. In addition, the Bank participates with other financial institutions to fund certain large loans which would exceed the Bank’s legal lending limit if made solely by the Bank.

The Bank’s deposits are generated in the normal course of business, and the loss of any one depositor would not have a materially adverse effect on the business of the Bank. As of December 31, 2012 and 2011, the Bank’s certificates of deposit of \$100,000 or more constituted approximately 11% and 12% of total deposit liabilities, respectively. The Bank’s deposits are primarily from its service areas, and the Bank does not traditionally seek or encourage large deposits from outside the area.

FNBH’s cash revenues are primarily limited to dividends paid by the Bank. The Bank’s principal sources of revenue are interest and fees on loans and interest on investment securities. Interest and fees on loans constituted approximately 70% and 72% of total revenues for the years ended December 31, 2012 and 2011, respectively. Interest and dividends on investment securities, including short-term investments and certificates of deposit, constituted approximately 7% of total revenues in 2012 and 8% of total revenues in 2011. Revenues were also generated from deposit service charges and other financial service fees.

The Bank provides loans secured by real estate and consumer and commercial loans to customers in its market. As of December 31, 2012, 88% of outstanding loans were secured by real estate of which 81% were secured by nonfarm nonresidential properties, construction and land development loans. The Bank’s loan portfolio is comprised of 61% fixed rate and 39% variable rate loans. Most of these loans, approximately 83%, mature within five years. Loans with fixed rates totaling approximately \$30.7 million (or about 17% of the Bank’s total loan portfolio) have remaining balances that mature after five years. Fifty-seven percent of the Bank’s interest-bearing deposits are in NOW, savings, and MMDAs, all of which are variable rate products. As of December 31, 2012, certificates of deposits totaled approximately \$82.8 million with \$51.3 million maturing within a year, and the majority of the balance maturing within a five year period.

Requests to the Bank for credit are considered on the basis of credit worthiness of each applicant, without consideration to race, color, religion, national origin, sex, marital status, physical handicap, age, or the receipt of income from public assistance programs. Consideration is also given to the applicant’s capacity for repayment, collateral, capital and alternative sources of repayment. Loan applications are accepted at all the Bank’s offices and are approved under each lending officer’s authority. Request for loans from borrowers with aggregate indebtedness in excess of \$1.5 million are required to be presented to the Board of Directors or the Executive Committee of the Board for review and approval.

As described in more detail below, the Corporation’s cumulative one year gap ratio of rate sensitive assets to rate sensitive liabilities was 171% and 143% asset sensitive at December 31, 2012 and 2011, respectively. See Item 7A “Quantitative and Qualitative Disclosures about Market Risk” below for discussion and table.

The Bank sells participations in commercial loans to other financial institutions approved by the Bank for the purpose of meeting legal lending limit requirements or loan concentration considerations. Loans are classified as held for investment unless management does not have the intent or ability to hold the loans for the foreseeable future, or until maturity or payoff. The Bank is affiliated with a third party to provide residential mortgage loans to Bank customers. Those residential real estate mortgage loan requests that do not meet the third party provider’s criteria are reviewed by the Bank for approval and, if approved, are retained in the Bank’s loan portfolio. The Bank also may purchase loans which meet its normal credit standards.

The Bank’s investment policy is designed to provide a framework within which the Bank may maximize earnings potential by acquiring assets designed to enhance profitability, absorb excess funds, provide liquidity, maintain a high credit quality, implement interest rate risk measures, provide collateral

for pledging, generate a favorable return on investments, and provide tax-exempt income as appropriate. Safety, liquidity, and interest rate risk standards are not compromised in favor of increased return. When making investment decisions, the Bank considers investment type, credit quality (including maximum credit exposure to one obligor at any one time) and maturity of investments. Consideration is also given to each investment's risk-weight as determined by regulatory Risk-Based Capital Guidelines.

The investment portfolio is coordinated with the overall asset/liability management of the balance sheet. The use of the investment portfolio for market oriented trading activities or speculative purposes is expressly prohibited unless otherwise approved by the Board of Directors. Investments are acquired for which the Bank has both the ability and intent to hold to maturity. Specific limits determine the types, maturities, and amounts of securities the Bank intends to hold. Guidelines on liquidity requirements, as well as an acknowledgement of the Bank's credit profile and capital position may affect the Bank's ability to hold securities to maturity. It is not the intention of management to profit from short-term securities price movements. Business reasons for securities purchases and sales are noted at the time of the transaction. All securities dealers effecting transactions in securities held or purchased by the Bank must be approved by the Board of Directors.

Bank Competition

The Bank has eight offices within the five communities it serves, all of which are located in Livingston County, Michigan. Three of the offices, including the main office, are located in Howell. There are two facilities in Brighton, and one each in Green Oak Township, Hartland, and Fowlerville. See "Properties" below for more detail on these facilities. Within these communities, the Bank's principal competitors are Fifth Third Bank, PNC Bank National, JP Morgan Chase, Citizens Bank, Comerica Bank, and Bank of America. Each of these financial institutions, which are headquartered in larger metropolitan areas, has significantly greater assets and financial resources than the Corporation. Among the principal competitors in the communities in which the Bank operates, the Bank is the only financial institution with a local community headquarters. Based on deposit information as of June 30, 2012, the Bank holds approximately 13.4% of local deposits, compared to approximately 13.2% held by JP Morgan Chase, approximately 13.2% by Fifth Third Bank, approximately 11.7% held by PNC Bank National, approximately 10.3% held by Citizens Bank, approximately 9.6% held by Comerica Bank, and approximately 7.9% held by TCF National Bank. Information as to asset size of competitor financial institutions is derived from publicly available reports filed by and with regulatory agencies. Within the Bank's markets, JP Morgan Chase operates six branch offices, Fifth Third Bank maintains five branch offices, PNC Bank National operates six branch offices, Citizens Bank has five branch offices, Comerica Bank has three branch offices, and TCF National Bank has three branch offices. Management is not aware of any plans by these financial institutions to expand their presence in the Bank's market.

The Bank competes with other commercial banks, savings banks, credit unions, mortgage banking companies, securities brokerage companies, insurance companies, and money market mutual funds. Many of these competitors have substantially greater resources than we do and offer certain services that we do not generally provide. Such competitors may also have greater lending limits than our Bank. In addition, non-bank competitors are generally not subject to the extensive regulations applicable to us.

Condition of Corporation

The following table sets forth certain information regarding the condition of the Corporation:

	Balances as of December 31,				
	(in thousands)				
	2012	2011	2010	2009	2008
Total Assets	\$ 296,871	\$ 292,080	\$ 305,341	\$ 332,390	\$ 388,783
Loans	180,191	208,844	235,938	274,046	315,817
Securities	73,365	33,104	28,171	23,701	42,516
Noninterest-Bearing Deposits	95,779	83,506	62,294	65,644	56,405
Interest-Bearing Deposits	191,903	200,147	230,986	249,552	293,122
Total Deposits	287,682	283,652	293,280	315,196	349,527
Shareholders' Equity	7,369	6,610	10,134	14,376	27,525

Throughout 2012, the Bank operated eight branch facilities: one in downtown Howell, one in a grocery store located west of downtown Howell, two in Brighton (one on the east side and one on the west side), one in Hartland, one in the village of Fowlerville, one in Genoa Township, and one in Green Oak Township, which is 11 miles southwest of downtown Howell. In 2012, loans decreased due to a general lack of loan demand by credit worthy borrowers reflecting a continued cautiousness about current local economic conditions. Management's remediation of problem loans through negotiated settlements and strategic payoffs and a focus on reducing the Bank's size to manage regulatory capital ratios also served to reduce loan balances in 2012. Securities increased during 2012 as the Bank deployed liquidity otherwise available for lending into interest earning assets. Deposit levels during 2012 remained relatively comparable to 2011 levels due to the strength of the Bank's core deposit base. At year-end 2012, deposits exceeded the prior year-end levels due to the timing of public fund deposits. Shareholders' equity increased in 2012 due to net income of \$329,000 and other comprehensive income of \$426,000 related to appreciation in the available for sale investment portfolio.

Supervision and Regulation

The following is a summary of certain statutes and regulations affecting the Corporation and the Bank. This summary is qualified in its entirety by such statutes and regulations. A change in applicable laws or regulations may have a material effect on the Corporation, the Bank and the business of the Corporation and the Bank.

General

Financial institutions and their holding companies are extensively regulated under federal and state law. Consequently, the growth and earnings performance of the Corporation and the Bank can be affected not only by management decisions and general economic conditions, but also by the statutes administered by, and the regulations and policies of, various governmental regulatory authorities. Those authorities include, but are not limited to, the Board of Governors of the Federal Reserve System (the "Federal Reserve"), the Federal Deposit Insurance Corporation (the "FDIC"), the Office

of the Comptroller of the Currency (“OCC”), the Internal Revenue Service, and state taxing authorities. The effect of such statutes, regulations and policies can be significant, and cannot be predicted with a high degree of certainty.

Federal and state laws and regulations generally applicable to financial institutions and their holding companies regulate, among other things, the scope of business, investments, reserves against deposits, capital levels relative to operations, lending activities and practices, the nature and amount of collateral for loans, the establishment of branches, mergers, consolidations and dividends. The system of supervision and regulation applicable to the Corporation and the Bank establishes a comprehensive framework for their respective operations and is intended primarily for the protection of the FDIC’s deposit insurance funds, the depositors of the Bank, and the public, rather than shareholders of the Corporation.

Federal law and regulations establish supervisory standards applicable to the lending activities of the Bank, including internal controls, credit underwriting, loan documentation and loan-to-value ratios for loans secured by real property.

Regulatory Developments

Emergency Economic Stabilization Act of 2008. On October 3, 2008, Congress enacted the Emergency Economic Stabilization Act of 2008 (“EESA”). The EESA enables the federal government, under terms and conditions developed by the Secretary of the United States Department of the Treasury (“UST”), to insure troubled assets, including mortgage-backed securities, and collect premiums from participating financial institutions. The EESA includes, among other provisions: (a) the \$700 billion Troubled Assets Relief Program (“TARP”), under which the Secretary of the UST is authorized to purchase, insure, hold, and sell a wide variety of financial instruments, particularly those that are based on or related to residential or commercial mortgages originated or issued on or before March 14, 2008; and (b) an increase in the amount of deposit insurance provided by the FDIC. Both of these specific provisions are discussed in the below sections.

Troubled Assets Relief Program (TARP). Under TARP, the UST authorized a voluntary capital purchase program (“CPP”) to purchase senior preferred shares of qualifying financial institutions that elect to participate. Participating companies must adopt certain standards for executive compensation, including (a) prohibiting “golden parachute” payments as defined in EESA to senior executive officers; (b) requiring recovery of any compensation paid to senior executive officers based on criteria that is later proven to be materially inaccurate; and (c) prohibiting incentive compensation that encourages unnecessary and excessive risks that threaten the value of the financial institution. The terms of the CPP also limit certain uses of capital by the issuer, including repurchases of company stock and increases in dividends. The Corporation did not participate in the CPP.

Federal Deposit Insurance Coverage. The EESA temporarily raised the limit on federal deposit insurance coverage from \$100,000 to \$250,000 per depositor, and the Dodd-Frank Wall Street Reform and Consumer Protection Act passed in 2010 (the “Dodd-Frank Act”) made this temporary increase in the insurance limit permanent. Separate from EESA, in October 2008, the FDIC also announced the Temporary Liquidity Guarantee Program (“TLGP”). Under one component of this program, the Transaction Account Guarantee Program (“TAGP”), the FDIC temporarily provided unlimited coverage for noninterest bearing transaction deposit accounts (as defined in the TAGP) for participating institutions that did not opt out. This temporary coverage expired on December 31, 2010; however, the Dodd-Frank Act extended protection similar to that provided under the TAGP through December 31, 2012. The Corporation did elect to participate in the deposit portion of the TLGP.

Financial Stability Plan. On February 10, 2009, the UST announced the Financial Stability Plan (“FSP”), which is a comprehensive set of measures, intended to shore up the U.S. financial system and earmarks the balance of the unused funds originally authorized under EESA. The major elements of the FSP include: (a) a capital assistance program that will invest in convertible preferred stock of certain qualifying institutions, (b) a consumer and business lending initiative to fund new consumer loans, small business loans and commercial mortgage-asset-backed securities issuances, (c) a new public-private investment fund that will leverage public and private capital with public financing to purchase up to \$500 billion to \$1 trillion of legacy “toxic assets” from financial institutions, and (d) assistance for homeowners by providing up to \$75 billion to reduce mortgage payments and interest rates and establishing loan modification guidelines for government and private programs.

American Recovery and Reinvestment Act of 2009. On February 17, 2009, Congress enacted the American Recovery and Reinvestment Act of 2009 (“ARRA”). In enacting ARRA, Congress intended to provide a stimulus to the U.S. economy in light of the significant economic downturn. The AARA includes federal tax cuts, expansion of unemployment benefits and other social welfare provisions, and numerous domestic spending efforts in education, healthcare and infrastructure. The ARRA also includes numerous non-economic recovery related items, including a limitation on executive compensation in federally-aided financial institutions, including banks that have received or will receive assistance under TARP. The Corporation has received no assistance under TARP.

Homeowner Affordability and Stability Plan. On February 18, 2009, President Obama announced the Homeowner Affordability and Stability Plan (“HASP”). HASP is intended to support a recovery in the housing market and ensure that workers can continue to pay off their mortgages through the following elements: provide access to low-cost refinancing for responsible homeowners suffering from falling home prices; a \$75 billion homeowner stability initiative to prevent foreclosure and help responsible families stay in their homes; and support for low mortgage rates by strengthening confidence in Fannie Mae and Freddie Mac.

The UST has issued extensive guidance on the scope and mechanics of the various components of HASP. We continue to monitor these developments and access their potential impact on our business.

Dodd-Frank Act. On July 21, 2010, President Obama signed the Dodd-Frank Act into law. This federal law includes the following:

- Creation of the Consumer Financial Protection Bureau with power to promulgate and, with respect to financial institutions with more than \$10 billion in assets, enforce consumer protection laws;
- Creation of the Financial Stability Oversight Council chaired by the Secretary of the Treasury with authority to identify institutions and practices that might pose a systemic risk to the U.S. economy;
- Provisions affecting corporate governance and executive compensation of all companies whose securities are registered with the SEC;
- A provision that will broaden the base for FDIC insurance assessments and permanently increase FDIC deposit insurance to \$250,000;
- A provision under which interchange fees for debit cards of issuers with at least \$10 billion in assets will be set by the Federal Reserve under a restrictive “reasonable and proportional cost” per transaction standard;

- A provision that will require bank regulators to set minimum capital levels for bank holding companies that are at least as strong as those required for their insured depository subsidiaries, subject to a grandfather clause for financial institutions with less than \$15 billion in assets as of December 31, 2009; and
- New restrictions on how mortgage brokers and loan originators may be compensated.

Although a number of the regulations required by the Dodd-Frank Act have been issued, many of the new requirements have not yet been implemented and will likely be subject to implementing regulations over the course of several years. As these provisions continue to be implemented, we expect they may impact our business operations and may negatively affect our earnings and financial condition by affecting our ability to offer certain products or earn certain fees and by exposing us to increased compliance and other costs. At this time, it is difficult to access the full impact of the Dodd-Frank Act on our business.

On April 5, 2012, the Jumpstart Our Business Startups Act (JOBS Act) was signed into law. The JOBS Act is intended to stimulate economic growth by helping smaller and emerging growth companies access the U.S. capital markets. It amends various provisions of, and adds new sections to, the Securities Act of 1933 and the Securities Exchange Act of 1934, as well as provisions of the Sarbanes-Oxley Act of 2002. The SEC has been directed to issue rules implementing certain JOBS Act amendments. For bank holding companies, the JOBS Act increases the statutory threshold for deregistration under the Securities Exchange Act of 1934 from 300 shareholders to 1,200 shareholders of record.

In December 2010, the Basel Committee on Banking Supervision, an international forum for cooperation on banking supervisory matters, announced the “Basel III” capital rules, which set new capital requirements for banking organizations. In June 2012, the Federal Reserve requested comment on three proposed rules that, taken together, would establish an integrated regulatory capital framework implementing the Basel III regulatory capital reforms in the U.S. As proposed, the U.S. implementation of Basel III would lead to significantly higher capital requirements and more restrictive leverage and liquidity ratios than those currently in place. Once adopted, these new capital requirements would be phased in over time, which is expected to occur between 2013 and 2019. The U.S. implementation of these standards could have an adverse impact on our financial position and future earnings due to, among other things, the increased minimum Tier 1 capital ratio requirements that will be implemented. However, the ultimate impact of the U.S. implementation of the new capital and liquidity standards on the Corporation and the Bank is still being reviewed. In addition, important questions remain as to how the numerous capital and liquidity mandates of the Dodd-Frank Act will be integrated with the requirements of Basel III.

Future Legislation. Various other legislative and regulatory initiatives, including proposals to overhaul the banking regulatory system, are from time to time introduced in Congress and state legislatures, as well as regulatory agencies. Such future legislation regarding financial institutions may change banking statutes and our operating environment in substantial and unpredictable ways, and could increase or decrease the cost of doing business, limit or expand permissible activities or affect the competitive balance depending on whether any such potential legislation is introduced and enacted. The nature and extent of the future legislative and regulatory changes affecting financial institutions is very unpredictable. We cannot determine the ultimate effect that any such potential legislation, if enacted, would have upon our financial condition or results of operations.

The Corporation

General. FNBH is a bank holding company and, as such, is registered with, and subject to regulation by, the Federal Reserve under the Bank Holding Company Act, as amended (the “BHCA”). Under the BHCA, FNBH is subject to periodic examination by the Federal Reserve, and is required to file periodic reports of its operations and such additional information as the Federal Reserve may require.

In accordance with Federal Reserve policy, FNBH is expected to act as a source of financial strength to the Bank and to commit resources to support the Bank in circumstances where FNBH might not do so absent such policy. The Dodd-Frank Act codified this policy as a statutory requirement. Such support may be required by the Federal Reserve at times when we might otherwise determine not to provide it.

In addition, if the Bank's capital becomes impaired, the OCC may require the Bank to restore its capital by a special assessment upon FNBH as the Bank's sole shareholder. If FNBH were to fail to pay any such assessment, the directors of the Bank would be required, under federal law, to sell the shares of the Bank's stock owned by FNBH at public auction and use the proceeds of the sale to restore the Bank's capital.

FNBH is considered a troubled institution due to the critically deficient condition of its subsidiary Bank. The Federal Reserve has required FNBH to take action to support the Bank, which principally involves a capital infusion sufficient to satisfy minimum capital ratios imposed on the Bank. In addition, FNBH must receive prior approval from the Federal Reserve before the payment of dividends, issuance of debt, or redemption of stock. Additional restrictions imposed on FNBH by the Federal Reserve relate to changes in the composition of board members, the employment of senior executive officers or changes in the responsibilities of senior executive officers, and limitations on indemnification and severance payments.

As a result of the Bank's current inability to pay dividends to FNBH, FNBH has an insufficient level of resources and cash flows to meet operational liquidity needs. The Bank is prohibited from paying expenses on behalf of FNBH. To resolve FNBH's liquidity needs and the deficient capital levels at FNBH and the Bank, the Corporation is working to complete a recapitalization of the Corporation. However, until any such recapitalization can be completed, the Corporation has borrowed funds from its directors and one executive officer in order for the Corporation to pay those of its expenses it is unable to defer. The aggregate amount borrowed by the Corporation from these individuals is approximately \$148,000. The Corporation does not pay interest on the amounts borrowed nor is there any collateral securing the Corporation's repayment of these amounts. The Corporation intends to repay the amounts borrowed pursuant to the issuance of its securities in connection with a recapitalization of the Corporation. See “Item 1A. Risk Factors” and “Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Capital” for management's discussion of efforts to recapitalize the Corporation and the Bank.

Investments and Activities. In general, any direct or indirect acquisition by FNBH of any voting shares of any bank which would result in FNBH's direct or indirect ownership or control of more than 5% of any class of voting shares of such bank, and any merger or consolidation of FNBH with another bank holding company, will require the prior written approval of the Federal Reserve under the BHCA. In acting on such applications, the Federal Reserve must consider various statutory factors including the effect of the proposed transaction on competition in relevant geographic and product markets, and each party's financial condition, managerial resources, and record of performance under the Community Reinvestment Act.

In addition and subject to certain exceptions, the Change in the Bank Control Act (“Control Act”) and regulations promulgated thereunder by the Federal Reserve, requires any person acting directly or indirectly, or through or in concert with one or more persons, to give the Federal Reserve 60 days written

notice before acquiring control of a bank holding company. Transactions which are presumed to constitute the acquisition of control include the acquisition of any voting securities of a bank holding company having securities registered under Section 12 of the Securities Exchange Act of 1934, as amended, if, after the transaction, the acquiring person (or persons acting in concert) owns, controls or holds with power to vote 10% or more of any class of voting securities of the institution. The acquisition may not be consummated subsequent to such notice if the Federal Reserve issues a notice within 60 days, or within certain extensions of such period, disapproving the acquisition.

The merger or consolidation of an existing bank subsidiary of the Corporation with another bank, or the acquisition by such a subsidiary of assets of another bank, or the assumption of liability by such a subsidiary to pay any deposits in another bank, will require the prior written approval of the responsible federal depository institution regulatory agency under the Bank Merger Act. In addition, in certain such cases an application to, and the prior approval of, the Federal Reserve under the BHCA and/or the OCC, may be required.

With certain limited exceptions, the BHCA prohibits any bank holding company from engaging, either directly or indirectly through a subsidiary, in any activity other than managing or controlling a bank unless the proposed non-banking activity is one that the Federal Reserve has determined to be so closely related to banking or managing or controlling a bank as to be a proper incident thereto. Under current Federal Reserve regulations, such permissible non-banking activities include such things as mortgage banking, equipment leasing, securities brokerage, and consumer and commercial finance company operations. Well-capitalized and well-managed bank holding companies may engage *de novo* in certain types of non-banking activities without prior notice to, or approval of, the Federal Reserve, provided that written notice of the new activity is given to the Federal Reserve within 10 business days after the activity is commenced. If a bank holding company wishes to engage in a non-banking activity by acquiring a going concern, prior notice and/or prior approval will be required, depending upon the activities in which the company to be acquired is engaged, the size of the company to be acquired and the financial and managerial condition of the acquiring bank holding company.

Eligible bank holding companies that elect to operate as financial holding companies may engage in, or own shares in companies engaged in, a wider range of non-banking activities, including securities and insurance activities and any other activity that the Federal Reserve, in consultation with the Secretary of the Treasury, determines by regulation or order is financial in nature, incidental to any such financial activity or complementary to any such financial activity and does not pose a substantial risk to the safety or soundness of depository institutions or the financial system generally. The BHCA generally does not place territorial restrictions on the domestic activities of non-bank subsidiaries of bank or financial holding companies. As of this filing date, FNBH has not applied for approval to operate as a financial holding company and has no current intention to do so.

Capital Requirements. The Federal Reserve uses capital adequacy guidelines in its examination and regulation of bank holding companies. If capital falls below minimum guidelines, a bank holding company may, among other things, be denied approval to acquire or establish additional bank or non-bank businesses.

The Federal Reserve's capital guidelines establish the following minimum regulatory capital requirements for bank holding companies: (i) a leverage capital requirement expressed as a percentage of total average assets, and (ii) a risk-based requirement expressed as a percentage of total risk-weighted assets. The leverage capital requirement consists of a minimum ratio of Tier 1 capital (which consists principally of shareholders' equity) to total average assets of 3% for the most highly rated companies, with minimum requirements of 4% to 5% for all others. The risk-based requirement consists of a minimum ratio of total capital to total risk-weighted assets of 8%, of which at least one-half must be Tier 1 capital.

The risk-based and leverage standards presently used by the Federal Reserve are minimum requirements, and higher capital levels may be required if warranted by the particular circumstances or risk profiles of individual banking organizations. The Federal Reserve has not advised FNBH of any specific capital ratios applicable to it; however, the Bank is currently not in compliance with minimum capital ratios to which it is subject, as described below.

Dividends. FNBH is an entity separate and distinct from the Bank. The primary source of FNBH's revenues are dividends paid by the Bank. Thus, FNBH's ability to pay dividends to its shareholders is limited by statutory restrictions on the Bank's ability to pay dividends as described below. Further, in a policy statement, the Federal Reserve has expressed its view that a bank holding company experiencing earnings weaknesses should not pay cash dividends exceeding its net income or which can only be funded in ways that weaken the bank holding company's financial health, such as by borrowing. Additionally, the Federal Reserve possesses enforcement powers over bank holding companies and their non-bank subsidiaries to prevent or remedy actions that represent unsafe or unsound practices or violations of applicable statutes and regulations. Among these powers is the ability to proscribe the payment of dividends by bank and bank holding companies. Similar enforcement powers over the Bank are possessed by the OCC. The "prompt corrective action" provisions of federal law and regulation authorizes the Federal Reserve to restrict the payment of dividends by FNBH for an insured bank which fails to meet specified capital levels. Due to the current financial condition of the Bank, FNBH is currently prohibited from paying any dividends on its common stock without prior approval from the Federal Reserve. FNBH does not foresee being able to pay dividends in the near future.

In addition to the restrictions on dividends imposed by the Federal Reserve, the Michigan Business Corporation Act provides that dividends may be legally declared or paid only if after the distribution a corporation, such as FNBH, can pay its debts as they come due in the usual course of business and its total assets equal or exceed the sum of its liabilities plus the amount that would be needed to satisfy the preferential rights upon dissolution of any holders of preferred stock whose preferential rights are superior to those receiving the distribution. FNBH's Articles of Incorporation authorize the issuance of up to 30,000 shares of preferred stock, with no par value. In October 2011, FNBH designated 10,000 of these shares of preferred stock as Series A Junior Participating Preferred Stock in connection with its Tax Benefits Preservation Plan, as described below. As of April 1, 2013, no preferred shares, including the Series A Preferred Shares, have been issued.

Federal Securities Regulation. FNBH's common stock is registered with the Securities and Exchange Commission ("SEC") under the Securities Act of 1933, as amended (the "Securities Act"), and the Securities Exchange Act of 1934, as amended (the "Exchange Act"). As a result, FNBH is subject to the information, proxy solicitation, insider trading and other restrictions and requirements of the SEC under the Exchange Act. FNBH's securities are not listed for trading on any national or regional securities exchange.

The Bank

General. The Bank is organized as a national banking association and is, therefore, regulated and supervised by the OCC. The deposit accounts of the Bank are insured by the Deposit Insurance Fund (the "DIF") of the FDIC. Consequently, the Bank is also subject to the provisions of the Federal Deposit Insurance Act. The Bank is subject to the examination, supervision, reporting and enforcement requirements of the OCC as its primary federal regulator. The OCC and the federal and state laws applicable to the Bank and its operations, extensively regulate various aspects of the banking business including,

among other things, permissible types and amounts of loans, investments and other activities, capital adequacy, branching, interest rates on loans and on deposits, the maintenance of noninterest bearing reserves on deposit accounts, and the safety and soundness of banking practices.

Deposit Insurance. As an FDIC-insured institution, the Bank is required to pay deposit insurance premium assessments to the FDIC. Under the FDIC’s risk-based assessment system for deposit insurance premiums, all insured depository institutions are placed into one of four categories (Risk Categories I, II, III, and IV), based primarily on their level of capital and supervisory evaluations. The initial base assessment rate for institutions in Risk Category I is set at an annual rate of between 5 and 9 basis points. The initial base assessment rate for institutions in Risk Categories II, III, and IV is set at annual rates of 14, 23, and 35 basis points, respectively, and the initial base assessment rates for institutions with at least \$10 billion in assets and certain “highly complex institutions” is set at an annual rate of between 5 and 35 basis points. These initial base assessment rates are subject to adjustment based on the institution’s brokered deposits, unsecured debt, and depository institution debt.

On December 15, 2010, the FDIC established 2.0% as the Designated Reserve Ratio (“DRR”), that is, the ratio of the DIF to insured deposits. The FDIC adopted a plan under which it will meet the statutory minimum DRR of 1.35% by September 30, 2020, the deadline imposed by the Dodd-Frank Act. The Dodd-Frank Act requires the FDIC to partially offset the effect of the increase in the DRR on institutions with assets less than \$10 billion.

For information about the deposit insurance premiums payable by the Bank, see “Noninterest Expense” under Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” below.

FICO Assessments. The Bank, as a member of the DIF, is subject to assessments to cover the payments on outstanding obligations of the Financing Corporation (“FICO”). FICO was created to finance the recapitalization of the Federal Savings and Loan Insurance Corporation, the predecessor to the FDIC’s Savings Association Insurance Fund (the “SAIF”) which was created to insure the deposits of thrift institutions and was merged with the Bank Insurance Fund into the DIF in 2006. From now until the maturity of the outstanding FICO obligations in 2019, DIF members will share the cost of the interest on the FICO bonds on a pro rata basis. Currently on an annualized basis, FICO assessments are 0.070% of deposits.

OCC Assessments. National banks are required to pay supervisory fees to the OCC to fund the operations of the OCC. The amount of supervisory fees paid by a national bank is primarily based upon the bank’s total assets, as reported to the OCC. Due to the existing Consent Order, the Bank is also subject to a surcharge by the OCC due to the Bank’s need for increased regulatory supervision.

Capital Requirements. The OCC has established the following minimum capital standards for national banks: a leverage requirement consisting of a minimum ratio of Tier 1 capital to total average assets of 3% for the most highly-rated banks, with minimum requirements of 4% to 5% for all others, and a risk-based capital requirement consisting of a minimum ratio of total capital to total risk-weighted assets of 8%, at least one-half of which must be Tier 1 capital. Tier 1 capital consists principally of shareholders’ equity. These capital requirements are minimum requirements. Higher capital levels will be required if warranted by the particular circumstances or risk profiles of individual institutions. As described below, the OCC has imposed higher capital levels on the Bank.

Federal law provides the federal banking regulators with broad power to take prompt corrective action to resolve the problems of undercapitalized institutions. The extent of the regulators’ powers depends on whether the institution in question is “well capitalized”, “adequately capitalized”, “undercapitalized”, “significantly undercapitalized”, or “critically undercapitalized”. Federal regulations define these capital categories as follows:

	Total Risk-Based Capital Ratio	Tier 1 Risk-Based Capital Ratio	Leverage Ratio
Well capitalized	10% or above	6% or above	5% or above
Adequately capitalized	8% or above	4% or above	4% or above
Undercapitalized	Less than 8%	Less than 4%	Less than 4%
Significantly undercapitalized	Less than 6 %	Less than 3%	Less than 3%
Critically undercapitalized	-	-	A ratio of tangible equity to total assets of 2% or less

In general, a depository institution may be reclassified to a lower category than is indicated by its capital levels if the appropriate federal depository institution regulatory agency determines the institution to be otherwise in an unsafe or unsound condition, be engaged in an unsafe or unsound practice, or have received an unsatisfactory examination rating with respect to certain matters.

The Bank is subject to a Consent Order imposed by the OCC on September 24, 2009. Among other things, the Consent Order requires the Bank to maintain capital ratios higher than the minimum ratios set forth above. The Consent Order requires the Bank to maintain a minimum Total Risk-Based Capital Ratio of at least 11% and a Leverage Ratio of at least 8.5%. The Bank is not currently in compliance with the minimum capital ratios imposed by the Consent Order. At December 31, 2012, the Bank’s Total Risk-Based Capital Ratio was 5.02% and the Bank’s Leverage Ratio was 2.58%.

At December 31, 2012, certain of the Bank’s ratios are classified as “significantly undercapitalized” according to the table set forth above. In addition, because the capital restoration plan the Bank submitted to the OCC pursuant to the Consent Order was not accepted by the OCC, the Bank is currently categorized as “significantly undercapitalized.”

Depending upon the capital category to which an institution is assigned, the regulators’ corrective powers include: requiring the submission of a capital restoration plan; placing limits on asset growth and restrictions on activities; requiring the institution to issue additional capital stock (including additional voting stock) or to be acquired; restricting transactions with affiliates; restricting the interest rate the institution may pay on deposits; ordering a new election of directors of the institution; requiring that senior executive officers or directors be dismissed; prohibiting the institution from accepting deposits from correspondent Banks; requiring the institution to divest certain subsidiaries; prohibiting the payment of principal or interest on subordinated debt; and ultimately, appointing a receiver for the institution. The Bank is subject to many of these restrictions pursuant to the Consent Order entered on September 24, 2009 and as a result of the OCC’s rejection of the capital restoration plan submitted by the Bank pursuant to the requirements of the Consent Order.

Dividends. Under federal law, the Bank is restricted as to the maximum amount of dividends it may pay on its common stock to FNBH. The Bank may not pay dividends except out of undivided net profits then on hand after deducting its losses and bad debts. In addition, the Bank is required by federal law to obtain the prior approval of the OCC for the declaration or payment of a dividend, if the total of all dividends declared by the Bank’s Board of

Directors in any year will exceed the total of (i) the Bank's retained net income (as defined and interpreted by regulation) for that year plus (ii) the retained net income for the preceding two years, less any required transfers to surplus.

Federal law generally prohibits a depository institution from making any capital distribution (including payment of a dividend) or paying any management fee to its holding company if the depository institution would thereafter be undercapitalized. Further, federal regulatory agencies can prohibit a banking institution or bank holding company from engaging in unsafe and unsound business practices and could prohibit payment of dividends if such payment could be currently deemed an unsafe and unsound business practice.

Due to these requirements and based upon current conditions, the Bank cannot pay a dividend to FNBH without the prior approval of the OCC.

Insider Transactions. The Bank is subject to certain restrictions imposed by the Federal Reserve Act on any extensions of credit to the Corporation or its subsidiaries, on investments in the stock or other securities of the Corporation or its subsidiaries and the acceptance of the stock or other securities of the Corporation or its subsidiaries as collateral for loans. Certain limitations and reporting requirements are also placed on extensions of credit by the Bank to its directors and officers, to directors and officers of the Corporation and its subsidiaries, to principal shareholders of the Corporation, and to "related interests" of such directors, officers and principal shareholders. In addition, federal law and regulations may affect the terms upon which any person becoming a director or officer of the Corporation or one of its subsidiaries or a principal shareholder of the Corporation may obtain credit from a bank with which the Bank maintains a correspondent relationship.

Safety and Soundness Standards. The federal banking agencies have adopted guidelines to promote the safety and soundness of federally insured depository institutions. These guidelines establish standards for internal controls, information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth, compensation, fees and benefits, asset quality and earnings.

Consumer Protection Laws. The Bank's businesses include making a variety of types of loans to individuals. In making these loans, the Bank is subject to State usury and regulatory laws and to various federal statutes, including the privacy of consumer financial information provisions of the Gramm-Leach-Bliley Act and regulations promulgated thereunder, the Equal Credit Opportunity Act, the Fair Credit Reporting Act, the Truth in Lending Act, the Real Estate Settlement Procedures Act, and the Home Mortgage Disclosure Act, and the regulations promulgated thereunder, which prohibit discrimination, specify disclosures to be made to borrowers regarding credit and settlement costs, and regulate the mortgage loan servicing activities of the Bank, including the maintenance and operation of escrow accounts and the transfer of mortgage loan servicing. In receiving deposits, the Bank is subject to extensive regulation under State and federal law and regulations, including the Truth in Savings Act, the Expedited Funds Availability Act, the Bank Secrecy Act, the Electronic Funds Transfer Act, and the Federal Deposit Insurance Act. Violation of these laws could result in the imposition of significant damages and fines upon the Bank and its directors and officers.

Item 1A. Risk Factors.

Significant uncertainty regarding the impact of possible further regulatory enforcement action against the Bank threatens our ability to continue as a going concern. As described elsewhere in this Form 10-K, the Bank is subject to a Consent Order imposed by the Office of the Comptroller of the Currency (OCC) that requires management to take a number of actions, including increasing and maintaining the Bank's capital levels at amounts in excess of the Bank's current capital levels. As of the date of this Form 10-K, the Bank has failed to increase its capital levels as required by the Consent Order. The Bank's current capital levels along with this failure to comply with the Consent Order result in the Bank being "significantly undercapitalized" for purposes of the federal regulators' Prompt Corrective Action (PCA) powers and may result in additional regulatory enforcement action. If we are unable to successfully raise capital or sell the Bank and if our financial condition otherwise fails to improve significantly, additional regulatory enforcement action against the Bank may result. Consequently, management believes that these matters raise substantial doubt about the Corporation's ability to continue as a going concern. If we are unable to continue as a going concern, our shareholders will likely lose all of their investment in the Corporation. The consolidated financial statements included in this Form 10-K have been prepared assuming the Bank continues to operate in the normal course of business for the foreseeable future, and do not include any adjustments to recorded assets or liabilities should we be unable to continue as a going concern. See "Management's Discussion and Analysis of Financial Condition and Results of Operations" for management's discussion of our financial condition at December 31, 2012.

The Corporation has failed to satisfy the terms of the Consent Order regarding the restoration of capital at the Bank, which could lead to the Bank being placed into receivership. Since June 30, 2009, the Bank has been undercapitalized by regulatory capital standards. As a result, the Bank was required to submit a capital restoration plan to the OCC to demonstrate how the Bank will improve its capital position such that it meets the minimum capital requirements imposed by the OCC. The Bank submitted a capital restoration plan to the OCC in September 2009, which as explained below, was not deemed acceptable by the OCC. As the sole shareholder of the Bank, the Corporation was required to guarantee the Bank's compliance with such plan until such time that the Bank becomes adequately capitalized on average during each of four consecutive calendar quarters. The Corporation's guarantee is secured by a pledge of the Corporation's assets.

By letter dated October 28, 2009, the OCC notified the Bank that its Capital Restoration Plan and Capital Plan (collectively, the "Plan") were not acceptable due to an inability to determine that the Plan was realistic and the uncertainty surrounding whether it would succeed in restoring the Bank's capital. The OCC also noted that the Plan failed to identify specific, reliable sources of additional capital and lacked a detailed strategy for a proposed sale of problem loans. As a result of the Bank's current capital levels and its failure to submit an acceptable capital plan within an acceptable time, for purposes of Prompt Correction Action, the Bank is "significantly undercapitalized" by regulatory standards. The Bank's classification as "significantly undercapitalized" results in a number of additional restrictions on its operations as described below in "Management's Discussion and Analysis of Financial Condition and Results of Operations".

Since 2010 and through the current date, the Corporation has been working to attempt to raise additional capital for the Bank. As disclosed in Note 20 to the consolidated financial statements included in this Annual Report below, the Corporation has made progress in its recapitalization efforts. However, the closing of the Corporation's pending capital raise is subject to material conditions, including a requirement to obtain the approval of the Federal Reserve to the Corporation's issuance of the subordinated debentures, a condition regarding the existence and/or terms of any formal regulatory enforcement action against the Bank, and compliance by one or more investors with federal law applicable to the acquisition of "control" of a bank holding company. The satisfaction (or, in some cases, waiver) of these conditions is largely out of the control of the Corporation. If the conditions to the closing of the capital raise are not satisfied or waived, the closing will not occur. In light of the existence of these conditions, a reader of this Annual

Report should not make a decision regarding whether to invest in the Corporation based on an assumption that the capital raise will close or the timing or terms of any capital raise.

If the pending capital raise closes, the Corporation currently intends to contribute to the Bank an amount of net proceeds from the capital raise sufficient for the Bank to meet the minimum capital ratios required by the Consent Order. However, it is possible other circumstances could prevent the Corporation from contributing such amount to the Bank's capital, such that the Bank will continue to be in noncompliance with such minimum capital ratios. Even if the Bank is able to meet the minimum capital ratios following the closing of a capital raise (assuming a closing occurs), it is possible that further losses at the Bank could cause its capital to once again fall below such minimum ratios. In any event, even if the closing of the pending capital raise occurs, the Corporation currently expects that the Bank will continue to be subject to the Consent Order or some other regulatory enforcement action for some period while the Bank works to comply with the other provisions of the Consent Order and demonstrate a period of performance with the requirements of the Consent Order.

The Corporation is hopeful that its ongoing efforts to recapitalize the Corporation and the Bank as soon as possible will be successful. However, the Corporation cannot give any assurances that its plan or related efforts will improve the Bank's financial condition; further deterioration of the Bank's capital position is possible. The current economic environment in southeast Michigan and local real estate market conditions, while improving, will continue to present challenges to the Bank's financial performance.

If the Bank and the Corporation are unable to successfully complete a recapitalization, it is likely the OCC would take increasingly severe actions against the Bank which could lead to the Bank being placed into receivership by federal regulators. In such a scenario, it is unlikely the holders of the Corporation's common stock would realize any value for their common stock.

The Bank's current capital may not be sufficient to absorb future losses from the Bank's operations. The Bank maintains capital as a means of absorbing losses resulting from the Bank's operations. The Bank incurred significant losses each year beginning 2007 through 2011, which losses have significantly depleted the Bank's capital and resulted in the Bank being considered "significantly undercapitalized" pursuant to regulatory capital standards. A continuing decline in the collectability of the Bank's loans, a continuing decline in the value of the collateral supporting those loans, or both, may require the Bank to increase its allowance for loan losses, which would further deplete existing capital. Although the Bank was profitable in 2012 and although the Bank has seen some improvement in the economic conditions and real estate values in the areas where the Bank operates, the Bank may incur additional operating losses in the near-term. The Bank's current capital may be insufficient to absorb future operating losses and, unless the Bank is successful in raising additional capital, this lack of capital is likely to have a material adverse effect on the Corporation's business, results of operations, and financial condition and, in extreme circumstances, could result in the insolvency and liquidation of the Bank.

Continued higher FDIC deposit insurance premiums and restrictions related to our deposit base as a result of the Bank's current financial condition could, individually or collectively, result in material adverse effects on the Corporation's financial condition. The amount of FDIC deposit insurance premiums required to be paid by financial institutions depends in part on the institution's risk rating and capital position. As a result of the Bank's current risk rating and capital position, the assessment rate to be paid by the Bank for FDIC deposit insurance remains elevated. These higher assessment rates charged against the Bank are expected to continue into 2013 until such time as the Bank is recapitalized and demonstrates a period of satisfactory performance with the requirements of the Consent Order.

In addition, as a result of the Bank's failure to meet minimum capital requirements, it is prohibited from accepting, renewing, or rolling over any brokered deposits, and the effective yield on deposits solicited by the Bank cannot be more than 75 basis points over national market yields for comparable size and maturity deposits. These restrictions could serve to limit the Bank's flexibility should conditions deteriorate or in the event of unexpected problems with the Bank's liquidity position.

We are in the business of lending, which involves substantial credit risk, and our allowance for loan losses may not be sufficient to cover actual loan losses. If our loan customers do not repay their loans according to their respective terms, and if we are unable to collect on the loans through foreclosure of any collateral securing repayment, we may experience significant credit losses, which could have a material adverse effect on our operating results. We have established an allowance for loan losses that is intended to approximate credit losses inherent in our current loan portfolio and prevent negative effects on our operating results as a result of loan losses. In determining the size of the allowance, we make various assumptions and judgments about the collectability of our loan portfolio, including the creditworthiness of our borrowers and the value of the real estate and other assets serving as collateral for the repayment of many of our loans. In doing so, we rely primarily on our experience and our evaluation of current economic conditions, including use of current appraisals and valuations performed by licensed appraisers. If our assumptions or judgments prove to be incorrect, our current allowance for loan losses may not be sufficient to cover certain loan losses inherent in our loan portfolio, and adjustments may be necessary to allow for different economic conditions or adverse developments in our loan portfolio. Material additions to our allowance would materially decrease our net income.

As of December 31, 2012, approximately 84% of the Bank's loan portfolio is commercial purpose loans. Of these commercial purpose loans, approximately 89% are loans secured by commercial real estate, primarily including owner occupied and nonowner occupied properties, construction and land development properties, and single family home construction. Commercial loans are generally viewed as having more inherent risk of default than residential mortgages or consumer loans. Also, the commercial loan balance per borrower is generally greater than that of a residential mortgage loan or consumer loan, inferring higher potential losses on an individual loan basis.

In addition, federal regulators periodically review our allowance for loan losses and, if warranted, may require us to increase our provision for loan losses or recognize additional loan charge offs. Any increase in our allowance for loan losses or loan charge offs required by these regulatory agencies could have a material adverse effect on our results of operations and financial condition.

As a community bank, our financial condition is dependent, in part, on the general economic condition of the communities we serve. Our operations are primarily limited to Livingston County and surrounding areas; and, therefore, our success depends to a great extent upon the general economic conditions of such region. In general, the economy of the State of Michigan has suffered in recent years as a result of the struggling automotive industry and other factors. According to data published by the federal Bureau of Labor Statistics, Michigan's unemployment rate in December 2012 was 8.9%, improved from 9.3% in December 2011, but still among the worst of all states. Unlike larger banks that are more geographically diversified, our loan portfolio, the ability of the borrowers to repay these loans and the value of the collateral securing these loans will be impacted, to a greater extent, by local economic conditions.

During the past year, the general business environment in our markets continued to have an overall adverse effect on our business. While we believe that there are now some signs of stabilization within segments of this business environment, conditions are not expected to improve dramatically in the near term. Until conditions improve, we expect our business, financial condition and results of operations to continue to be adversely affected. A continued economic slowdown could have many adverse consequences, including the following: loan delinquencies may increase, problem assets and foreclosures may increase, demand for our products and services may decline, and collateral for our loans may decline in value, in turn reducing customers' borrowing power and reducing the value of assets and collateral associated with existing loans. In particular, our level of nonperforming loans, net loan charge offs, loan delinquencies and provision for loan losses remains elevated from pre-2007 historical levels.

We are heavily weighted with loans secured by real estate, and further declines in the real estate market may result in higher loan losses. A large majority of our loans are secured by commercial and residential real estate. As of December 31, 2012, 88% of our outstanding loans were secured by real estate of which 81% were secured by nonfarm nonresidential properties, construction and land development loans. While cash flows from our commercial customers' business operations are intended to provide for repayment of their loans, further declines in the economy may impact their ability to do so. The Bank relies on the underlying collateral of a loan as the secondary source of repayment. Dramatic declines in the commercial and residential real estate markets in recent years, as evidenced by falling prices and foreclosures, and elevated unemployment levels, have resulted in, and may continue to result in, significant write-downs of our asset values. If collateral values continue to decline because of further declines in the overall real estate market, the Bank may incur increased loan losses.

Fluctuations in interest rates could reduce our profitability. We realize income primarily from the difference between interest earned on loans and investments and the interest paid on deposits and borrowings. Our interest income and interest expense are affected by general economic conditions and by the policies of regulatory authorities. While we have taken measures intended to manage the risks of operating in a changing interest rate environment, there can be no assurance that these measures will be effective in avoiding undue interest rate risk. We expect that we will periodically experience "gaps" in the interest rate sensitivities of our assets and liabilities, meaning that either our interest-bearing liabilities will be more sensitive to changes in market interest rates than our interest-earning assets, or vice versa. In either event, if market interest rates should move contrary to our position, this "gap" will work against us, and our earnings may be negatively affected.

Moreover, we are unable to predict fluctuations of market interest rates, and among other factors, changes in the following:

- Inflation or deflation rates;
- Levels of business activity;
- Recession;
- Unemployment levels;
- Money supply;
- Domestic or foreign events; and
- Instability in domestic and foreign financial markets

Competition with other financial institutions and financial service providers could adversely affect our profitability. We face vigorous competition from banks and other financial institutions, including savings and loan associations, savings banks, finance companies, and credit unions. Many of these banks and other financial institutions have substantially greater resources and lending limits, larger branch systems, and a wider array of banking services. In addition, the current condition of our Bank and the fact that it is subject to, but out of compliance with, a formal regulatory enforcement action, increases our operating costs in various ways, as disclosed in this Annual Report. To a limited extent, we also compete with other providers of financial services, such as money market mutual funds, brokerage firms, consumer finance companies, and insurance companies, which are not subject to the same degree of regulation as that imposed on bank holding companies. As a result, these non-bank competitors may have an advantage over us in providing certain services, and this competition may reduce or limit our margins on banking services, reduce our market share, and adversely affect our results of operations and financial condition.

We operate in a highly regulated environment and may be adversely affected by changes in laws and regulations. We are subject to extensive regulation, supervision, and examination by federal banking authorities. Any change in applicable legislation could have a substantial impact on us and our Bank and its operations. Additional legislation may be enacted or adopted in the future that could significantly affect our powers, authority, and operations, which could increase our costs of doing business and, as a result, give an advantage to our competitors who may not be subject to similar legislative and regulatory requirements. Further, regulators have significant discretion and power to interpret these regulations as well as to take actions to prevent or remedy unsafe or unsound practices or violations of laws by banks and bank holding companies in the performance of their supervisory and enforcement duties. The exercise of regulatory power may have a negative impact on our results of operations and financial condition.

We may face challenges in managing our operational risk. Like other financial services companies, we face a number of operational risks, including the potential for processing errors, internal or external fraud, failure of computer systems, and external events beyond our control such as natural disasters. Acts of fraud are difficult to detect and deter, and we cannot assure investors that our risk management procedures and controls will prevent losses from fraudulent activity.

We have reported material weaknesses in our internal control over financial reporting and if additional material weaknesses are discovered in the future, our stock price and investor confidence in us may be adversely affected. A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim consolidated financial statements will not be prevented or detected. Complete information regarding management's identification of a material weakness in January 2012, the determination that a material weakness existed at December 31, 2011, and management's plan to remediate the material weakness, was provided in the FNBH Bancorp, Inc. Form 10-K for the year ended December 31, 2011.

As disclosed below in Item 9A "Controls and Procedures", although management began to execute remediation plans beginning in the first quarter of 2012 and believes that such actions have begun to strengthen the Corporation's internal control over financial reporting and will, over time, continue to address the identified material weakness, there can be no assurances that such remediation efforts will be successful or that our internal control over financial reporting will be effective as a result of these efforts. Because some of these remedial actions continue to take place on a quarterly basis, their successful implementation continues to be evaluated before management is able to conclude that the related material weakness has been remediated.

Consequently, management was not able to conclude that the related material weakness had been fully remediated at December 31, 2012. However, in light of the extensive remediation efforts initiated in 2012 and the repeated opportunities to evaluate their effectiveness each quarter, management expects to be able to assess whether the identified material weakness has been remediated by no later than the second quarter of 2013.

In addition, we may, in the future, identify additional internal control deficiencies that could rise to the level of a material weakness or we may uncover errors in financial reporting. Material weaknesses in our internal control over financial reporting may cause investors to lose confidence in us, which could have an adverse effect on our business and stock price.

Difficult national and global economic and market conditions have adversely affected our industry and financial performance. The difficult economic conditions experienced during the recent national and global recessions have, among other things, negatively impacted the credit performance of real estate related loans and resulted in significant write-downs of asset values by financial institutions. This has also resulted in the write-downs of asset-backed securities and other securities and loans. Reflecting concern about the stability of the financial markets generally and the strength of counterparties, many lenders and institutional investors have reduced or ceased providing funding to borrowers, including to other financial institutions. This market turmoil and tightening of credit have led to an increased level of commercial and consumer delinquencies, lack of consumer confidence, increased market volatility and reduced business activity generally. Further negative market developments may affect consumer confidence levels and may cause adverse changes in payment patterns, causing increases in delinquencies and default rates, which may impact our charge offs and provision for credit losses. A worsening of these conditions would likely exacerbate the adverse effects of these difficult market conditions on us and others in the financial institutions industry.

We have credit risk inherent in our securities portfolio. We maintain diversified securities portfolios, which may include obligations of the U.S. Treasury and government-sponsored agencies as well as securities issued by states and political subdivisions, mortgage-backed securities, and asset-backed securities. We also invest in capital securities which includes preferred stocks. We seek to limit credit losses in our securities portfolios by generally purchasing only highly rated securities (rated "AA" or higher by a major debt rating agency) or by conducting significant due diligence on the issuer for unrated securities. However, we may, in the future, experience additional losses in our securities portfolio which may result in charges that could materially adversely affect our results of operations.

Changes in accounting standards could impact our reported earnings. Financial accounting and reporting standards are periodically changed by the Financial Accounting Standards Board (FASB), the SEC, and other regulatory authorities. Such changes affect how we are required to prepare and report our consolidated financial statements. These changes are often hard to predict and may materially impact our reported financial condition and results of operations. In some cases, we may be required to apply a new or revised standard retroactively, resulting in the restatement of prior period financial statements.

We may not pay dividends on our common stock for the foreseeable future. Holders of shares of our common stock are only entitled to receive such dividends as our Board of Directors may declare out of funds legally available for such payments. We currently are prohibited from paying any dividends to our shareholders as a result of the financial condition of our Bank and the various regulatory matters described in this Annual Report. We do not foresee being able to pay dividends to our shareholders in the near future. Our inability to pay dividends to our common stock shareholders could adversely affect the market price of our stock.

If successful, our efforts to complete a recapitalization as set forth in our Capital Plan will be highly dilutive to our common shareholders. Our Capital Plan contemplates the issuance of a significant number of shares of our capital stock to recapitalize the Corporation. The completion of any such recapitalization is likely to be highly dilutive to our current shareholders. There can be no assurances provided regarding the market price of our common stock relative to the effect of a successful capital raising transaction or the perception that such transaction could occur.

The recapitalization we are pursuing could result in one or more private investors owning a significant percentage of our stock and having the ability to exert significant influence over our management and operations. The recapitalization initiative set forth in our Capital Plan may result in one or more large investors owning a significant portion of our common stock. Any such significant shareholder could exercise significant influence on matters submitted to our shareholders for approval, including the election of directors. In addition, having a significant shareholder could make future transactions more difficult or even impossible to complete without the support of such shareholder, whose interests may not coincide with interests of smaller shareholders. These possibilities could have an adverse effect on the market price of our common stock.

It is possible that a recapitalization of the Company could trigger an ownership change that will negatively affect our ability to utilize net operating loss carryforwards and other deferred tax assets in the future. As of December 31, 2012, we had federal net operating loss carryforwards of approximately \$23.8 million, and such amount may continue to increase in the future. Under federal tax law, our ability to utilize these carryforwards and other deferred tax assets is limited if we are deemed to experience a change of ownership. This would result in our loss of the benefit of these deferred tax assets. Although we are attempting to structure any recapitalization of the Corporation in such a way as to avoid an ownership change, so as to preserve the benefit of these deferred tax assets, it is possible we will not be successful in avoiding a change of ownership under these rules. This would materially limit our ability to utilize these significant deferred tax assets. In October 2011, the Corporation entered into a Tax Benefits Preservation Plan to protect against such an ownership change that would adversely affect the Corporation's future ability to use its deferred tax assets. However, despite the plan's intent to limit the extent of potential ownership change resulting from any capital raise, there is no guarantee that the plan will prevent the occurrence of an ownership change for purposes of federal tax laws.

The trading price of our common stock may be subject to continued significant fluctuations and volatility. The market price of our common stock could be subject to significant fluctuations due to, among other things:

- announcements regarding significant transactions in which we may engage, including the Capital Raise initiative included in our Capital Plan;
- market assessments regarding such transactions, including the timing, terms, and likelihood of success of our Capital Raise initiative;
- operating results that vary from the expectations of management, securities analysts, and investors, including with respect to further loan losses we may incur;
- changes or perceived changes in our operations or business prospects;
- legislative or regulatory changes affecting our industry generally or our businesses and operations;

- the failure of general market and economic conditions to stabilize and recover, particularly with respect to economic conditions in Michigan, and the pace of any such stabilization and recovery;
- the operating and share price performance of companies that investors consider to be comparable to us; and
- other changes in global financial markets, economies, and market conditions, such as interest or foreign exchange rates, stock, commodity, credit or asset valuations or volatility.

We rely heavily on our management team, including our loan officers, and the unexpected loss of key employees may adversely affect our operations. As a community bank, our success depends largely on our ability to attract and to retain key employees who are experienced in banking and financial services and who have developed relationships within the communities served by our Bank. Our ability to retain these key employees will continue to be important to our business and financial results. The unexpected loss of services of key personnel, or the inability to recruit and retain qualified personnel in the future, could have an adverse effect on our business and financial results.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

The Bank operates from eight facilities, located in five communities, in Livingston County, Michigan. The executive offices of the Corporation are located at the Bank's main office, 101 East Grand River, Howell, Michigan. The Bank maintains two branches in Howell at 4299 East Grand River and 2400 West Grand River. The Bank also maintains branch offices at 9911 East Grand River, Brighton, Michigan; 8080 Challis Road, Brighton, Michigan; 760 South Grand Avenue, Fowlerville, Michigan; 10700 Highland Road, Hartland, Michigan; and 9775 M-36, Whitmore Lake, Michigan. All of the offices have ATM machines and all except the West Grand River branch, which is in a grocery store, have drive-up services. All of the properties are owned by the Bank except for the West Grand River branch which is leased. The lease is for 5 years with two 5 year renewal options, expiring September 2022. The average lease payment over the remaining life of the lease is \$4,500 monthly.

Item 3. Legal Proceedings.

The Corporation is not involved in any material legal proceedings. The Bank is involved in ordinary routine litigation incident to its business; however, no such proceedings are expected to result in any material adverse effect on the operations or earnings of the Bank. Neither the Bank nor the Corporation is involved in any proceedings to which any director, principal officer, affiliate thereof, or person who owns of record or beneficially more than five percent (5%) of the outstanding stock of either the Corporation or the Bank, or any associate of the foregoing, is a party or has a material interest adverse to the Corporation or the Bank.

Item 4. Mine Safety Disclosures.

Not applicable.

Additional Item – Executive Officers of Registrant

Executive officers of the Corporation are appointed annually by the Board of Directors. There are no family relationships among these officers and/or the directors of the Corporation, or any arrangement or understanding between any officer and any other person pursuant to which the officer was elected.

The Corporation's executive officers as of April 1, 2013 are as follows:

Ronald L. Long (Age 53), President, Chief Executive Officer, since May 12, 2008; Senior Vice President and Senior Business Development Officer, Independent Bank from October 2007 through January 2008; President and Chief Executive Officer, Independent Bank East Michigan from 1993 through September 2007.

Mark J. Huber (Age 44), Senior Vice President, Chief Financial Officer, since June 4, 2009; Senior Manager, specializing in financial institutions, with Plante & Moran, PLLC from 1993 –2009.

Gerald Moyer (Age 59), Senior Vice President, Commercial Loan Officer since April 13, 2009, Chief Work Out Officer August 16, 2008 – April 12, 2009, Vice President, Commercial Loan Officer April 21, 2008 – August 15, 2008. Vice President and Senior Relationship Manager, Private Financial Group, with Huntington National Bank from June 2001 – March 2008.

Daniel J. Wollschlager (Age 62), Senior Vice President, Chief Credit Officer, since October 27, 2011; Executive Vice President, Senior Lending Officer and Director, the State Bank from October 2008 to October 2011; Chief Executive Officer and Chief Credit Officer and Director, Main Street Bank from September 2009 to October 2011; Principal, BBK, LTD., from September 2004 to September 2007; Executive Vice President, Corporate Special Assets Manager, National City Bank (Cleveland, OH) from 2002-2004.

PART II

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

There is not an established trading market for the Corporation's common stock. Information regarding its market price can be obtained on the Internet at nasdaq.com, symbol "FNHM". There are occasional direct sales by shareholders of which the Corporation's management is generally aware. From January 1, 2011, through December 31, 2012, there were, so far as the Corporation's management knows, a total of 83,000 shares of the Corporation's common stock sold. The price was reported to management in some of these transactions; however, there may have been other transactions involving the Corporation's stock at prices not reported to management. High and low closing prices of our common stock for each quarter for the year ended December 31, 2012 and 2011 are set forth below. No dividends were declared on common stock during 2012 and 2011. Effective October 3, 2011, the

Corporation effected a 1-for-7 reverse stock split, as reflected at the open of trading on the following day. All prior share amounts have been restated to reflect this split. To the knowledge of management, the last sale of common stock occurred on March 6, 2013 at a price of \$1.35 per share.

	2012			2011		
	High	Low	Dividends Declared	High	Low	Dividends Declared
First Quarter	\$ 0.85	\$ 0.23	\$ -	\$ 2.94	\$ 1.47	\$ -
Second Quarter	\$ 1.06	\$ 0.35	\$ -	\$ 2.80	\$ 1.12	\$ -
Third Quarter	\$ 1.01	\$ 0.36	\$ -	\$ 3.57	\$ 1.26	\$ -
Fourth Quarter	\$ 2.00	\$ 0.36	\$ -	\$ 3.50	\$ 0.20	\$ -

The holders of the Corporation's common stock are entitled to dividends when, as, and if declared by the Board of Directors of the Corporation out of funds legally available for that purpose. In determining dividends, the Board of Directors considers the earnings, capital requirements and financial condition of the Corporation and the Bank, along with other relevant factors. The Corporation's principal source of funds for cash dividends is the dividends paid by the Bank. The ability of the Corporation and Bank to pay dividends is subject to statutory and regulatory restrictions and requirements. The Bank cannot currently, under these requirements, pay a dividend to the Corporation without the prior approval of the OCC.

The Corporation did not repurchase any of its stock during the fourth quarter of 2012, nor has the Corporation's Board adopted or approved a stock repurchase program.

Item 6. Selected Financial Data.

SUMMARY FINANCIAL DATA

	2012	2011	2010	2009	2008
(in thousands, except per share data)					
Statement of Operations Data:					
Interest income	\$ 11,064	\$ 12,692	\$ 14,227	\$ 17,870	\$ 24,307
Interest expense	1,092	1,571	2,496	4,632	8,118
Net interest income	9,972	11,121	11,731	13,238	16,189
Provision for loan losses	1,325	6,200	5,975	15,847	14,855
Noninterest income ⁽¹⁾	3,271	2,922	3,225	3,569	3,341
Gain (loss) on available for sale securities ⁽¹⁾	(3)	337	329	199	(3,237)
Noninterest expense ⁽²⁾	11,690	11,753	13,146	15,939	14,979
Income (loss) before federal income taxes	225	(3,573)	(3,836)	(14,780)	(13,541)
Net income (loss)	329	(3,573)	(3,893)	(13,696)	(13,414)
Per Share Data ⁽³⁾:					
Basic and diluted net income (loss) per share	\$ 0.72	\$ (7.81)	\$ (8.53)	\$ (30.23)	\$ (30.31)
Dividends paid	-	-	-	-	1.12
Weighted average basic and diluted shares outstanding	457,416	457,318	456,633	453,025	442,333
Balance Sheet Data:					
Total assets	\$ 296,871	\$ 292,080	\$ 305,341	\$ 332,390	\$ 388,783
Loans, gross	180,191	208,844	235,938	274,046	315,817
Allowance for loan losses	11,769	12,690	13,970	18,665	14,122
Deposits	287,682	283,652	293,280	315,196	349,527
Shareholders' equity	7,369	6,610	10,134	14,376	27,525
Ratios:					
Dividend payout ratio	N/A	N/A	N/A	N/A	N/A
Average equity to average asset ratio	2.35%	2.96%	4.31%	5.80%	9.24%

⁽¹⁾ Included in noninterest income in the "Consolidated Statements of Operations" and discussed under the caption "Noninterest Income" under Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations".

⁽²⁾ Included in noninterest expense in the "Consolidated Statements of Operations" and discussed under the caption "Noninterest Expense" under Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations".

⁽³⁾ Per share data and number of shares are adjusted to reflect the 1-for-7 reverse stock split effective October 3, 2011.

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

This discussion provides additional information to assess the consolidated financial condition and results of operations of FNBH Bancorp, Inc. ("Corporation") and its subsidiaries. This section should be read in conjunction with the consolidated financial statements and the supplemental financial data contained elsewhere in this annual report.

Included or incorporated by reference in this document are certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements are based on the beliefs of the Corporation's management as well as on assumptions made by, and information currently available to, the Corporation at the times such statements were made. Actual results could differ materially from those included in such forward-looking statements as a result of, among other things, factors set forth below in this Report generally, and certain economic and business factors, some of which may be beyond the control of the Corporation. Investors are

cautioned that all forward-looking statements involve risks and uncertainty. Please read the cautionary language regarding these forward-looking statements set forth at the beginning of this Annual Report.

During 2009, the level of regulatory enforcement action taken against the Bank by the Office of the Comptroller of the Currency (OCC) heightened from a formal agreement entered into on October 16, 2008 to the issuance of a Consent Order (the "Consent Order") dated September 24, 2009. Pursuant to the Consent Order, the Bank was required to achieve and maintain total capital equal to 11% of risk weighted assets and Tier 1 capital equal to at least 8.5% of adjusted total assets by January 22, 2010. The Bank failed to meet these required minimum ratios by such deadline and is currently out of compliance with these required minimum capital ratios.

Under the terms of the Consent Order, the Bank submitted to the OCC a capital restoration plan and capital plan (collectively, the "Plan"). The OCC has determined that the Plan is not acceptable, principally due to the fact that the OCC was unable to determine that the Plan was realistic and likely to succeed in restoring the Bank's capital, based upon the information provided in the Plan. As noted below, the Bank continues to pursue its capital raising efforts. Although the Bank has submitted a revised Plan, the revised Plan has not yet been accepted by the OCC.

Due to certain of the Bank's regulatory capital ratios declining below minimum standards and its failure to date to submit an acceptable plan to the OCC, the Bank is "significantly undercapitalized" for purposes of the OCC's Prompt Corrective Action ("PCA") enforcement powers. As a result of this classification, for purposes of PCA, the Bank is subject to a number of additional restrictions. These include, among other things, (1) the requirement that the Bank obtain prior written approval of the OCC before paying any bonus or increase in the compensation of any senior executive officer of the Bank, (2) prohibitions on the acceptance of employee benefit plan deposits, and (3) restrictions on interest rates paid on deposits. At December 31, 2012, the Bank's capital ratios continue to be significantly below the increased minimum requirements imposed by the OCC. In light of the Bank's continued losses and capital position at December 31, 2012 and the uncertainty of successfully completing a recapitalization of the Bank, it is reasonable to anticipate continued and/or further regulatory enforcement action by the OCC.

The success of the Corporation depends to a great extent upon the economic conditions in Livingston County and the surrounding area. The Corporation has in general experienced a slowing economy in Michigan since 2001. In particular, Michigan's current unemployment rate of approximately 9.0%, although improved from recent highs near 14% during 2009, remains among the worst for all states. Unlike larger banks that are more geographically diversified, we provide banking services to customers primarily in Livingston County. Our loan portfolio, the ability of the borrowers to repay these loans, and the value of the collateral securing these loans is impacted by local economic conditions. The continued economic difficulties in Michigan have had and may continue to have many adverse consequences as described below in "Loans".

Dramatic declines in the housing market in recent years, with falling home prices and elevated levels of foreclosures and unemployment have resulted in and may continue to result in significant write-downs of asset values by us and other financial institutions. These write-downs have caused many financial institutions to seek additional capital, to merge with larger and stronger institutions and, in some cases, to fail. Additionally, capital and credit markets have continued to experience elevated levels of volatility and disruption in recent years. This market turmoil and tightening of credit have led to a lack of general consumer confidence and reduction in business activity.

Due to the conditions and events discussed above and elsewhere in this Form 10-K, there is significant uncertainty regarding the impact of potential future regulatory action against the Bank. The extent of such regulatory action may threaten the ability of the Bank to continue operating as a going concern. Even if we do not become subject to more stringent regulatory requirements or restrictions, our current capital deficiencies and elevated levels of nonperforming assets may make it very difficult to continue as a going concern. Although improved from December 31, 2011, our nonperforming assets comprise approximately 87% of our capital plus allowance for loan losses at December 31, 2012. As described elsewhere in this Form 10-K, we have established our allowance for loan losses at a level we currently believe, based on the data available to us, is sufficient to absorb expected losses in our loan portfolio. However, this process involves a very significant degree of judgment, is based on numerous different assumptions that are difficult to make and, by its nature, and is inherently uncertain. Moreover, the performance of our existing loan portfolio is, in many respects, dependent on external factors such as our borrowers' ability to repay their loan obligations and the value of collateral securing those obligations, which in turn depend on macro and micro economic conditions including the pace of economic recovery in Southeast Michigan. If our loan portfolio performs worse than we currently expect, we may not have sufficient capital to absorb all of the losses, which could render us insolvent. Notwithstanding the above, the consolidated financial statements included in this Form 10-K have been prepared assuming the Bank continues to operate in the normal course of business for the foreseeable future, and do not include any adjustments to recorded assets or liabilities should we be unable to continue as a going concern.

As noted below and fully described in management's recovery plan included in Note 2 to the consolidated financial statements, management has undertaken various initiatives to address the current challenges facing the Bank. The successful implementation of the various actions being undertaken by management will be difficult in the current economic environment. Even if such actions are successfully implemented, such strategy or results may not be sufficient to sustain the Bank's capital levels at satisfactory levels, return the Bank to profitability, or otherwise avoid further regulatory enforcement action.

In response to these regulatory challenges, difficult market conditions and significant losses incurred from 2007 through 2011, we have taken steps or initiated actions in an attempt to restore our capital levels, improve our operations and return to profitability, including:

- On February 19, 2009, we held a special shareholders' meeting at which our shareholders approved an amendment to the Corporation's Articles of Incorporation to authorize the Board of Directors to issue up to 30,000 shares of preferred stock. Additionally, at the annual meeting on May 28, 2009 our shareholders approved a 2,800,000 increase in the number of authorized shares of common stock. We requested the authorization to issue preferred shares and additional shares of common stock in order to be able to raise additional capital required by our current capital position and the Consent Order imposed by the OCC.
- In September 2009, we prepared a Capital Plan outlining our plans to recapitalize the Corporation and the Bank. The Capital Plan was deemed unacceptable by the OCC for purposes of its PCA enforcement powers, principally due to the fact that the OCC is unable to determine that the Plan is realistic and likely to succeed in restoring the Bank's capital. We continue to work with financial and legal advisors to pursue various transactions that would result in additional capital to the Bank. To date, while we have made significant progress in our effort to recapitalize, we have not yet received any additional capital. Please see Note 20 to our consolidated financial statements below for the current status of our recapitalization efforts.

- The Bank has taken many steps to address other requirements of the Consent Order, including making improvements to its liquidity risk management program and its loan portfolio management.
- The Bank believes it has increased the strength of its executive management team through new hires in 2008 and 2009, by including CEO Ron Long, Sr. VP & CFO Mark Huber, and Sr. VP & Commercial Loan Officer Gerald Moyer. In addition, the Bank hired Sr. VP & Chief Credit Officer Daniel Wollschlager in October 2011.
- Management continues to support the Bank's regulatory capital levels and ratios via strategic balance sheet reductions achieved primarily through non-renewal of high cost certificates of deposits while managing normal loan runoff (i.e., scheduled payments) with limited new money loan originations. The execution of this strategy is intended to sustain the Bank's net interest margin via lower deposit pricing in the current rate environment coupled with greater reliance on lower cost core deposits. The strategy involves close monitoring of the Bank's liquidity position and attention to significant customer relationships.
- Management continues to maintain significant borrowing availability as a source of contingency funding at the Federal Home Loan Bank of Indianapolis ("FHLBI") and Federal Reserve which is secured by investment securities and/or eligible loans pledged as collateral. At December 31, 2012, the Bank has approximately \$34.6 million of unused availability under established lines of credit at the FHLBI and Federal Reserve Discount Window, the availability of which is subject to approval by the respective lender.
- Continued asset quality improvements are critical to the Bank's future financial results and performance. The active management and targeted reduction in the current level of criticized loans includes formulation of specific workout strategies to mitigate potential loss exposure to the Bank, continued quarterly loan portfolio credit quality reviews emphasizing timely monitoring of borrower relationships, timely identification of credit weaknesses, and heightened accountability of loan officers.
- On September 22, 2011, at a special shareholder meeting, the shareholders of the Corporation approved a 1-for-7 reverse stock split of the Corporation's outstanding shares of common stock. This reverse stock split was implemented on October 3, 2011. The primary purpose of the reverse stock split was to increase the number of the Corporation's authorized common stock available for future issuance as part of the Company's efforts to raise additional capital.
- On October 14, 2011, the Corporation entered into a Tax Benefits Preservation Plan as a measure to protect against an ownership change that would adversely affect the Corporation's future ability to utilize its deferred tax assets.
- On May 24, 2012, the shareholders of the Corporation approved an increase in the number of authorized shares of common stock from 7 million shares to 11 million shares. The additional shares are expected to be required in order to complete a recapitalization of the Corporation and to provide additional shares for future issuance should further capital needs arise.
- The Bank's 2013 budget places continued emphasis on growth initiatives, revenue enhancements, managed cost increases to support revenue and growth initiatives, expense reductions related to improved regulatory standing and other operational efficiencies. However, we will likely be unable to pursue any growth initiatives unless and until we are able to successfully complete a recapitalization of the Bank.

There can be no assurance these efforts will improve the Bank's financial condition. Further deterioration of the Bank's capital position is possible. The current economic environment in southeast Michigan and local real estate market conditions will continue to impose challenges on the Bank and are expected to adversely impact financial results.

It is against this backdrop that we discuss our financial condition and results of operations in 2012 as compared to earlier periods.

FINANCIAL CONDITION

Total assets were \$296.9 million at December 31, 2012 compared to \$292.1 million at December 31, 2011; an increase of \$4.8 million (1.6%). Investment securities increased \$40.3 million (121.6%) to \$73.4 million and gross loans decreased \$28.7 million (13.7%) to \$180.2 million. Deposits increased \$4.0 million (1.4%) to \$287.7 million. Shareholders' equity increased \$759,000 (11.5%) to \$7.4 million.

Securities

During 2012, investments securities increased \$40.3 million due to the purchase of \$61.5 million of securities offset by scheduled maturities and calls of \$7.0 million, pay downs of \$13.7 million and sales of securities of \$247,000. At December 31, 2012, the Bank had \$42.0 million of cash and cash equivalents, a decrease of \$8.2 million from December 31, 2011. The purchase of additional securities was funded primarily by the excess cash resulting from the decrease in loans during 2012.

The following table sets forth the fair value of available for sale securities and the book value of other securities at December 31:

	2012	2011	2010
	(in thousands)		
Available for sale securities:			
Obligations of state and political subdivisions	\$ 1,580	\$ 1,311	\$ 6,286
U.S. agency	3,007	7,008	-
Mortgage-backed/CMO	67,862	23,897	20,936
Preferred stock	137	109	48
Total available for sale securities	<u>\$ 72,586</u>	<u>\$ 32,325</u>	<u>\$ 27,270</u>
Other securities:			
FRB stock	\$ 44	\$ 44	\$ 44
FHLBI stock	735	735	857
Total other securities	<u>\$ 779</u>	<u>\$ 779</u>	<u>\$ 901</u>

The following table sets forth the fair value contractual maturities of securities at December 31, 2012 and the weighted average coupon rate of such securities:

	Maturing Within One Year		Maturing After One but Within Five Years		Maturing After Five but Within Ten Years		Maturing After Ten Years	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
	(in thousands)							
States and political subdivisions	\$ -	-	\$ 501	0.91	\$ 316	4.00%	\$ 763	4.14%
U.S. agencies	-	-	-	-	3,007	2.60%	-	-
Mortgage-backed/CMO securities	-	-	-	-	19,642	3.01%	48,220	3.16%
Preferred stock	-	-	-	-	-	-	137	-
FRB stock	-	-	-	-	-	-	44	6.00%
FHLBI stock	-	-	-	-	-	-	735	2.83%
Total	<u>\$ -</u>	<u>-</u>	<u>\$ 501</u>	<u>0.91%</u>	<u>\$ 22,965</u>	<u>2.97%</u>	<u>\$ 49,899</u>	<u>3.17%</u>
Tax equivalent adjustment for calculation of yield	<u>\$ -</u>		<u>\$ 7</u>		<u>\$ 4</u>		<u>\$ 10</u>	

The rates set forth in the tables above for obligations of state and political subdivisions have been restated on a fully tax equivalent basis assuming a 34% marginal tax rate. The amount of the adjustment is as follows:

	Tax-Exempt Rate	Adjustment	Equivalent Basis
Under 1 year	-	-	-
1-5 years	0.91%	1.39%	2.30%
5-10 years	4.00%	1.39%	5.39%
10 years or more	4.14%	1.39%	5.53%

The following table shows the percentage composition of the securities portfolio as of December 31:

	2012	2011	2010
Obligations of state and political subdivisions	2.2%	4.0%	22.3%
U.S. agency	4.1%	21.2%	-
Mortgage-backed/CMO	92.5%	72.2%	74.3%
Preferred stock	0.2%	0.3%	0.2%
Other	1.0%	2.3%	3.2%
Total securities	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>

Loans

The senior management and board of directors of the Bank retain the authority and responsibility for credit decisions. We have adopted uniform underwriting standards documented in our various loan policies. Our delegated loan authorities and loan committee structure attempt to provide requisite controls and promote compliance with such established underwriting standards. Loans to a borrower with aggregate indebtedness in excess of \$1,500,000 are approved by a committee of the board or the entire board. There can be no assurance that the aforementioned lending procedures and the use of uniform underwriting standards will prevent us from the possibility of incurring significant credit losses in our lending activities and, in fact, the provision for loan losses has been elevated since 2007 relative to prior historical levels.

The loan portfolio decreased \$28.7 million (13.7%) in 2012. The decrease was attributable in part to remediation of problem loans via negotiated settlements and strategic payoffs and the deliberate run-off of existing loans to shrink the Bank's asset size and manage capital ratios and to diversify risk within the loan portfolio (i.e., reduce concentrations in real estate secured loans). Further decreases in loans resulted from \$4.0 million of charge offs and \$2.1 million of loans transferred to other real estate owned during 2012. In addition, fewer lending opportunities and credit worthy borrowers continued to limit loan growth in 2012.

The following table reflects the composition of the commercial and consumer loans in the Consolidated Financial Statements. Included in the residential first mortgage totals below are the "real estate mortgage" loans listed in the Consolidated Financial Statements and other loans to customers who pledge their homes as collateral for their borrowings. A portion of the loans listed in residential first mortgages represent commercial loans where the borrower has pledged a 1 – 4 family residential property as collateral. In the majority of the loans to commercial customers, the Bank is relying on the borrower's cash flow to service the loans.

The following table shows the balance and percentage composition of loans as of December 31:

	2012		2011		2010		2009		2008	
	Balances	Percent	Balances	Percent	Balances	Percent	Balances	Percent	Balances	Percent
	(in thousands)									
Secured by real estate:										
Residential first mortgage	\$ 19,782	11.0%	\$ 21,755	10.4%	\$ 24,546	10.4%	\$ 29,719	10.8%	\$ 31,332	9.9%
Residential home equity/other junior liens	10,040	5.6%	12,246	5.9%	14,967	6.3%	17,606	6.4%	20,511	6.5%
Construction, land development and other land	8,741	4.8%	13,918	6.7%	19,641	8.3%	29,119	10.6%	42,712	13.5%
Commercial (nonfarm, nonresidential)	120,617	66.9%	142,539	68.2%	155,006	65.7%	170,364	62.2%	179,674	56.9%
Commercial	16,112	8.9%	13,590	6.5%	16,196	6.9%	20,015	7.3%	31,628	10.0%
Consumer and Other	5,103	2.8%	4,992	2.3%	5,784	2.4%	7,467	2.7%	10,256	3.2%
Total gross loans	180,395	100.0%	209,040	100.0%	236,140	100.0%	274,290	100.0%	316,113	100.0%
Net unearned fees	(204)		(196)		(202)		(244)		(296)	
Total Loans	\$ 180,191		\$ 208,844		\$ 235,938		\$ 274,046		\$ 315,817	

Loans secured by residential first mortgages decreased \$2.0 million (9.1%) in 2012 as the mortgage loan portfolio experienced runoff from scheduled payments, payoffs, charge offs and transfers into other real estate. Despite relatively attractive mortgage rates during 2012, demand for residential loan products was limited in part due to the Bank's lack of an in-house residential lending program and reliance on a third-party to provide residential mortgage loans to customers. In addition, depressed real estate values, continued high unemployment, and the stressed state of the residential housing market suppressed residential lending activity. At December 31, 2012, the Bank had \$3.8 million of home equity interest-only loans; none of these loans were originated at low promotional rates.

Construction, land development and other land loans at December 31, 2012 totaled \$8.7 million and included \$6.6 million of loans secured by non 1-4 family residential properties and \$2.1 million secured by 1-4 family residential construction loans. During 2012, these loans experienced a decline of \$5.2 million (37.2%) attributable primarily to negotiated paydowns, settlements and payoffs of approximately \$4.0 million on substandard loans, receipt of scheduled payments and the Bank's desire for continued diversification away from these higher risk loans given the relatively poor economic conditions for real estate development. Minimal charge offs were required for this portfolio segment in 2012 due to significant impairment charges recognized in prior years when real estate values experienced dramatic declines. Additionally, no new money construction or land development loans were originated in 2012.

Commercial real estate loans (nonfarm and nonresidential) decreased \$21.9 million (15.4%) from 2011 to 2012. The decrease resulted from deliberate loan run-off to reduce the Bank's concentration of real estate secured loans, along with charge offs and transfers of loans into other real estate. At December 31, 2012, the commercial real estate portfolio includes: \$67.2 million secured by nonowner occupied properties, \$51.2 million secured by owner occupied properties, and \$2.2 million of loans secured by multifamily housing.

Commercial loans experienced an increase of \$2.5 million (18.6%) in 2012 primarily due to a larger new loan relationship closed in 2012 and increased line of credit utilization under another long-standing borrower relationship at year-end 2012 relative to year-end 2011.

The following table shows the amount of commercial, financial, and agricultural loans outstanding as of December 31, 2012, which based on remaining scheduled repayments of principal, mature in the periods indicated:

	Loans Maturing			
	Within One Year	After One but Within Five Years	After Five Years	Total
	(in thousands)			
Secured by Real Estate:				
Construction, land development and other land loans	\$ 4,488	\$ 4,253	\$ -	\$ 8,741
Other (secured by commercial and multi-family)	43,166	71,609	5,842	120,617
Commercial (secured by business assets or unsecured)	10,408	4,854	850	16,112
Other (loans to farmers, and overdrafts)	-	-	-	-
Totals	\$ 58,062	\$ 80,716	\$ 6,692	\$ 145,470

Below is a schedule of amounts due after one year which are classified according to their sensitivity to changes in interest rates:

	Interest Sensitivity	
	Fixed Rate	Variable Rate
	(in thousands)	
Due after one but within five years	\$ 62,873	\$ 17,843
Due after five years	3,337	3,355

At December 31, 2012 and 2011, the Bank's loan portfolio included significant industry concentrations for: lessors of non-residential building operators, lessors of residential buildings, lessors of mini warehouses/self-storage, single family home builders, and hotels and motels. Management determines such concentrations using NAICS codes and regulatory standards that define significant concentrations as greater than 25 percent of the Bank's capital, inclusive of the allowance for loan losses. In addition, management believes the Bank's most significant loan portfolio concentration and exposure relates to loans secured by real estate. There were no foreign loans outstanding at December 31, 2012.

The future size of the loan portfolio is dependent upon a number of economic, competitive and regulatory factors faced by the Bank. In light of the economic and regulatory challenges currently impacting the Bank, we anticipate continued and managed shrinkage of the loan portfolio in 2013. Further declines in loans, restrictions on the Bank's ability to make new loans or competition that leads to lower relative pricing on new loans could adversely impact our future operating results.

Nonperforming assets consist of loans accounted for on a nonaccrual basis, loans contractually past due 90 days or more as to interest or principal payments (but not included in nonaccrual loans), and other real estate which has been acquired through foreclosure and is actively managed through the time of disposition to minimize loss. Nonperforming loans include troubled debt restructured loans that are on nonaccrual status or past due 90 days or more. At December 31, 2012 and 2011, there were \$10.2 million and \$13.7 million of troubled debt restructurings included in nonperforming loans. Troubled debt restructured loans ("TDRs") that are not past due 90 days or more are excluded from nonperforming loan totals.

The aggregate amount of nonperforming loans and other nonperforming assets are presented below as of December 31:

Nonperforming Loans and Assets:	2012	2011	2010	2009	2008
	(dollars in thousands)				
Nonaccrual loans	\$ 12,839	\$ 22,962	\$ 30,858	\$ 43,724	\$ 37,096
Loans past due 90 days and still accruing	201	9	-	-	1,560
Total nonperforming loans	13,040	22,971	30,858	43,724	38,656
Other real estate	3,427	3,026	4,294	3,777	2,678
Total nonperforming assets	<u>\$ 16,467</u>	<u>\$ 25,997</u>	<u>\$ 35,152</u>	<u>\$ 47,501</u>	<u>\$ 41,334</u>
Nonperforming loans as a percent of total loans	7.24%	11.00%	13.08%	15.95%	12.24%
Allowance for loan losses as a percent of nonperforming loans	90.25%	55.25%	45.27%	42.69%	36.53%
Nonperforming assets as a percent of total loans and other real estate	8.97%	12.27%	14.63%	17.10%	12.98%

There were no other interest bearing assets at December 31, 2012 that would be required to be disclosed under Item III(C) of Guide 3 of the Securities Act Industry Guide, if such assets were loans.

The following table shows nonperforming loans by type of loan collateral and percentage composition of nonperforming loans as of December 31:

Nonperforming Loans	2012		2011		2010	
	Amount	Percent	Amount	Percent	Amount	Percent
Secured by real estate:	(in thousands)					
Residential first mortgage	\$ 3,147	22.9%	\$ 4,209	18.3%	\$ 3,848	12.5%
Residential home equity/other junior liens	441	3.4%	593	2.6%	747	2.4%
Construction and land development and farmland	2,391	18.6%	6,710	29.2%	8,647	28.0%
Commercial real estate (nonfarm, nonresidential)	6,672	52.0%	10,866	47.3%	15,275	49.5%
Consumer and Other	125	1.0%	44	0.2%	43	0.1%
Commercial	264	2.1%	549	2.4%	2,298	7.5%
Total nonperforming loans	<u>\$ 13,040</u>	100.0%	<u>\$ 22,971</u>	100.0%	<u>\$ 30,858</u>	100.0%

At December 31, 2012, nonperforming loans decreased \$9.9 million (43.2%) from December 31, 2011. The net decrease from 2011 resulted from the combination of: approximately \$2.9 million of charge offs recognized primarily on collateral dependent loans which included approximately \$739,000 of protective advances paid by the Bank to protect its interest in underlying collateral; the upgrade of approximately \$1.4 million of loans now demonstrating both improved cash flows and established payment history following the culmination of successful work-outs and/or restructurings; the transfer of approximately \$2.1 million of loans to other real estate owned; and, the combination of payoffs, settlements, and continued payments from borrowers totaling approximately \$9.4 million, which in aggregate, exceeded approximately \$5.8 million of newly identified nonperforming loans comprised principally of commercial real estate loans. Management continues to focus on reducing the level of nonperforming assets and making improvements in asset quality.

As of December 31, 2012, approximately \$8.6 million (66.7%) of nonperforming loans are making scheduled payments on their loans. Management closely monitors each of these loans to identify opportunities where workout efforts or restructuring may improve borrowers' credit risk profiles to facilitate a return to accrual status for credits with sustained repayment histories. Loans categorized as 90 days past due and still accruing are well secured and in the process of collection. All nonperforming loans are reviewed regularly for collectibility and uncollectible balances are promptly charged off.

Management regularly evaluates the condition of problem credits and when reduced cash flows coupled with collateral shortfalls are evident, the loans are placed on nonaccrual. In addition, loans are generally placed on nonaccrual when principal or interest is past due ninety days or more. If management believes there is significant risk of not collecting full principal and interest, we may elect to place the loan on nonaccrual even if the borrower is current. Based on the reduced velocity of newly identified problem loans and remediation plans for existing problem loans, we anticipate other real estate owned to trend lower as the Bank manages through the remaining problem loan portfolio.

Other real estate owned ("OREO") is comprised primarily of commercial real estate properties and totaled \$3.4 million at December 31, 2012 compared to \$3.0 million at December 31, 2011. The increase at year-end 2012 results primarily from receipt of a negotiated deed in lieu from the owner of a commercial office building in December 2012. The property has a recorded \$1.1 million carrying value, net of estimated costs to sell, as supported by a current appraisal and signed purchase agreement from an existing tenant (i.e., buyer) who has been approved for purchase financing by another financial institution. The pending sale is expected to close by mid-year 2013. During 2012, proceeds of \$1.5 million were received on disposition of OREO properties resulting in net gains of \$56,000. In addition, valuation write-downs totaling \$262,000 were recognized to reflect fair value adjustments based

on current appraisals and/or management's determination of further impairment based on market conditions. During 2012, approximately \$2.1 million of new properties were transferred into OREO, inclusive of the commercial office building mentioned above. Nonperforming loans may move into OREO when the foreclosure process is initiated (i.e., as "in substance foreclosure") through the time in which the foreclosure process is completed and any redemption period expires or from the receipt of deeds in lieu of foreclosure.

Since 2007, the decline in real estate sales and valuations in southeast Michigan has significantly and adversely impacted the quality of the Corporation's portfolio of loans secured by real estate. In addition, during this time the local economies served by the Corporation have been adversely impacted by the restructuring of the automotive market and related industries which in turn, has caused our borrowers to experience declining revenues, diminished cash flows, and reduced collateral values in their businesses. Due to these factors and the prolonged troubled economy, real estate values in general have remained distressed. Consequently, due to the high concentration of the Corporation's loans that are secured by real estate, the Corporation has continued to experience elevated levels of nonperforming loans and impaired loans relative to historical levels prior to 2007.

Although management has specific, aggressive remediation plans for a majority of the Bank's remaining significant classified and criticized loans, execution of such plans will take some time and is, in many respects, dependent on external factors such as the borrowers' ability to repay their obligations and/or to meet performance criteria and the value of collateral securing those obligations, which in turn depend on macro and micro economic conditions including the pace of recovery in Southeast Michigan. Given the extent of the problem loans secured by real estate, these factors may delay remediation efforts and result in the Bank maintaining higher than anticipated balances of nonperforming loans and the impact of continued elevated provision for loan losses in the near future. Management continues to make oversight of these loans a priority.

At December 31, 2012, impaired loans totaled approximately \$22.9 million, of which \$14.6 million were assigned a specific reserve of \$1.7 million. Impaired loans without specific reserve allocations totaled \$8.3 million. A loan is considered impaired when it is probable that all or part of the amounts due according to contractual terms of the loan agreement will not be collected on a timely basis or the loan has been restructured and is classified as a troubled debt restructuring ("TDR"). Impairment is measured by comparing the Bank's recorded investment in the loan to the present value of expected future cash flows at the loan's effective interest rate, the fair value of the collateral less costs to sell, or the loan's observable market price. Impaired loans totaled \$25.1 million at December 31, 2011 and \$30.6 million at December 31, 2010. Impaired loans had specific reserves of \$2.9 million at December 31, 2011 and \$6.5 million at December 31, 2010.

Of the impaired loans reported at December 31, 2012, \$10.3 million were on nonaccrual status, based on management's assessment using criteria discussed above and \$13.5 million are commercial and commercial real estate loans identified as TDRs. All cash received on nonaccrual loans is applied to principal balance. Loans are considered for return to accrual status on an individual basis when all principal and interest amounts contractually due are brought current and future payments are reasonably assured. Interest income is recognized on TDRs pursuant to the criteria noted below.

A key component of our asset quality improvement initiative includes procedures intended to improve asset quality levels within the loan portfolio. Management develops specific workout strategies on all significant impaired loans to attempt to mitigate the extent of potential future loss by the Bank and to remediate nonperforming assets, where possible. Loan work out strategies may include the Bank's willingness to modify the terms of a loan to improve our ability to collect amounts due. The modified terms are intended to enable customers to mitigate the risk of foreclosure by creating payment schedules that provide for continued loan payment requirements based on their current cash flow ability. Common modifications utilized by the Bank may include one or more of the following: interest rate reductions, extension of amortization periods, and forbearance of interest and/or principal payments. Management may extend concessions (modifications) to troubled borrowers in exchange for the pledge of additional collateral and/or guarantors. Loan modifications are considered TDRs when the modification includes terms outside of normal lending practices (i.e., concessions) to a borrower who is experiencing financial difficulties.

The following table summarizes the troubled debt restructuring component of impaired loans at:

	December 31, 2012			December 31, 2011		
	<u>Accruing Interest</u>	<u>Nonaccrual</u>	<u>Total</u>	<u>Accruing Interest</u>	<u>Nonaccrual</u>	<u>Total</u>
	(in thousands)					
Current	\$ 13,087	\$ 8,338	\$ 21,425	\$ 4,392	\$ 11,059	\$ 15,451
Past due 30-89 days	-	163	163	-	376	376
Past due 90 days or more	201	1,718	1,919	-	2,252	2,252
Total troubled debt restructurings	<u>\$ 13,288</u>	<u>\$ 10,219</u>	<u>\$ 23,507</u>	<u>\$ 4,392</u>	<u>\$ 13,687</u>	<u>\$ 18,079</u>

Troubled debt restructured loans accrue interest if the borrower complies with the revised terms and conditions and has demonstrated sustained payment performance consistent with the modified terms for a minimum of six consecutive payment cycles after the restructuring date and if collection of future payments is reasonably assured.

If the economy weakens further and/or real estate values decline further, the provision for loan losses may continue to be impacted by the Bank's concentration in real estate secured loans. While we have carefully considered these factors when determining the level of reserves, it is difficult to accurately predict future economic events, especially in the current environment.

The loan portfolio is periodically reviewed by internal and external parties and the results of these reviews are reported to the Bank's Board of Directors. The purpose of these reviews is to verify proper loan documentation, to provide for the early identification of potential problem loans, to challenge and validate internal risk grades assigned by management, to monitor collateral values and to assist the Bank in evaluating the adequacy of the allowance for loan losses.

Allowance for Loan Losses

The allowance for loan losses totaled \$11.8 million at December 31, 2012 compared to \$12.7 million at December 31, 2011, a decrease of \$921,000. At December 31, 2010 the allowance balance was \$14 million. The allowance for loan losses represented 6.53%, 6.08%, and 5.92% of gross loans and provided a coverage ratio to nonperforming loans of 90.25%, 55.25%, and 45.27% at December 31, 2012, 2011 and 2010, respectively. Compared to the same prior year period, the increased coverage ratio at December 31, 2012 resulted primarily from a \$9.9 million (43.2%) decrease in nonperforming

loans for which partial charge-offs were recognized in previous years for collateral deficiencies and/or as work out strategies were formulated by management. Consequently, remediation of these nonperforming loans in 2012 utilized a relatively smaller portion of the overall allowance than that allocated to the remaining portfolio based on the Bank's elevated historical loss experience which further contributed to the increased coverage ratio at year-end 2012.

Management estimates the required allowance balance based on past loan loss experience, the nature and volume of the portfolio segments and concentrations, information about specific borrower situations, estimated collateral values, economic conditions and trends, and other factors. Allocations of the allowance are made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged off. Management continually analyzes portfolio risk to refine the process of effective risk identification and measurement for determination of what it believes is an adequate allowance for loan losses. When all of these factors were considered, management determined that the \$1.3 million provision for loan losses and resulting \$11.8 million allowance were appropriate as of and for the year ended December 31, 2012.

Given the significant portion of our loans that are secured by real estate, our portfolio continues to be sensitive to the weakened economic conditions in Southeast Michigan and the Bank's market area, and is especially impacted by depressed real estate values. In response, each quarter our portfolio management practices continue to analyze and quantify risk within all segments of our portfolio to ensure effective problem loan identification procedures. Our practice is to obtain updated appraisals on criticized loans secured by real estate and apply appropriate discounting practices based on perceived declines in market value.

Although updated appraisals received during more recent quarters indicated that property values for collateral on our impaired loans continue to be depressed, the appraisals did not reflect the extent of value erosion relative to that experienced in prior quarters. However, at present, the weak Michigan economy and elevated unemployment levels continue to delay signs of economic recovery in our market area. Consequently, we have continued to allocate reserves for these risk and uncertainties, resulting in reserves above normal levels.

If the economy weakens further and/or real estate values decline further, nonperforming loans may increase in subsequent quarters. Due to the uncertainty of future economic conditions and the decline in real estate values, the provision for loan losses for 2013 may continue to be impacted by the Bank's concentration in real estate secured loans. While we have considered these factors when determining the level of reserves, it is difficult to accurately predict the future economic events, especially in the current environment.

The allowance consists of specific and general components. The specific component relates to loans that are classified as nonaccrual or renegotiated. For such loans that are also classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan are lower than the carrying value of that loan. The general component covers non-classified loans and is based on historical loss experience, adjusted for qualitative factors used to reflect changes in the portfolio's collectability not captured by historical loss data.

The methodology for measuring the appropriate level of allowance and related provision for loan losses relies on several key elements, which include specific allowances for loans considered impaired, general allowances for non-impaired commercial loans based on our internal loan grading system, and general allocations based on historical trends for homogeneous loan groups with similar risk characteristics.

The general allowance allocated to non-impaired commercial loans was based on the internal risk grade of such loans and their assigned portfolio segment, as primarily determined based on underlying collateral; and, if real estate secured, the type of real estate. Each risk grade within a portfolio is assigned a loss allocation factor. The higher a risk grade, the greater the assigned loss allocation percentage. Accordingly, changes in the risk grades of loans affect the amount of the allowance allocation.

Our loss factors are determined based on our actual loss history by loan grade and adjusted for significant qualitative factors that, in management's judgment, affect the collectability of the portfolio at the analysis date. We use a rolling 12 quarter net loss history as the base for our computation which is weighted to give emphasis to more recent quarters.

Groups of homogeneous noncommercial loans, such as residential real estate loans, home equity and home equity lines of credit, and consumer loans receive allowance allocations based on the loan type, primarily determined based on historical loss experience rather than by risk grade. These allocations are adjusted for consideration of general economic and business conditions, credit quality and delinquency trends, collateral values, and recent loss experience for these similar pools of loans.

Although management evaluates the adequacy of the allowance for loan losses based on information known at a given point in time, as facts and circumstances change, the provision and resulting allowance may also change. While we believe that our allowance for loan loss analysis has identified all probable losses inherent in the portfolio at December 31, 2012, there can be no assurance that all losses have been identified or that the amount of the allowance is sufficient.

The following table sets forth loan balances and summarizes the changes in the allowance for loan losses and reserve for unfunded credit commitments, which is part of the Corporation's critical accounting policies, for each of the years ended December 31:

	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>
Loans:			(in thousands)		
Average daily balance of loans for the year	\$ 194,804	\$ 223,665	\$ 252,314	\$ 297,609	\$ 336,637
Amount of loans outstanding at end of year	180,191	208,844	235,938	274,046	315,817
Components:					
Allowance for loan losses					
Balance, beginning of year	\$ 12,690	\$ 13,970	\$ 18,665	\$ 14,122	\$ 10,314
Loans charged off:					
Commercial	3,778	7,362	10,751	10,730	11,170
Consumer	169	527	558	581	674
Real estate mortgage	86	417	574	619	261
Total charge offs	<u>4,033</u>	<u>8,306</u>	<u>11,883</u>	<u>11,930</u>	<u>12,105</u>
Recoveries to loans previously charged off:					
Commercial	1,677	618	1,029	462	370
Consumer	104	163	178	141	251
Real estate mortgage	6	45	6	7	14
Total recoveries	<u>1,787</u>	<u>826</u>	<u>1,213</u>	<u>610</u>	<u>635</u>
Net loans charged off	2,246	7,480	10,670	11,320	11,470
Additions to allowance charged to operations	<u>1,325</u>	<u>6,200</u>	<u>5,975</u>	<u>15,863</u>	<u>15,278</u>
Balance, end of year	11,769	12,690	13,970	18,665	14,122
Reserve for unfunded credit commitments					
Balance, beginning of year	300	300	300	316	739
Additions (reductions) to reserve charged to operations	-	-	-	(16)	(423)
Balance, end of year	<u>300</u>	<u>300</u>	<u>300</u>	<u>300</u>	<u>316</u>
Total allowance for loan losses and reserve for unfunded credit commitments	<u>\$ 12,069</u>	<u>\$ 12,990</u>	<u>\$ 14,270</u>	<u>\$ 18,965</u>	<u>\$ 14,438</u>
Ratios:					
Net loans charged off to average loans outstanding	1.15%	3.34%	4.23%	3.80%	3.41%
Allowance for loan losses to loans outstanding	6.53%	6.08%	5.92%	6.81%	4.47%

The following table shows charge offs by the type of loan collateral and percentage composition as of December 31:

Charge offs	<u>2012</u>		<u>2011</u>		<u>2010</u>		<u>2009</u>		<u>2008</u>	
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
	(dollars in thousands)									
Secured by real estate										
Residential first mortgage	\$ 517	12.8%	\$ 1,401	16.9%	\$ 868	7.3%	\$ 1,145	9.6%	\$ 773	6.4%
Residential home equity/other junior liens	172	4.3%	615	7.4%	395	3.3%	1,280	10.7%	413	3.4%
Construction and land development and farmland	481	11.9%	1,436	17.3%	4,547	38.3%	3,573	30.0%	7,649	63.2%
Commercial real estate	2,385	59.1%	4,070	49.0%	5,376	45.2%	3,889	32.6%	1,358	11.2%
Commercial	355	8.8%	628	7.5%	465	3.9%	1,599	13.4%	1,462	12.1%
Consumer and Other	123	3.1%	156	1.9%	232	2.0%	444	3.7%	450	3.7%
Total charge offs	<u>\$ 4,033</u>	<u>100.0%</u>	<u>\$ 8,306</u>	<u>100.0%</u>	<u>\$ 11,883</u>	<u>100.0%</u>	<u>\$ 11,930</u>	<u>100.0%</u>	<u>\$ 12,105</u>	<u>100.0%</u>

The following table presents the portion of the allowance for loan losses applicable to each loan category and the percent of loans in each category to total loans, as of December 31:

	<u>2012</u>		<u>2011</u>		<u>2010</u>		<u>2009</u>		<u>2008</u>	
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
	(dollars in thousands)									
Commercial	\$ 10,616	84.4%	\$ 10,720	85.9%	\$ 11,604	86.0%	\$ 16,520	86.1%	\$ 13,064	86.4%
Consumer	440	8.1%	1,129	7.0%	1,032	7.1%	1,138	6.9%	613	6.9%
Real estate mortgage	713	7.5%	841	7.1%	1,334	6.9%	1,007	7.0%	445	6.7%
Total	<u>\$ 11,769</u>	<u>100.0%</u>	<u>\$ 12,690</u>	<u>100.0%</u>	<u>\$ 13,970</u>	<u>100.0%</u>	<u>\$ 18,665</u>	<u>100.0%</u>	<u>\$ 14,122</u>	<u>100.0%</u>

The following table presents the portion of the reserve for unfunded credit commitments applicable to each loan category and the percent of the credit commitments in each category to total credit commitments, as of December 31:

	2012		2011		2010		2009		2008	
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
	(dollars in thousands)									
Commercial	\$ 204	50.7%	\$ 106	58.6%	\$ 95	57.1%	\$ 136	58.8%	\$ 76	62.5%
Consumer	96	49.3%	194	41.4%	205	42.9%	164	41.2%	240	37.5%
Real estate mortgage	-	-	-	-	-	-	-	-	-	-
Total	<u>\$ 300</u>	<u>100.0%</u>	<u>\$ 300</u>	<u>100.0%</u>	<u>\$ 300</u>	<u>100.0%</u>	<u>\$ 300</u>	<u>100.0%</u>	<u>\$ 316</u>	<u>100.0%</u>

Deposits

Deposits totaled \$287.7 million at December 31, 2012, an increase of \$4.0 million (1.4%) from December 31, 2011. Year-end deposit balances may fluctuate, therefore it is often more meaningful to analyze changes in average balances. Average deposits decreased \$2.6 million (0.9%) in 2012 compared to 2011. Average demand deposit balances increased \$6.1 million (7.5%) while average NOW, savings and money market deposit account (MMDA) balances, as a group, increased \$2.1 million (2.0%). During 2012 the Bank experienced an influx of non-interest bearing demand balances as primarily large depositors and municipalities continued to take advantage of the FDIC's extended and unlimited deposit insurance. Average certificates of deposit (CD's) decreased \$10.7 million (10.8%) in 2012 due to the Bank's management of CD renewal rates and limited special rates offered to single-service customers.

During 2011, average deposits decreased \$8.2 million (2.8%). Average demand deposit balances increased \$24.6 million (43.5%) while average NOW, savings, and MMDA balances, as a group, decreased \$15.3 million (12.7%). During 2011 the Bank experienced a shift in balances from NOW accounts to non-interest bearing demand accounts as primarily large depositors and municipalities took advantage of the FDIC's extended and unlimited deposit insurance. Average certificates of deposit decreased \$17.5 million (15.0%) due to the Bank's management of CD renewal rates and limited special rates offered to single-service customers.

The following table sets forth average deposit balances and the weighted average rates paid thereon for the years ended December 31:

	2012		2011		2010	
	Average Balance	Rate	Average Balance	Rate	Average Balance	Rate
	(dollars in thousands)					
Non-interest bearing demand	\$ 87,180	0.00%	\$ 81,115	0.00%	\$ 56,520	0.00%
NOW	29,181	0.02%	28,699	0.03%	48,946	0.16%
Savings	41,622	0.02%	41,621	0.10%	39,104	0.20%
MMDA	36,348	0.47%	34,730	0.62%	32,291	0.64%
Time deposits	88,359	1.03%	99,098	1.32%	116,587	1.83%
Total	<u>\$ 282,690</u>	<u>0.56%</u>	<u>\$ 285,263</u>	<u>0.55%</u>	<u>\$ 293,448</u>	<u>0.85%</u>

The majority of the Bank's deposits are from core customer sources, representing long-term relationships with local personal, business, and public customers. In some financial institutions, the presence of interest bearing certificates greater than \$100,000 indicates reliance upon purchased funds. However, large certificates in the Bank's portfolio consist primarily of core deposits of local customers. The average balance of brokered certificates was \$1.4 million and \$3.4 million in 2012 and 2011, respectively. Brokered deposits totaled \$1.1 million and \$3.4 million at December 31, 2012 and 2011, respectively. The decrease was due to the maturity of brokered deposits primarily issued under a negotiable master certificate comprised of individual deposits in the amount of \$1,000. None of these brokered certificates exceeded \$100,000 at December 31, 2012 or December 31, 2011.

See Note 8, "Time Certificates of Deposits" in Notes to Consolidated Financial Statements for the maturities of negotiated rate time deposits of \$100,000 or more outstanding at December 31, 2012.

Capital

The Corporation's capital at year end totaled \$7.4 million, a \$759,000 (11.5%) increase compared to capital of \$6.6 million at December 31, 2011, and \$10.1 million at December 31, 2010. Included in capital at December 31, 2012 is a \$202,000 unrealized net gain on investment securities available for sale.

Banking regulators have established various ratios of capital to assets to assess a financial institution's soundness. Tier 1 capital is equal to shareholders' equity adjusted for unrealized gains or losses accumulated in other comprehensive income while Tier 2 capital also includes a portion of the allowance for loan losses. The regulatory agencies have set capital standards for institutions. The leverage ratio, which divides Tier 1 capital by quarterly average assets, must be 4% for an institution to be considered adequately capitalized. The Bank's leverage ratio was 2.58% at year-end 2012. Tier 1 risk-based capital, which includes some off balance sheet items in assets and weights assets by risk, must be 4% for an institution to be considered adequately capitalized. The Bank's Tier 1 risk-based capital ratio was 3.71% at year-end 2012. Total risk-based capital, which includes Tier 1 and Tier 2 capital, must be 8% for an institution to be considered adequately capitalized. The Bank's total risk-based capital ratio was 5.02% at year-end 2012.

The following table lists various Bank capital ratios at December 31:

	Minimum Regulatory Ratio for Well Capitalized	Minimum Regulatory Ratio for Adequately Capitalized	Bank Ratios		
			2012	2011	2010
Average equity to average asset ratio	-	-	2.45%	2.96%	4.31%
Tier 1 leverage ratio	5.00%	4.00%	2.58%	2.44%	3.50%
Tier 1 risk-based capital	6.00%	4.00%	3.71%	3.18%	4.28%
Total risk-based capital	10.00%	8.00%	5.02%	4.49%	5.58%

As a result of the Consent Order issued to the Bank by the OCC on September 24, 2009, the Bank is subject to higher minimum capital ratios than those shown above. The Bank is required to maintain a Total risk-based capital ratio of 11% and a Tier 1 leverage ratio of 8.5%. As shown above, the Bank was not in compliance with these minimum ratios as of December 31, 2012. In addition, due to certain of the Bank's regulatory capital ratios declining below other minimum standards, the Bank is "significantly undercapitalized" for purposes of the OCC's Prompt Corrective Action ("PCA") enforcement powers. See Item 1, Business, Supervision and Regulation above for additional details.

As described within earlier portions of this Form 10-K filing, the Corporation completed the subscription phase of its offering of securities in a private placement to accredited investors on December 28, 2012. The closing of such transaction (the "Capital Raise") is subject to material conditions, including a condition regarding the existence and/or terms of any formal regulatory enforcement action against the Bank, and compliance by one or more investors with federal law applicable to the acquisition of "control" of a bank holding company. The satisfaction or waiver of these conditions is largely out of the control of the Corporation. If the conditions to the closing of such transaction are not satisfied or waived, the closing will not occur. In light of the existence of these conditions, a reader of this Annual Report should not make a decision regarding whether to invest in the Corporation based on an assumption that the Capital Raise will close.

If the Capital Raise closes as a result of the waiver of such conditions, there can be no assurances that the Bank will not continue to be subject to regulatory enforcement action, including the Consent Order, following the closing of such transaction. In light of the Bank's recent losses and deficient capital position at December 31, 2012, it is reasonable to anticipate continued and/or further regulatory enforcement action by either the OCC or FDIC, particularly if the Corporation is unsuccessful in closing the Capital Raise or otherwise raising additional capital.

Even if we do not become subject to more stringent regulatory requirements or restrictions, our current capital deficiencies and elevated levels of nonperforming assets may make it very difficult to continue as a going concern. As described elsewhere in this Form 10-K, we have established our allowance for loan losses at a level we currently believe, based on the data available to us, is sufficient to absorb expected losses in our loan portfolio. However, this process involves a very significant degree of judgment, is based on numerous different assumptions that are difficult to make and, by its nature, is inherently uncertain. Moreover, the performance of our existing loan portfolio is, in many respects, dependent on external factors such as our borrowers' ability to repay their loan obligations and the value of collateral securing those obligations, which in turn depend on macro and micro economic conditions including the pace of economic recovery in Southeast Michigan. If our loan portfolio performs worse than we currently expect, we may not have sufficient capital to absorb all of the losses, which could render us insolvent.

If the Corporation is unable to successfully close the Capital Raise transaction described above (or if the Capital Raise closes and it is subsequently determined that additional capital is needed), the Corporation's alternatives for additional capital will be limited. The ongoing liquidity concerns in the broader market and the loss of confidence in financial institutions will likely serve to increase our cost of funding and further limit our access to capital. We may not be able to raise the necessary capital on favorable terms, or at all. An inability to raise capital would likely have a materially adverse effect on our business, financial condition and results of operations.

In addition to the pending Capital Raise, management's future plans in response to the Bank's regulatory classification and the need to overcome current economic challenges are described more fully in Note 2 and Note 20 of the consolidated financial statements included in this Annual Report of the Corporation's 2012 Form 10-K filing.

The Corporation's ability to pay dividends is subject to various regulatory and state law requirements. In the third quarter of 2008 the Corporation suspended, indefinitely, the payment of dividends due to the Bank's inability to pay dividends to the holding company and insufficient cash at the holding company to pay the dividends.

Liquidity and Funds Management

Liquidity is managed to ensure stable, reliable and cost-effective sources of funds to satisfy demand for credit, deposit withdrawals and investment opportunities. Liquidity risk is the risk of the Corporation being unable to meet current and future financial obligations in a timely manner. To manage liquidity risk the Corporation relies primarily on a large, stable core deposit base, excess on-balance sheet cash positions and a readily marketable available for sale investment portfolio. Additionally, the Corporation has access to certain wholesale funding sources (as discussed below) to manage unexpected liquidity needs.

The Corporation identifies, measures and monitors its liquidity profile. The profile is evaluated daily, weekly and monthly by analyzing the composition of all funding sources, reviewing projected liquidity commitments by future month and identifying sources and uses of funds. A contingency funding plan is also prepared that details the potential erosion of funds in the event of a systemic financial market crisis or different levels of institution-specific stress. In addition, the overall management of the Corporation's liquidity position is integrated into retail deposit pricing policies to ensure a stable core deposit base.

Asset liquidity for financial institutions typically consists of cash and cash equivalents, certificates of deposits and investment securities available for sale. These categories totaled \$114.6 million at year-end 2012 or about 38.6% of total assets. This compares to \$82.5 million or about 28.3% of total assets at year-end 2011. Liquidity is important for financial institutions because of their need to meet loan funding commitments and depositor withdrawal requests. Liquidity can vary significantly on a daily basis based on customer activity.

The core deposit base is the primary source of the Corporation's liquidity. Management monitors rates at other financial institutions in the area to ascertain that its rates are competitive in the market. Management also attempts to offer a wide variety of products to meet the needs of its customers. The make-up of the Bank's "Large Certificates", which are generally considered to be more volatile and sensitive to changes in rates, consists principally of local depositors known to the Bank. The Bank had Large Certificates totaling approximately \$30.7 million and \$34.7 million at December 31, 2012 and December 31, 2011, respectively. The Bank had limited (non-core) brokered deposits of approximately \$1.1 million and \$3.4 million at December 31, 2012 and December 31, 2011, respectively. Due to the Bank's capital classification as "significantly undercapitalized" at December 31, 2012, these brokered deposits may not be renewed or additional brokered deposits issued without prior approval of the Federal Deposit Insurance Corporation ("FDIC"). See "Capital" section of this Management's Discussion and Analysis for further details.

Of the Corporation's available liquidity at December 31, 2012 and 2011 noted above, investment securities with a fair value of approximately \$69.4 million and \$30.2 million respectively, were pledged for borrowing availability on a line of credit from the Federal Home Loan Bank of Indianapolis, to secure public deposits, or for other purposes as required or permitted by law. The increase in pledged securities at year-end 2012 resulted from the Bank's pledge of additional investment securities to certain of its municipal deposit customers in response to expiration of the FDIC's unlimited deposit insurance on non-interest bearing transaction accounts at December 31, 2012.

The Corporation also has available unused wholesale sources of liquidity, including borrowing availability from the Federal Home Loan Bank of Indianapolis (FHLBI) and through the discount window of the Federal Reserve Bank of Chicago. In the past, the Corporation has also issued certificates of deposit through brokers.

The Corporation's liquidity could be adversely affected by both direct and indirect circumstances. An example of a direct event would be restrictions imposed by regulators due to factors such as deterioration in asset quality, a large charge to earnings, a decline in profitability or other financial measures. Examples of indirect events unrelated to the Corporation that could have an effect on the Corporation's access to liquidity would be terrorism or war, natural disasters, political events, or the default or bankruptcy of a major corporation, mutual fund or hedge fund. Similarly, market speculation or rumors about the Corporation or the banking industry in general may adversely affect the cost and availability of normal funding sources.

The Corporation maintains a liquidity contingency plan that outlines the process for addressing a potential liquidity crisis. The plan provides for an evaluation of funding sources under various market conditions. It also assigns specific roles and responsibilities for effectively managing liquidity through a problem period.

It is Bank management's intention to handle unexpected liquidity needs through its cash and cash equivalents, FHLBI borrowings, or Federal Reserve discount borrowings. At December 31, 2012, the Bank had a \$28.4 million line of credit available at the FHLBI for which the Bank has pledged investment securities and certain commercial and consumer loans secured by residential real estate as collateral. The Bank also had a \$6.2 million line of credit available at the Federal Reserve for which the Bank has pledged certain commercial loans as collateral. At December 31, 2012, the Bank had no borrowings outstanding against these lines of credit. In addition, during 2012, the Bank had no short-term borrowings on these lines of credit, or from other sources, for liquidity needs or other purposes.

Although the Bank has established these lines of credit, because of its significantly undercapitalized status, any borrowing requests are subject to review (i.e., for purpose and repayment ability) and approval by the FHLBI and Federal Reserve, respectively. Consequently, full borrowing availability under these existing lines may be restricted at the respective lender's discretion and terms may be limited or restricted. However, in the event the Bank would need additional funding and be unable to access either line of credit facility, management could act to remove the pledge of investment securities presently securing a portion of the FHLBI line of credit, thereby allowing such securities to be liquidated to provide further liquidity. If necessary, the Bank could also satisfy unexpected liquidity needs through liquidation of unpledged securities.

Contractual Obligations and Commitments

The following table lists significant fixed and determinable contractual obligations to third parties as of December 31, 2012:

	<u>Within One Year</u>	<u>One to Three Years</u>	<u>Three to Five Years</u>	<u>Over Five Years</u>	<u>Total</u>
	(in thousands)				
Deposits without a stated maturity ⁽¹⁾	\$ 204,846	\$ -	\$ -	\$ -	\$ 204,846
Consumer and brokered certificates of deposits ⁽²⁾	51,941	26,455	5,488	27	83,911
Operating leases ⁽³⁾	78	136	84	-	298
Purchase obligations ⁽⁴⁾	693	577	288	7	1,565

(1) Excludes interest.

(2) Includes interest on both fixed and variable rate obligations. The interest rate for variable rate obligations is based upon interest rates in effect at December 31, 2012. Future changes in market interest rates could materially affect the contractual amounts to be paid for variable rate obligations; there were no variable rate obligations outstanding at December 31, 2012.

(3) See Note 12, "Leases," in Notes to Consolidated Financial Statements.

(4) Purchase obligations relate to certain contractual payments for services provided for information technology and data processing.

The following table lists significant commitments by maturity date as of December 31, 2012:

	Within One Year	One to Three Years	Three to Five Years	Over Five Years	Total
	(in thousands)				
Commercial loans	\$ 7,114	\$ 104	\$ -	\$ -	\$ 7,218
Consumer loans	784	1	105	6,115	7,005
Standby letters of credit	10	-	-	-	10

Commitments to extend credit, including loan commitments, standby letters of credit, and commercial letters of credit do not necessarily represent future cash requirements, in that these commitments often expire without being drawn upon.

Quantitative and Qualitative Disclosures about Market Risk

The current economic outlook and its potential impact on the Bank and current interest rate forecasts are reviewed monthly to determine the potential impact on the Corporation's performance. Actual results are compared to budget in terms of growth and income. A yield and cost analysis is done to monitor interest margin. Various ratios are monitored including capital ratios and liquidity. Also, the quality of the loan portfolio is reviewed in light of the current allowance for loan losses, and the Bank's exposure to market risk is reviewed.

Interest rate risk is the potential for economic losses due to future rate changes and can be reflected as a loss of future net interest income and/or a loss of current market values. The Corporation's Asset/Liability Management Committee's (ALCO) objective is to measure the effect on net interest income and to adjust the balance sheet to minimize the inherent risk while at the same time maximizing income. Tools used by management include the standard GAP report which reflects the repricing schedule for various asset and liability categories and an interest rate shock simulation report. The Bank has no market risk sensitive instruments held for trading purposes. However, the Bank is party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers including commitments to extend credit and letters of credit. A commitment or letter of credit is not recorded as an asset until the instrument is exercised (see Note 19, "Financial Instruments with Off-Balance-Sheet Risk" in Notes to Consolidated Financial Statements).

The table below shows the scheduled maturity and repricing of the Corporation's interest sensitive assets and liabilities as of December 31, 2012:

	0-3 Months	4-12 Months	1-5 Years	5+ Years	Total
	(in thousands)				
Assets:					
Loans	\$ 77,062	\$ 59,313	\$ 43,384	\$ 432	\$ 180,191
Securities	7,155	10,563	38,643	17,004	73,365
Short term investments	197	-	-	-	197
Total assets	<u>\$ 84,414</u>	<u>\$ 69,876</u>	<u>\$ 82,027</u>	<u>\$ 17,436</u>	<u>\$ 253,753</u>
Liabilities:					
NOW, savings, and MMDA	\$ 38,731	\$ -	\$ -	\$ 70,336	\$ 109,067
Time deposits	16,705	34,636	31,468	27	82,836
Total liabilities	<u>\$ 55,436</u>	<u>\$ 34,636</u>	<u>\$ 31,468</u>	<u>\$ 70,363</u>	<u>\$ 191,903</u>
Rate sensitivity GAP:					
GAP for period	\$ 28,978	\$ 35,240	\$ 50,559	\$ (52,927)	
Cumulative GAP	28,978	64,218	114,777	61,850	
December 31, 2012 cumulative sensitive ratio	1.52	1.71	1.94	1.32	
December 31, 2011 cumulative sensitive ratio	1.59	1.43	1.80	1.21	

The preceding table sets forth the time periods in which earning assets and interest bearing liabilities will mature or may re-price in accordance with their contractual terms. The entire balance of NOW, savings, and MMDA are not categorized as 0-3 months, although they are variable rate products. Some of these balances are core deposits and are not considered rate sensitive. Allocations are made to time periods based on the Bank's historical experience and management's analysis of industry trends.

In the GAP table above, the short term (one year and less) cumulative interest rate sensitivity is 171% asset sensitive at year end and was 143% asset sensitive for the previous year.

Because of the Bank's asset sensitive position, if market interest rates increase, this positive GAP position indicates that the interest margin would be positively affected. However, GAP analysis is limited and may not provide an accurate indication of the impact of general interest rate movements on the net interest margin since repricing of various categories of assets and liabilities is subject to the Bank's needs, competitive pressures, and the needs of the Bank's customers. In addition, various assets and liabilities indicated as repricing within the same period may in fact reprice at different times within the period and at different rate indices. Due to these inherent limitations in the GAP analysis, the Corporation also utilizes simulation modeling, which measures the impact of upward and downward movements of interest rates on interest margin and indicates that a 100 basis point decrease in interest rates would reduce net interest income by approximately 1.74% in the first year, while a 200 basis point increase in interest rates would increase net interest income by approximately 10.28% in the first year. This is influenced by the assumptions regarding how quickly and to what extent liabilities will reprice with a change in interest rates.

Fair Value of Financial Instruments

We use fair value measurements to record adjustments to certain financial instruments and to determine fair value disclosures. Investment securities available for sale are recorded at fair value on a recurring basis. Additionally, from time to time, we may be required to record other assets at fair value on a nonrecurring basis, such as loans held for investment. These nonrecurring fair value adjustments typically involve application of lower of cost or market accounting or write-downs of individual assets. See Note 22, "Fair Value Measurements", in Notes to Consolidated Financial Statements for further information about the extent to which fair value is used to measure assets, the valuation methodologies used, and its impact on earnings.

Fair value represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A three-level hierarchy exists for disclosures of assets or liabilities recorded at fair value. The classification of assets within the hierarchy is based on whether the inputs to the valuation methodology used for measurement are observable or unobservable. Observable inputs reflect market-derived data or market-based information obtained from independent sources, while unobservable inputs reflect our estimates about market data. The three levels of the fair value hierarchy are as follows:

Level 1 – Valuation is based upon quoted prices for identical instruments traded in active markets. Level 1 instruments include securities traded in active markets, such as the New York Stock Exchange, as well as U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets.

Level 2 – Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques, such as matrix pricing, for which all significant assumptions are observable in the market. Level 2 instruments generally include U.S. government and agency securities, U.S. government and agency mortgage-backed securities, municipal bonds and preferred stocks.

Level 3 – Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect our own estimates of assumptions market participants would use in pricing the asset or liability. Valuation techniques include use of discounted cash flow models and similar techniques.

For assets recorded at fair value, it is management's intention to maximize the use of observable inputs and minimize the use of unobservable inputs when developing fair value measurements. When available, quoted market prices are used to measure fair value. If market prices are not available, fair value measurement is based on models that use primarily market-based or independently-sourced market parameters, including interest rate yield curves, prepayment speeds, and option volatilities. Substantially all of our asset valuations use either of the foregoing methodologies, collectively Level 1 and Level 2 measurements, to determine fair value adjustments recorded to our financial statements. However, in certain cases, when market observable inputs for model-based valuation techniques may not be available, we are required to make judgments about assumptions market participants would use in estimating the fair value of the asset or liability.

The degree of management judgment involved in determining the fair value of a financial instrument is dependent upon the availability of quoted market prices or observable market parameters. For assets that trade actively and have quoted market prices or observable market parameters, there is minimal subjectivity involved in measuring fair value. When observable market prices and parameters are not fully available, management judgment is necessary to estimate fair value. In addition, changes in market conditions may reduce the availability of quoted prices or observable data. For example, reduced liquidity in the capital markets or changes in secondary market activities could result in observable market inputs becoming unavailable. When significant adjustments are required to available observable inputs, it may be appropriate to utilize an estimate based primarily on unobservable inputs. When an active market for a security does not exist, the use of management estimates that incorporate current market participant expectations of future cash flows, and include appropriate risk premiums, is acceptable.

At December 31, 2012, \$72.6 million or 24.4% of total assets consisted of assets recorded at fair value on a recurring basis. Assets for which fair values were measured using significant Level 3 inputs represented 2.8% of these assets (0.7% of total assets). The remaining assets measured at fair value on a recurring basis were measured using valuation methodologies involving market-based or market-derived information, which are Level 2 measurements, determined mainly with the assistance of independent pricing services.

Our asset valued on a recurring basis using Level 3 measurements was a non-agency collateralized mortgage obligation (CMO). This asset remains classified as a Level 3 measurement because significant inputs to the valuation are unobservable, largely due to reduced levels of market liquidity. The nature of the underlying collateral securing this asset and information regarding the inputs and assumptions used in estimating its fair value are discussed further in Note 3, "Investment Securities" in Notes to Consolidated Financial Statements.

RESULTS OF OPERATIONS

In 2012 net income was \$329,000 reflecting increased profitability of \$3.9 million compared to the net loss of \$3.6 million in 2011. The net loss in 2011 decreased by \$320,000 compared to the net loss of \$3.9 million reported in 2010.

The ratio of net income (loss) to average shareholders' equity and to average total assets, for the years ended December 31 follows:

	2012	2011	2010	2009	2008
Net income (loss) as a percent of:					
Average common equity	4.79%	-40.81%	-29.25%	-64.62%	-34.92%
Average total assets	0.11%	-1.21%	-1.26%	-3.75%	-3.23%

Net Interest Income

Net interest income is the difference between interest earned on loans, securities and other earning assets and interest paid on deposits and borrowed funds. In the following tables, the interest earned on investments and loans is expressed on a fully taxable equivalent (FTE) basis. Tax exempt interest is increased to an amount comparable to interest subject to federal income taxes in order to properly evaluate the effective yields earned on earning assets. The tax equivalent adjustment is based on a federal income tax rate of 34%.

The Federal Reserve Bank target federal funds rate has remained 0.25% since December 2008. This continued and current rate environment had a favorable impact on our net interest margin during 2010 and 2009, which partially offset the adverse impact of declining levels of average interest earning assets and lower yields. However, in 2011 and especially in 2012, the current rate environment had an unfavorable net impact on our net interest margin as earning asset yields decreased by a greater factor than yields paid on our deposits.

The following yield analysis shows that the Corporation's net interest margin decreased 38 basis points in 2012 primarily as a result of a 55 basis point decrease in yield on earning assets, partially offset by a decrease in the cost of interest bearing deposits of 21 basis points. In 2011, the interest margin decreased 7 basis points as a result of a decrease of 38 basis points in yield earning assets, partially offset by a decrease in the cost of interest bearing deposits of 28 basis points.

The following table shows the daily average balances for major categories of interest earning assets and interest bearing liabilities, interest earned (on a taxable equivalent basis) or paid, and the effective rate or yield, for the three years ended December 31:

Yield Analysis of Consolidated Average Assets and Liabilities

	2012			2011			2010		
	Average Balance	Interest	Yield/Rate	Average Balance	Interest	Yield/Rate	Average Balance	Interest	Yield/Rate
(in thousands)									
Assets:									
<i>Interest earning assets:</i>									
Short term investments	\$ 197	\$ 0.5	0.23%	\$ 196	\$ 0.6	0.30%	\$ 124	\$ 0.1	0.10%
Securities: Taxable	62,017	1,025.4	1.65%	34,645	1,012.6	2.92%	15,715	791.0	5.03%
Tax-exempt ⁽¹⁾	1,142	69.9	6.12%	5,884	360.6	6.13%	6,755	411.9	6.10%
Commercial loans ⁽²⁾⁽³⁾	166,596	8,795.1	5.28%	192,739	10,001.4	5.19%	216,858	11,364.9	5.24%
Consumer loans ⁽²⁾⁽³⁾	14,166	716.3	5.06%	15,509	819.3	5.28%	17,600	996.3	5.66%
Mortgage loans ⁽²⁾⁽³⁾	14,042	507.3	3.61%	15,417	651.2	4.22%	17,856	836.0	4.68%
Total earning assets and total interest income	258,160	\$ 11,114.5	4.31%	264,390	\$ 12,845.7	4.86%	274,908	\$ 14,400.2	5.24%
Cash and due from banks	33,330			31,660			31,662		
All other assets	12,362			13,529			17,734		
Allowance for loan losses	(12,273)			(13,531)			(15,239)		
Total assets	<u>\$ 291,579</u>			<u>\$ 296,048</u>			<u>\$ 309,065</u>		
Liabilities and Shareholders' Equity:									
<i>Interest bearing deposits:</i>									
NOW	\$ 29,181	\$ 6.2	0.02%	\$ 28,699	\$ 7.8	0.03%	\$ 48,946	\$ 77.7	0.16%
Savings	41,622	9.5	0.02%	41,621	41.1	0.10%	39,104	77.6	0.20%
MMDA	36,348	169.2	0.47%	34,730	214.3	0.62%	32,291	208.2	0.64%
Time deposits	88,359	907.2	1.03%	99,098	1,308.2	1.32%	116,587	2,131.4	1.83%
Other borrowings	-	-	-	-	-	-	-	-	-
FHLBI long term advances	-	-	-	-	-	-	16	1.2	7.39%
Total interest bearing liabilities and total interest expense	195,510	<u>1,092.1</u>	0.56%	204,148	<u>1,571.4</u>	0.77%	236,944	<u>2,496.1</u>	1.05%
Noninterest bearing deposits	87,180			81,115			56,520		
All other liabilities	2,026			2,030			2,295		
Shareholders' equity	<u>6,863</u>			<u>8,755</u>			<u>13,306</u>		
Total liabilities and shareholders' equity	<u>\$ 291,579</u>			<u>\$ 296,048</u>			<u>\$ 309,065</u>		
Interest spread			<u>3.75%</u>			<u>4.09%</u>			<u>4.19%</u>
Net interest income-FTE		<u>\$ 10,022.4</u>			<u>\$ 11,274.3</u>			<u>\$ 11,904.1</u>	
Net interest margin			<u>3.88%</u>			<u>4.26%</u>			<u>4.33%</u>

(1) Average yields in the above table have been adjusted to a tax-equivalent basis using a 34% tax rate and exclude the effect of any unrealized market value adjustments included in other comprehensive income recorded under ASC Topic 320, *Investments – Debt and Equity Securities*.

(2) For purposes of the computation above, average non-accruing loans of \$19.9 million in 2012, \$28.1 million in 2011 and \$34.0 million in 2010 are included in the average daily balance.

(3) Interest on loans includes origination fees totaling \$70,000 in 2012, \$85,000 in 2011 and \$91,000 in 2010.

Tax equivalent interest income in each of the three years includes loan origination fees. A substantial portion of such fees is deferred for recognition in future periods.

The following table sets forth the effects of volume and rate changes on net interest income on a taxable equivalent basis. The change in interest due to changes in both volume and rate has been allocated to the change due to volume and the change due to rate in proportion to the relationship of the absolute dollar amounts of the change in each:

	Year ended December 31, 2012 compared to Year ended December 31, 2011			Year ended December 31, 2011 compared to Year ended December 31, 2010		
	Amount of Increase (Decrease) Due to Change in					
	(in thousands)					
	Volume	Average Rate	Total Amount of Increase/ (Decrease)	Volume	Average Rate	Total Amount of Increase/ (Decrease)
Interest Income:						
Short term investments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Certificates of deposit	-	-	-	-	-	-
Securities:						
Taxable	800	(787)	13	953	(731)	222
Tax exempt	(291)	-	(291)	(53)	2	(51)
Loans	(1,485)	32	(1,453)	(1,497)	(229)	(1,726)
Total interest income	<u>\$ (976)</u>	<u>\$ (755)</u>	<u>\$ (1,731)</u>	<u>\$ (597)</u>	<u>\$ (958)</u>	<u>\$ (1,555)</u>
Interest Expense:						
Interest bearing deposits:						
NOW, savings & MMDA	\$ 5	\$ (84)	\$ (79)	\$ (46)	\$ (54)	\$ (100)
Time deposits	(141)	(259)	(400)	(320)	(504)	(824)
Other borrowings	-	-	-	-	-	-
FHLBI advances	-	-	-	(1)	-	(1)
Total interest expense	<u>\$ (136)</u>	<u>\$ (343)</u>	<u>\$ (479)</u>	<u>\$ (367)</u>	<u>\$ (558)</u>	<u>\$ (925)</u>
Net interest income (FTE)	\$ (840)	\$ (412)	\$ (1,252)	\$ (230)	\$ (400)	\$ (630)

Tax equivalent net interest income decreased \$1.3 million in 2012. The decrease was the result of a \$1.7 million decrease in interest income partially offset by a \$479,000 decrease in interest expense. The decrease in interest income is attributable to a decrease in average earning assets of \$6.2 million during the year and a decrease of 55 basis points in the interest rate earned on assets. The decrease in interest expense is due to the decrease in average interest bearing liabilities of \$8.6 million combined with a decrease in rates paid of 21 basis points.

Tax equivalent loan interest income was \$1.5 million lower in 2012 than the previous year. The decrease was due to a decrease in average balances of \$28.9 million in 2012 as aggregate loan yields in 2012 and 2011 were relatively comparable. In addition, the elevated level and percentage of nonperforming loans relative to performing loans during 2012 and 2011 negatively impact loan interest income. In 2011, tax equivalent loan interest was \$1.7 million lower than 2010 due to a decrease of 10 basis points in the rate of interest earned on loans combined with a decrease in average balances of \$28.6 million in 2011.

Income on taxable securities increased \$13,000 in 2012 due to an increase in average balances of \$27.4 million combined with a decrease of 127 basis points in yield. Tax equivalent income on tax-exempt bonds decreased \$291,000 in 2012 due to a decrease of \$4.7 million in average balances combined with a decrease of 1 basis point in yield.

The interest cost for NOW, savings and MMDA accounts decreased \$79,000 because the interest rate paid was 8 basis points lower offset by average balances that increased by \$2.1 million. Interest on time deposits decreased \$400,000 as a result of a decrease in average balances of \$10.7 million combined with a decrease in interest rate of 29 basis points.

During 2012, net interest margin (tax equivalent basis) fell from 4.26% reported at December 31, 2011 to 3.88% for the year ended December 31, 2012.

In 2011, tax equivalent net interest income decreased \$630,000. The decrease was the result of a \$1.6 million decrease in interest income partially offset by a \$925,000 decrease in interest expense. The decrease in interest income is attributable to a decrease in average earning assets of \$10.5 million during the year and a decrease of 38 basis points in the interest rate earned on assets. The decrease in interest expense is due to the decrease in average interest bearing funds of \$32.8 million combined with a decrease in rates paid of 28 basis points.

The following table shows the composition of average earning assets and interest paying liabilities for the years ended December 31:

	<u>2012</u>	<u>2011</u>	<u>2010</u>
As a percent of average earning assets:			
Loans	75.46%	84.60%	91.78%
Securities	24.46%	15.33%	8.18%
Certificates of deposit	-	-	-
Short term investments	0.08%	0.07%	0.04%
Average earning assets	<u>100.00%</u>	<u>100.00%</u>	<u>100.00%</u>
NOW, savings, & MMDA	41.51%	39.73%	43.78%
Time deposits	34.23%	37.48%	42.41%
Other borrowing	0.00%	0.01%	-
FHLBI advances	-	-	0.01%
Average interest bearing liabilities	<u>75.74%</u>	<u>77.22%</u>	<u>86.20%</u>
Earning asset ratio	88.54%	89.31%	88.95%
Free-funds ratio	24.27%	22.78%	13.80%

Provision for Loan Losses

The provision for loan losses totaled \$1.3 million in 2012 compared to \$6.2 million in 2011 and \$6.0 million in 2010. At year end, the ratio of the allowance for loan loss to total loans was 6.53%, compared to 6.08% in 2011 and 5.92% in 2010. Additional discussion regarding the provision for loan losses and the related allowance can be found under “Loans” in this Item 7.

Noninterest Income

Noninterest income for the year ended December 31, 2012 increased \$9,000 compared to 2011. The components of noninterest income are shown in the table below:

	<u>December 31,</u>		
	<u>2012</u>	<u>2011</u>	<u>2010</u>
	(in thousands)		
Service charges and fees on deposits	\$ 1,537	\$ 1,483	\$ 1,797
Other fees	1,236	1,165	1,157
Trust income	178	202	239
Gain(loss) on available for sale securities	(3)	337	329
Gain on sale of loans	319	71	-
Gain on sale of property held-for-sale	-	-	30
Other	1	1	2
Total	<u>\$ 3,268</u>	<u>\$ 3,259</u>	<u>\$ 3,554</u>

The current year increase in service charges on deposits and other fees correlates, in part, with our restructuring of the Bank’s suite of deposit products in late 2011. The changes were designed to provide more competitive services to our customers while creating greater potential for the Bank to realize additional fee income based on customer account utilization and activity levels. The resulting increase in service charges and fees on deposit accounts primarily related to adjustments applied to our customers’ recurring use of the Bank’s overdraft protection service which generated higher NSF fee income. Other fees increased due to check printing fees charged to a greater number of customers, increased fees earned on ATM transactions and increased network volumes which generated increased inter-change fee income relative to 2011. These increases were partially offset by lower fees, service charges and penalties assessed to borrowers as the overall loan portfolio continued to shrink in 2012. Trust income decreased in 2012 due to continued run-off in customer accounts and account balances coupled with limited new business opportunities.

In 2012, the Corporation incurred a \$3,000 loss on the sale of one municipal security which was sold due to the perceived credit risk of the issuer. In 2011, the Corporation recognized \$337,000 of net securities gains comprised of a \$76,000 other-than temporary impairment loss on a non-government agency CMO security and \$413,000 of gains on sales of tax-exempt municipal bonds and US agency CMOs and mortgage backed securities. The 2011 investment sales enabled the Corporation to recognize gains related to the current interest rate environment, including gains on tax-exempt municipal bonds which provided no tax benefit to the Corporation. In addition, sales also reduced credit risk related to certain municipal securities held in the portfolio. Management reinvested substantially all proceeds from the December 2011 security sales into other U.S. agency mortgage backed securities during February 2012. In 2010, gains on the sale of securities totaled \$329,000 and resulted from management’s decision to restructure a portion of its available for sale portfolio (i.e., limiting exposure to FNMA and FHLMC and purchasing GNMA bonds) and improve risk-based capital weightings, while recognizing gains. The Corporation also recognized gains of \$319,000 and \$71,000 on sales of the guaranteed portions of loans originated under the federal government’s SBA program in 2012 and 2011, respectively.

Noninterest Expense

Noninterest expense for the year ended December 31, 2012 decreased \$63,000 compared to 2011. The components of noninterest expense are shown in the table below:

	December 31,		
	2012	2011	2010
		(in thousands)	
Salaries and employee benefits	\$ 4,962	\$ 4,840	\$ 5,100
Occupancy expense	796	913	1,048
Equipment expense	335	355	338
Professional and service fees	1,728	1,602	1,826
Loan collection and foreclosed property expense	661	539	690
Computer service fees	452	492	456
Computer software amortization expense	79	233	255
FDIC assessment fees	1,014	1,096	1,429
Insurance expense	575	564	681
Printing and supplies	176	162	147
Director fees	61	79	64
Net (gain) loss on sale/writedwon of OREO and repossessions	206	273	379
Other	645	605	733
Total	<u>\$ 11,690</u>	<u>\$ 11,753</u>	<u>\$ 13,146</u>

The most significant component of our noninterest expense is salaries and employee benefits. The 2012 increase in salaries and employee benefits resulted primarily from staffing enhancements within our credit department, including: a full year of expense for the Bank's Chief Credit Officer who was hired in the 4th quarter of 2011, the hiring of a collections specialist in May 2012 and a credit administration manager hired in July 2012. These hires were made to ensure the Bank has appropriate personnel with sufficient experience, training and authority to execute safe and sound banking practices with respect to asset quality. Partially offsetting these salary increases, the Bank received a credit in the first quarter of 2012 to adjust previously estimated group medical insurance premiums related to 2011.

Occupancy expense decreased primarily due to the warmer weather experienced in the first quarter of 2012, which lowered snow removal expense and utility costs. Equipment expense decreased in 2012 due to elevated vehicle repair expenses incurred during the same prior year periods.

Professional and service fees increased primarily due to elevated consulting expenses incurred in our efforts to recapitalize the Corporation, including a special loan review engagement performed for investor due diligence, continued tax research related to preservation of the Corporation's net operating loss carry forward, and other consulting fees for third-party validation and review of the Bank's allowance for loan loss methodology and asset liability management model.

Loan collection and foreclosed property expenses include collection costs related to nonperforming and delinquent loans, including costs incurred to protect the Bank's interest in collateral securing problem loans prior to taking title to the property, appraisal expenses and carrying costs related to other real estate. These expenses increased due to additional appraisal expense incurred for certain loans migrating to special mention status during the second quarter of 2012 and elevated OREO expenses paid to a third-party management company to operate a (hotel) property on behalf of the Bank during 2012.

Computer software amortization expense decreased as a result of our core system software becoming fully amortized in the second quarter of 2012.

FDIC assessments decreased in 2012 as the Bank benefitted from the FDIC's revised assessment base which was implemented in April 2011 and the Bank's reduced average asset size relative to the same prior year periods.

For the year ended December 31, 2012, the Bank sold fourteen OREO properties for a net gain of \$56,000 and recorded valuation write downs on nine OREO properties for \$262,000. Losses incurred on OREO sales and valuation write downs decreased from 2011 primarily due to greater stabilization of real estate values experienced in the Bank's market area and effective marketing efforts on sold properties.

Other expenses increased in 2012 primarily due to losses resulting from fraudulent debit card activity, an ATM skimming incident and other losses at two branch locations. In addition, community contribution expenses in 2012 exceeded prior periods due to the Bank's support of greater community activities/initiatives and efforts to foster new business opportunities.

Federal Income Tax Expense (Benefit)

Income tax expense (benefit) was (\$104,000), \$0, and \$57,000 in 2012, 2011 and 2010, respectively. We maintained valuation allowances of \$11.5 million, \$11.7 million, and \$10.4 million at year-end 2012, 2011 and 2010 respectively, due to the uncertainty of future taxable income necessary to fully realize the recorded net deferred tax asset. The effective tax rate was 23.3%, 0.00%, and 1.49% in 2012, 2011 and 2010, respectively. For further information, see Note 10, "Federal Income Taxes," in Notes to Consolidated Financial Statements.

Critical Accounting Policies

Our accounting and reporting policies are in accordance with accounting principles generally accepted within the United States of America and conform to general practices within the banking industry. The preparation of our consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. Material estimates that are particularly susceptible to significant change in the near term relate to the valuation of investment securities, determination of the allowance for loan losses and accounting for income taxes, and actual results could differ from those estimates. Management has reviewed these critical accounting policies with the Audit Committee of our Board of Directors.

Valuation of Investment Securities

See Notes 1(c), 3 and 22 in Notes to Consolidated Financial Statements for a discussion of our policies for valuing investment securities. Other-than-temporary impairment (OTTI) analyses are conducted on a quarterly basis or more frequently if a potential loss-triggering event occurs. Our evaluation considers various qualitative and quantitative factors regarding each investment category, including if investment securities were U.S. Government issued, the credit rating on the securities, credit outlook, payment status and financial condition, the length of time a security has been in a loss position, the size of the loss position and other meaningful information. In addition, with respect to our non-government agency CMO security, management regularly completes a cash flow analysis with the assistance of a third party specialist. The analysis considers assumptions regarding voluntary prepayment speed, default rate, and loss severity using the CMO's original yield as the discount rate.

For debt securities, we distinguish between the credit and noncredit components of an OTTI event. The credit component of an OTTI charge is the difference between the present value of the cash flows expected to be collected and the amortized cost basis of the debt security. If we do not intend to sell the security and it is more likely than not that we will not have to sell the security before the anticipated recovery of the remaining amortized cost basis, the credit component of the OTTI charge is recognized in earnings and the remaining portion in other comprehensive income. If either of the above criteria is met, the entire difference between the amortized cost and fair value is recognized in earnings.

Allowance for Loan Losses

Our methodology for determining the allowance and related provision for loan losses and reserve for unfunded credit commitments is described above in "Financial Condition – Loans." In particular, this area of accounting requires a significant amount of judgment because a multitude of factors can influence the ultimate collection of a loan or other type of credit. Should the factors noted above and as described in Note 1, "Summary of Significant Accounting Policies," in Notes to Consolidated Financial Statements, differ from our assumptions (for example, an increase in past due loans, deterioration of the economy), our allowance for loan losses would likely be adversely impacted. It is extremely difficult to precisely measure the amount of losses that may be inherent in our loan portfolio. We attempt to accurately quantify the necessary allowance and related provision for loan losses, but there can be no assurance that our modeling process will successfully identify all of the losses inherent in our loan portfolio. As a result, we could record future provisions for loan losses that may be significantly different from the levels that we have recorded.

Accounting for Income Taxes

We account for income taxes using the asset and liability method which results in two components of income tax expense, current and deferred. (Income taxes are also discussed in more detail in Note 10, "Income Taxes," in Notes to Consolidated Financial Statements). Accrued income taxes represent the net estimated amount currently due to or to be received from taxing authorities. In estimating accrued income taxes, management assesses the relative merits and risks of the appropriate tax treatment of transactions taking into account statutory, judicial and regulatory guidance in the context of our tax position. Deferred tax assets and liabilities represent differences between when a tax benefit or expense is recognized for financial reporting purposes and on our tax return. Deferred tax assets are periodically assessed for recoverability. We record a valuation allowance if we believe, based on available evidence, that it is "more likely than not" that the future tax assets recognized will not be realized before their expiration. The amount of the deferred tax asset recognized and considered realizable could be reduced if projected taxable income is not achieved due to various factors such as unfavorable business conditions. If projected taxable income is not expected to be achieved, we record a valuation allowance to reduce our future tax assets to the amount that we believe can be realized in our future tax returns.

It is our policy to evaluate the realizability of deferred tax assets related to unrealized losses on available for sale debt securities separately from our other deferred tax assets when we have the intent and ability to hold the security to recovery (maturity, if necessary). Because the future taxable income implicit in the recovery of the basis of available for sale debt securities for financial reporting purposes will offset the deductions underlying the deferred tax asset, a valuation allowance would generally not be necessary, even in cases where a valuation allowance might be necessary related to our other deferred tax assets.

Deferred tax assets and liabilities are calculated based on tax rates expected to be in effect in future periods. Previously recorded tax assets and liabilities are adjusted when the expected date of the future event is revised based upon current information. We may record a liability for unrecognized tax benefits related to uncertain tax positions taken on our tax returns for which there is less than a 50% likelihood of being recognized upon a tax examination. Interest and penalties, to the extent applicable, are recorded in income tax expense.

Impact of New Accounting Standards

See Note 27, "New Accounting Standards," in Notes to Consolidated Financial Statements for discussion of new accounting standards and their impact.

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

Included in Management's Discussion and Analysis of Financial Condition and Results of Operations.

Item 8. Financial Statements and Supplementary Data.

Index to Consolidated Financial Statements:	Page
Report of Independent Registered Public Accounting Firm	34
Consolidated Balance Sheets	35
Consolidated Statements of Operations	36
Consolidated Statements of Comprehensive Income (Loss)	37
Consolidated Statements of Shareholders' Equity	38
Consolidated Statements of Cash Flows	39
Notes to Consolidated Financial Statements	40



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Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders
FNBH Bancorp, Inc.
Howell, Michigan

We have audited the accompanying consolidated balance sheets of FNBH Bancorp, Inc. as of December 31, 2012 and 2011, and the related consolidated statements of operations, comprehensive income (loss), shareholders' equity and cash flows for each of the three years in the period ended December 31, 2012. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Corporation is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of FNBH Bancorp, Inc. at December 31, 2012 and 2011, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

The Corporation's subsidiary bank ("Bank") is significantly undercapitalized under regulatory capital guidelines and, during 2009, the Bank entered into a consent order regulatory enforcement action ("consent order") with its primary regulator, the Office of the Comptroller of the Currency. The consent order requires management to take a number of actions, including, among other things, increasing and maintaining its capital levels at amounts in excess of the Bank's current capital levels. As discussed in Note 20, the Bank has not yet met the higher capital requirements and is therefore not in compliance with the consent order. As a result of the uncertain potential impact of future regulatory actions, circumstances exist that raise substantial doubt about the Corporation's ability to continue as a going concern. Management's plans in regard to these matters are described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ BDO USA, LLP

Grand Rapids, Michigan
April 1, 2013

FNBH Bancorp, Inc.
Consolidated Balance Sheets

	December 31, 2012	December 31, 2011
(in thousands, except share amounts)		
Assets		
Cash and due from banks	\$ 41,824	\$ 50,020
Short term investments	197	197
Total cash and cash equivalents	42,021	50,217
Investment securities:		
Investment securities available for sale, at fair value	72,586	32,325
FHLBI and FRB stock, at cost	779	779
Total investment securities	73,365	33,104
Loans held for investment:		
Commercial	152,152	179,381
Consumer	14,582	14,674
Real estate mortgage	13,457	14,789
Total loans held for investment	180,191	208,844
Less allowance for loan losses	(11,769)	(12,690)
Net loans held for investment	168,422	196,154
Premises and equipment, net	7,211	7,494
Other real estate owned, held for sale	3,427	3,026
Accrued interest and other assets	2,425	2,085
Total assets	\$ 296,871	\$ 292,080
Liabilities and Shareholders' Equity		
Liabilities		
Deposits:		
Demand (non-interest bearing)	\$ 95,779	\$ 83,506
NOW	29,501	27,723
Savings and money market	79,566	77,291
Time deposits	81,716	91,756
Brokered certificates of deposit	1,120	3,376
Total deposits	287,682	283,652
Other borrowings	148	60
Accrued interest, taxes, and other liabilities	1,672	1,758
Total liabilities	289,502	285,470
Shareholders' Equity		
Preferred stock, no par value. Authorized 30,000 shares; no shares issued and outstanding	-	-
Common stock, no par value. Authorized 11,000,000 shares at December 31, 2012 and 7,000,000 shares at December 31, 2011; 454,327 shares issued and outstanding at December 31, 2012 and 453,553 shares issued and outstanding at December 31, 2011	7,202	7,082
Retained earnings (deficit)	(496)	(825)
Deferred directors' compensation	461	577
Accumulated other comprehensive income (loss)	202	(224)
Total shareholders' equity	7,369	6,610
Total liabilities and shareholders' equity	\$ 296,871	\$ 292,080

See accompanying notes to consolidated financial statements.

FNBH BANCORP, INC. AND SUBSIDIARIES
Consolidated Statements of Operations

	Year Ended December 31,		
	2012	2011	2010
	(in thousands, except per share amounts)		
Interest and dividend income:			
Interest and fees on loans	\$ 9,990	\$ 11,434	\$ 13,153
Interest and dividends on investment securities:			
U.S. Treasury, agency securities and CMOs	998	989	771
Obligations of states and political subdivisions	48	245	282
Other securities	26	23	20
Interest on short term investments	2	1	1
Total interest and dividend income	<u>11,064</u>	<u>12,692</u>	<u>14,227</u>
Interest expense:			
Interest on deposits	1,092	1,571	2,495
Interest on other borrowings	-	-	1
Total interest expense	<u>1,092</u>	<u>1,571</u>	<u>2,496</u>
Net interest income	<u>9,972</u>	<u>11,121</u>	<u>11,731</u>
Provision for loan losses	<u>1,325</u>	<u>6,200</u>	<u>5,975</u>
Net interest income after provision for loan losses	<u>8,647</u>	<u>4,921</u>	<u>5,756</u>
Noninterest income:			
Service charges and other fee income	2,773	2,648	2,954
Trust income	178	202	239
Net gain (loss) on available for sale securities	(3)	336	329
Gain on sale of loans	319	72	-
Other	1	1	32
Total noninterest income	<u>3,268</u>	<u>3,259</u>	<u>3,554</u>
Noninterest expense:			
Salaries and employee benefits	4,962	4,840	5,100
Net occupancy expense	796	913	1,048
Equipment expense	335	355	338
Professional and service fees	1,728	1,602	1,826
Loan collection and foreclosed property expenses	661	539	690
Computer service fees	452	492	456
Computer software amortization expense	79	233	255
FDIC assessment fees	1,014	1,096	1,429
Insurance	575	564	681
Printing and supplies	176	162	148
Director fees	61	79	64
Net loss on sale/writedown of OREO and repossessions	206	273	379
Other	645	605	732
Total noninterest expense	<u>11,690</u>	<u>11,753</u>	<u>13,146</u>
Income (loss) before federal income taxes	<u>225</u>	<u>(3,573)</u>	<u>(3,836)</u>
Federal income tax expense (benefit)	<u>(104)</u>	<u>-</u>	<u>57</u>
Net income (loss)	<u>\$ 329</u>	<u>\$ (3,573)</u>	<u>\$ (3,893)</u>
Per share statistics:			
Basic and diluted EPS	\$ 0.72	\$ (7.81)	\$ (8.53)
Basic and diluted average shares outstanding	457,416	457,318	456,633

See accompanying notes to consolidated financial statements.

FNBH BANCORP, INC. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income (Loss)

	Year Ending December 31,		
	2012	2011	2010
	(in thousands)		
Net income (loss)	\$ 329	\$ (3,573)	\$ (3,893)
Other comprehensive income (loss)			
Net change in unrealized gain (loss) on securities available for sale	423	369	(39)
Less: reclassification adjustment for (gain) loss on securities available for sale recognized in earnings	3	(412)	(329)
Less: reclassification adjustment for other-than-temporary impairment charge on securities included in net loss	-	76	-
Comprehensive income (loss)	\$ 755	\$ (3,540)	\$ (4,261)

See accompanying notes to consolidated financial statements.

FNBH BANCORP, INC. AND SUBSIDIARIES
Consolidated Statements of Shareholders' Equity
December 31, 2012, 2011, and 2010

	Common Stock	Retained Earnings	Deferred Directors' Compensation	Accumulated Other Comprehensive Income (Loss)	Total
	(in thousands)				
Balances at January 1, 2010	\$ 6,738	\$ 6,641	\$ 886	\$ 111	\$ 14,376
Earned portion of long term incentive plan	16				16
Issued 1074 shares for employee stock purchase plan	3				3
Issued 1,158 shares for deferred directors' fees	178		(178)		-
Net loss		(3,893)			(3,893)
Other comprehensive loss				(368)	(368)
Balances at December 31, 2010	6,935	2,748	708	(257)	10,134
Earned portion of long term incentive plan	16				16
Issued 878 shares for deferred directors' fees	131		(131)		-
Net loss		(3,573)			(3,573)
Other comprehensive income				33	33
Balances at December 31, 2011	7,082	(825)	577	(224)	6,610
Earned portion of long term incentive plan	4				4
Issued 774 shares for deferred directors' fees	116		(116)		-
Net income		329			329
Other comprehensive income				426	426
Balances at December 31, 2012	<u>\$ 7,202</u>	<u>\$ (496)</u>	<u>\$ 461</u>	<u>\$ 202</u>	<u>\$ 7,369</u>

See accompanying notes to consolidated financial statements.

FNBH BANCORP, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows

	Year Ended December 31,		
	2012	2011	2010
	(in thousands)		
Cash flows from operating activities:			
Net income (loss)	\$ 329	\$ (3,573)	\$ (3,893)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Provision for loan losses	1,325	6,200	5,975
Gain on sale of loans	(319)	(72)	-
Proceeds from sale of loans originated for sale	1,210	928	-
Loans originated for sale	(231)	(856)	-
Depreciation and amortization	463	674	740
Deferred income tax expense (benefit)	(104)	-	57
Net amortization on investment securities	901	382	27
Earned portion of long term incentive plan	4	16	16
Proceeds from the sale of property held for sale	-	-	121
Gain on sale of property held for sale	-	-	(60)
Loss on sale/disposal of premises and equipment	-	5	30
(Gain) loss on available for sale securities	3	(336)	(329)
Net loss on sale/writedown of OREO and repossessions	206	273	379
(Increase) decrease in accrued interest income and other assets	(340)	322	1,446
Decrease in accrued interest, taxes, and other liabilities	(86)	(169)	(478)
Net cash provided by operating activities	<u>3,361</u>	<u>3,794</u>	<u>4,031</u>
Cash flows from investing activities:			
Purchases of available for sale securities	(61,540)	(28,736)	(16,338)
Proceeds from the sales of available for sale securities	247	15,352	4,850
Proceeds from maturities and calls of available for sale securities	6,990	2,700	2,275
Proceeds from mortgage-backed securities paydowns - available for sale	13,668	5,617	4,526
Proceeds from repurchase of FHLBI stock	-	122	93
Proceeds from sale of OREO and repossessions	1,535	2,567	4,673
Net decrease in loans	23,605	18,042	21,881
Capital expenditures	(180)	(246)	(137)
Net cash (used in) provided by investing activities	<u>(15,675)</u>	<u>15,418</u>	<u>21,823</u>
Cash flows from financing activities:			
Net increase (decrease) in deposits	4,030	(9,627)	(21,915)
Payments on FHLBI note	-	-	(414)
Proceeds from other borrowings	88	60	-
Shares issued for employee stock purchase plan	-	-	3
Net cash provided by (used in) financing activities	<u>4,118</u>	<u>(9,567)</u>	<u>(22,326)</u>
Net change in cash and cash equivalents	(8,196)	9,645	3,528
Cash and cash equivalents at beginning of year	50,217	40,572	37,044
Cash and cash equivalents at end of period	<u>\$ 42,021</u>	<u>\$ 50,217</u>	<u>\$ 40,572</u>
Supplemental disclosures:			
Interest paid	\$ 1,135	\$ 1,640	\$ 2,651
Net federal income taxes refunded	-	-	(1,694)
Loans transferred to other real estate	2,142	1,567	5,555
Loans charged off	4,033	8,306	11,883

See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements

1. Summary of Significant Accounting Policies

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates are based on information available to management at the time the estimates are made. Actual results could differ from those estimates.

Principles of Consolidation

The consolidated financial statements include the accounts of FNBH Bancorp, Inc. and its wholly owned subsidiaries, First National Bank in Howell (“the Bank”) and H.B. Realty Co. herein collectively the “Corporation”. All significant intercompany balances and transactions have been eliminated.

The Bank is a full-service bank offering a wide range of commercial and personal banking services. These services include checking accounts, savings accounts, certificates of deposit, commercial loans, real estate loans, installment loans, collections, night depository, safe deposit box, and trust services. The Bank serves primarily five communities – Howell, Brighton, Green Oak Township, Hartland, and Fowlerville – all of which are located in Livingston County, Michigan. The Bank is not dependent upon any single industry or business for its banking opportunities.

H.B. Realty Co. was established on November 26, 1997 to purchase land for a future branch site of the Bank and to hold title to other Bank real estate when it is considered prudent to do so.

The accounting and reporting policies of FNBH Bancorp, Inc. and subsidiaries (Corporation) conform to accounting principles generally accepted in the United States of America and to general practice within the banking industry. The following is a description of the more significant of these policies.

(a) *Cash and Cash Equivalents*

Cash and cash equivalents include cash on hand, demand deposits with other financial institutions and short-term securities (securities with maturities equal to or less than 90 days and federal funds sold). Cash flows are reported net for customer loan and deposit transactions, interest-bearing time deposits with other financial institutions and short-term borrowings with maturities of 90 days or less.

(b) *Brokered Certificates of Deposit*

Brokered certificates of deposit are purchased periodically from other financial institutions in denominations that are fully insured by the FDIC. These investments are carried at cost, are not marketable, and are subject to penalty for early withdrawal.

(c) *Investment Securities*

The Bank classifies debt and equity investments as follows:

Investment securities the Bank may not hold until maturity are accounted for as securities available for sale and are stated at fair value, with unrealized gains and losses, net of income taxes, reported as a separate component of other comprehensive income until realized. Fair value measurement for investment securities is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as present value of future cash flows, adjusted for the security’s credit rating, prepayment assumptions and other factors such as credit loss assumptions.

Investment securities are reviewed quarterly for possible other-than-temporary impairment (OTTI). Management’s evaluation considers various qualitative and quantitative factors regarding each investment category, including if investment securities were U.S. Government issued, the credit rating on the securities, credit outlook, payment status and financial condition, the length of time a security has been in a loss position, the size of the loss position and other meaningful information. In addition, with respect to the Corporation’s non-government agency CMO security, management regularly completes a cash flow analysis with the assistance of a third party specialist. The analysis considers assumptions regarding voluntary prepayment speed, default rate, and loss severity using the CMO’s original yield as the discount rate.

For debt securities, the Corporation distinguishes between the credit and noncredit components of an OTTI event. The credit component of an OTTI charge is the difference between the present value of the cash flows expected to be collected and the amortized cost basis of the debt security. If the Corporation does not intend to sell the security and it is more likely than not that the Corporation will not have to sell the security before the anticipated recovery of the remaining amortized cost basis, the credit component of the OTTI charge is recognized in earnings and the remaining portion in other comprehensive income. If either of the above criteria is met, the entire difference between the amortized cost and fair value is recognized in earnings.

Gains or losses on the sale of securities are computed based on the adjusted cost of the specific security.

(d) *Loans*

Loans are classified within loans held for investment when management has the intent and ability to hold the loan for the foreseeable future, or until maturity or payoff. The foreseeable future is a management judgment which is determined based upon the type of loan, business strategies, current market conditions, balance sheet management and liquidity needs. Management’s view of the foreseeable future may change based on changes in these conditions. When a decision is made to sell or securitize a loan that was not originated or initially acquired with the intent to sell or securitize, the loan is reclassified from loans held for investment into held for sale. Loans are classified as held for sale when management has the intent and ability to sell or securitize. Due to changing market conditions or other strategic initiatives, management’s intent with respect to the disposition of the loan may change, and accordingly, loans previously classified as held for sale may be reclassified into loans held for investment. Loans transferred between loans held for sale and loans held for investment classifications are recorded at the lower of cost or market at the date of transfer.

Loans held for investment are carried at the principal amount outstanding net of unearned income, unamortized premiums or discounts, deferred loan origination fees and costs, the allowance for loan losses, and fair value adjustments, if any.

Interest on loans is accrued daily based on the outstanding principal balance. In general, for each loan class, the accrual of interest income is discontinued when a loan becomes 90 days past due and the borrower's capacity to repay the loan and collateral values appear insufficient. However, loans may be placed on nonaccrual status regardless of whether or not such loans are considered past due if, in management's opinion, the borrower is unable to meet payment obligations as they become due or as required by regulatory provisions. All interest accrued but not received for all loans placed on nonaccrual is reversed from interest income. Delinquency status for all commercial and installment loans is based on the actual number of days past due as required by the contractual terms of the loan agreement.

Loan origination fees and certain direct loan origination costs are deferred and recognized as an adjustment of yield generally over the contractual life of the related loan. Net unamortized deferred loan fees amounted to \$204,000 and \$196,000 at December 31, 2012 and 2011, respectively.

(e) Allowance for Loan Losses and Credit Commitments

Some loans will not be repaid in full. Therefore, an allowance for loan losses is established based on management's periodic evaluation of the loan portfolio and reflects an amount that, in management's opinion, is adequate to absorb probable losses in the existing portfolio. In evaluating the portfolio, management takes into consideration numerous factors, including current economic conditions, prior loan loss experience, nonperforming loan levels, the composition of the loan portfolio, and management's evaluation of the collectability of specific loans, which includes analysis of the value of the underlying collateral. This overall evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. In addition, although management evaluates the adequacy of the allowance for loan losses based on information known to management at a given time, various regulatory agencies, based on the timing of their normal examination process, may require future additions to the allowance for loan losses.

The methodology for measuring the appropriate level of allowance and related provision expense for each portfolio segment relies on several key elements, which include specific allowances for loans considered impaired and general allowances for non-impaired loans, based on our internal loan grading system. General allocations, based primarily on historical trends, are provided for homogeneous groups or classes of loans with similar risk characteristics.

A rolling 12 quarter charge off history, determined by class, by risk grade, and weighted to give increased emphasis on recent quarters, is used as the basis for the computation within each portfolio segment. In addition, management considers other qualitative and environmental factors to determine whether adjustments to historical loss experience are needed to better reflect the collectability of the loan portfolio at the analysis date, especially in instances where current facts and circumstances have changed significantly enough to cause estimated credit losses to differ from historical loss experience. In determining qualitative and environmental adjustments, management considers both internal and external factors specific to each portfolio segment including, but not limited to, changes in lending policies and procedures, underwriting standards in effect when existing loans were originated, current economic conditions, and values for underlying collateral for collateral dependent loans, as examples.

Within each commercial portfolio segment, a general allowance allocation is assigned to non-impaired loans based on the internal risk grade and class of such loans, as primarily determined based on underlying collateral; and if real estate secured, the type of real estate. Each risk grade within a portfolio segment is assigned a loss allocation factor, adjusted for qualitative and environmental factors, as deemed appropriate. The higher a risk grade, the greater the assigned loss allocation percentage.

Residential real estate loans, home equity and home equity lines of credit, and consumer loans receive allowance allocations based on loan class, primarily determined based on historical loss experience rather than by risk grade. These allocations are adjusted for consideration of general economic and business conditions, credit quality and delinquency trends, collateral values, and recent loss experience for these similar pools of loans.

The Bank also maintains a reserve for losses on unfunded credit commitments and letters of credit to provide for the risk of loss inherent in these arrangements. The reserve is computed using the same methodology as that used to determine the allowance for loan losses. This reserve is reported as a liability on the balance sheet within accrued interest, taxes, and other liabilities, while the corresponding provision for these losses is recorded as a component of the provision for loan losses.

(f) Nonperforming Assets

Nonperforming assets are comprised of loans for which the accrual of interest has been discontinued, loans to borrowers in financial difficulty for which the terms have been renegotiated to less than market rates due to a serious weakening of the borrower's financial condition (i.e., troubled debt restructured loans or "TDRs"), loans 90 days past due and still accruing, and other real estate owned, which has been acquired primarily through foreclosure and is awaiting disposition. Troubled debt restructured loans that are on accrual status and not past due 90 days or more are excluded from nonperforming loan totals.

Loans are generally placed on a nonaccrual status when principal or interest is past due 90 days or more and when, in the opinion of management, full collection of principal and interest is unlikely. At the time a loan is placed on nonaccrual status, interest previously accrued but not yet collected is charged against current interest income. Income on such loans is then recognized only to the extent that cash is received and where future collection of principal is probable. Payments on such loans are generally applied to the principal balance until qualifying to be returned to accrual status. Loans are considered for return to accrual status on an individual basis when interest and principal payments are current and future payments are reasonably assured.

TDRs represent loan modifications, including renewals, where concessions have been extended by the Bank due to financial difficulties experienced by the borrower. TDR classification generally continues (i) until the borrower demonstrates sustained payment performance under the modified terms for a minimum of six consecutive payment cycles after the restructuring date and (ii) throughout the calendar year in which the restructuring took place. In addition, if the restructured loan is renewed at a market rate of interest and is structured consistent with

normal lending practices, TDR classification may be removed. TDR loans may be considered for return to accrual status upon satisfaction of the timely, sustained performance requirements identified above and management's determination that future payments under the modified terms are reasonably assured.

The Bank considers a loan to be impaired when it is probable that it will be unable to collect all or part of amounts due according to the contractual terms of the loan agreement or the loan has been restructured and is classified as a troubled debt restructuring. Using an internal loan grading system, commercial purpose loans graded 7 and higher are individually evaluated for impairment if reported as nonaccrual and are greater than \$100,000 or part of an aggregate relationship exceeding \$100,000. Noncommercial purpose loans within the residential consumer real estate and consumer and other loan portfolios are subjected to impairment assessment upon certain triggering events such as delinquency, bankruptcy and restructuring, etc. Impairment is measured by comparing the Bank's recorded investment in the loan to the present value of expected future cash flows at the loan's effective interest rate, or, as a practical expedient, at the loan's observable market price, or the fair value of the collateral less costs to sell if the loan is collateral dependent. Interest income on impaired loans is accrued based on the principal amounts outstanding. The accrual of interest is generally discontinued when an impaired loan becomes 90 days past due.

All cash payments received on impaired nonaccrual loans are generally applied to the principal balance until qualifying to be returned to accrual status. Cash payments received on accruing impaired loans, including accruing TDRs are applied to principal and interest pursuant to the terms of the related loan agreement.

The Bank charges off all or part of loans when amounts are deemed to be uncollectible, although collection efforts may continue and future recoveries may occur. In general, when available information confirms that loans or portions thereof, other than collateral dependent loans, are uncollectible, such amounts are promptly charged-off against the allowance for loan losses. When an impaired loan is collateral dependent, any portion of the loan balance in excess of the fair value of the collateral (or fair value less cost to sell) is promptly charged-off against the allowance for loan losses.

(g) Other Real Estate Owned

Other real estate owned is recorded at the asset's estimated fair value, net of estimated disposal costs, at the time of foreclosure, establishing a new cost basis. Any write-downs at the time of foreclosure are charged to the allowance for loan losses. Expenses incurred in maintaining assets, adjustments to estimated disposal costs, and subsequent write-downs to reflect declines in value are charged to noninterest expense.

(h) Transfer of Financial Assets

Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Bank, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Bank does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity. The Bank's transfers of financial assets are limited to commercial loan participations sold, which were insignificant for 2012, 2011, and 2010.

(i) Premises and Equipment

Premises and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization, computed on the straight-line method, are charged to operations over the estimated useful lives of the assets. Estimated useful lives range up to 40 years for buildings, up to 7 years for furniture and equipment and up to 15 years for land improvements. Leasehold improvements are generally depreciated over the shorter of the respective lease term or estimated useful life.

Premises and equipment are evaluated periodically for impairment when events or changes in circumstances indicate the carrying amount may not be recoverable. Impairment exists when the expected undiscounted future cash flows of a long-lived asset are less than its carrying value. In that event, the Bank recognizes a loss for the difference between the carrying amount and the estimated fair value of the asset based on a quoted market price, if applicable, or a discounted cash flow analysis. Impairment losses are recorded in other noninterest expense on the income statement.

(j) Advertising Costs

Advertising costs are generally expensed as incurred and approximated \$36,000, \$26,000 and \$27,000 in 2012, 2011 and 2010, respectively.

(k) Federal Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

A valuation allowance, if needed, reduces deferred tax assets to the expected amount more likely than not that is to be realized. Realization of the Corporation's deferred tax assets is primarily dependent upon the generation of a sufficient level of future taxable income. At December 31, 2012 and 2011, management did not believe it was more likely than not that all of the deferred tax assets would be realized and, accordingly, recorded a valuation allowance of \$11.5 million at each respective year-end.

In preparation of income tax returns, tax positions are taken based on interpretation of federal and state income tax laws for which the outcome is uncertain. Management reviews and evaluates the status of tax positions. There were no unrecognized tax benefits during 2012 or 2011. Interest or penalties related to unrecognized tax benefits would be recorded in income tax expense. The Corporation files U.S. federal income tax returns which are subject to final examination for all years after 2008.

(l) Stock-Based Compensation

At December 31, 2012 and 2011, the Corporation had two stock-based compensation plans, which are described more fully in Notes 16 and 17.

(m) Fair Value of Financial Instruments

Fair values of financial instruments are estimated using market information and other assumptions and involve uncertainties and matters of significant judgment regarding interest rates, credit risk, prepayments, assumptions and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or market conditions could significantly affect such estimates.

(n) Common Stock Repurchases

The Corporation records common stock repurchases at cost. A portion of the repurchase is charged to common stock based on the average per share dollar amount of stock outstanding, multiplied by the number of shares repurchased, with the remainder charged to retained earnings. Shares repurchased are retired. No common stock repurchases were made by the Corporation during 2012, 2011, or 2010.

(o) Statement of Cash Flows

For purposes of reporting cash flows, cash equivalents include amounts due from banks, federal funds sold and other short term investments with original maturities of 90 days or less.

(p) Comprehensive Income (Loss)

ASC Topic 220 *Comprehensive Income*, establishes standards for the reporting and display of comprehensive income and its components (such as changes in unrealized gains and losses on securities available for sale) in a financial statement that is displayed with the same prominence as other financial statements. The Corporation reports comprehensive income within the statement of shareholders' equity and comprehensive income. Comprehensive income includes net income and any changes in equity from nonowner sources that are not recorded in the income statement.

(q) Earnings Per Share

Basic earnings per common share is calculated by dividing net income by the weighted average number of common shares and participating securities outstanding during the period. Diluted earnings per share are the same as basic earnings per share because any additional potential common shares issuable are included in the basic earnings per share calculation. The Corporation's restricted stock awards, which provide non-forfeitable rights to dividends or dividend equivalents, are considered a participating security and are included in the number of shares outstanding for both basic and diluted earnings per share calculations.

(r) Reclassifications

Certain reclassifications in the prior years' financial statements have been made to conform to the current year presentation.

(s) Operating Segment

While the Corporation monitors revenue streams of the various products and services offered, the Corporation manages its business on the basis of one operating segment, banking, in accordance with the qualitative and quantitative criteria established by ASC Topic 280, *Segment Reporting*.

2. Regulatory Matters and Going Concern

Regulatory Action

Since June 30, 2009 the Bank has been undercapitalized (and significantly undercapitalized since December 31, 2010) by regulatory standards. Since September 24, 2009, the Bank has been subject to the terms of a Consent Order agreement with the Office of the Comptroller of the Currency ("OCC"). The Consent Order was filed as an exhibit to the 2009 Annual Report on Form 10-K as Exhibit 10.10 and the OCC has made a copy of the Consent Order available on their website at www.occ.gov.

The Consent Order requires management and the board of directors to take certain actions to improve the financial condition of the Bank, including achieving and maintaining minimum leverage and total risk-based capital ratios of at least 8.5% and 11%, respectively, by January 22, 2010. The Bank has not met these minimum capital ratios at any time since the date of the Consent Order. The Consent Order also required the Bank to submit to the OCC a capital plan and capital restoration plan (collectively, the "Plan"). The OCC determined that the Plan originally submitted by the Bank was not acceptable, principally due to an inability to determine that the Plan was realistic and likely to succeed in restoring the Bank's capital. Although the Bank has submitted a revised Plan, the revised Plan has not yet been accepted by the OCC. As described in Note 20 (Capital) below, management and the board of directors continue to work to complete a recapitalization of the Corporation and the Bank.

In addition to these capital directives, the Consent Order also requires certain asset quality and loan administration improvements, among other matters. Management believes it has made substantive progress on these other Consent Order requirements through various initiatives included in its recovery plan. However, the OCC has indicated to the Bank that additional work is necessary in order for the Bank to achieve compliance with these other provisions of the Consent Order. The Bank continues to work to meet these requirements in an effort to gain full compliance with the Consent Order.

As a result of its failure to submit an acceptable capital plan to the OCC within the permitted timeframe and due to the Bank's Total Risk Based capital ratio declining below 6% to 5.58% at December 31, 2010, for purposes of the regulators' Prompt Corrective Action ("PCA") powers, the Bank is now treated as if it is "significantly undercapitalized". (See Note 20 for actual regulatory capital ratios at December 31, 2012.) As a result of this classification, for purposes of PCA, the Bank is subject to a number of additional restrictions. These include, among other things, 1) the requirement that the Bank obtain prior written approval of the OCC before paying any bonus or increase in the compensation of any senior executive officer of the Bank, 2) prohibitions on the acceptance of employee benefit plan deposits, and 3) restrictions on interest rates paid on deposits.

In addition to the above regulatory actions and restrictions imposed on the Bank, the Federal Reserve has imposed restrictions on the Corporation to effect its support of the Bank. Specifically, the Corporation must receive approval from the Federal Reserve before the payment of dividends, issuance of debt, or redemption of stock. Additional restrictions on the Corporation by the Federal Reserve relate to changes in the composition of board members, the employment of senior executive officers or changes in the responsibilities of senior executive officers, and limitations on indemnification and severance payments.

Despite management and the board of director's intentions that completion of a sufficient capital raise and successful execution of the recovery plan will fully satisfy both the capital directives and asset quality requirements of the Consent Order, no assurance can be provided as to whether or when the Bank will be in full compliance with the Consent Order or whether or when the Consent Order will be lifted or terminated. Even if lifted or terminated, the Bank may still be subject to a memorandum of understanding or other enforcement action by regulators that would restrict activities or that would continue to impose greater capital requirements on the Bank. The requirements and restrictions of the Consent Order are legally enforceable and the Corporation's or Bank's failure to comply with such requirements and restrictions may subject the Corporation and the Bank to additional regulatory restrictions, including: the imposition of civil monetary penalties; the termination of insurance of deposits; the appointment of a conservator or receiver for the Bank; the issuance of directives to increase capital or enter into a strategic transaction with a third party, whether by merger or otherwise; and the enforcement of such actions through injunctions or restraining orders.

Going Concern

The consolidated financial statements have been prepared assuming the Corporation will continue as a going concern, which contemplates the realization of assets and the discharge of liabilities in the normal course of business. At present, the Bank is not in full compliance with certain requirements of the Consent Order. Failure to meet the existing requirements under the Consent Order exposes the Bank to additional restrictions and regulatory actions, including the possibility of regulatory receivership.

In light of the Bank's continued noncompliance with the Consent Order and its stressed financial condition, management believes it is reasonable that further regulatory enforcement action may occur if the capital raise described in Note 20 (Capital) below is not completed and the Corporation is unable to effect another recapitalization of the Corporation and the Bank within the relatively near future. Until such time as the Consent Order is either modified or lifted, management continues to pursue initiatives identified in its recovery plan to achieve full compliance with all requirements of the Consent Order in order to mitigate the impact of the related regulatory challenges. In addition, execution of the recovery plan includes implementation of measures necessary to position the Bank to overcome current economic challenges.

Although management has developed a recovery plan intended to restore the Bank's regulatory standing and return to core profitability, there is still uncertainty as to the plan's ultimate effectiveness, the Bank's ability to meet existing regulatory requirements, the ability of management to achieve the objectives of the recovery plan and the potential impact of future regulatory action against the Bank, which raises substantial doubt about the Corporation's ability to continue as a going concern. The ability of the Corporation to continue as a going concern is dependent upon many factors, including regulatory action, the ability to complete the pending capital raise or some other recapitalization of the Corporation and the Bank, and the ability of management to achieve the other objectives in its recovery plan. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Recovery Plan

As previously discussed, management and the board of directors have been aggressively pursuing all available alternatives to improve the Bank's capital ratios, including raising capital, reducing assets, and cutting expenses, as part of a recovery plan that was initiated in late 2008. The recovery plan was designed to improve the Bank's financial health by completing a significant recapitalization, aggressively reducing credit risk exposure in the loan portfolio and improving the efficiency and effectiveness of core business processes.

The most important objective of the recovery plan is to restore the Bank's capital to a level sufficient to comply with the OCC's capital directive in the Consent Order and provide sufficient capital resources and liquidity to meet commitments and business needs. Please see Note 20 (Capital) below for information regarding the Corporation's efforts to complete a capital raise.

In addition to the Corporation's efforts to complete a capital raise, other key elements of management's continued recovery plan include, but are not limited to:

- Continued, aggressive management of the Bank's existing loan portfolio to minimize further credit losses and to maximize recoveries via negotiated payoffs, settlements and restructuring of existing problem loans;
- Continued strengthening of risk management processes and procedures via ensuring the Bank has appropriate personnel with sufficient experience, training and authority to execute safe and sound banking practices with respect to asset quality;
- A focus on new initiatives to improve core profitability and achieve disciplined growth of the Bank's balance sheet while ensuring the Bank maintains an acceptable risk profile and adequate capital levels; and
- Following completion of a capital raise, managed alignment of operating costs with a recapitalized, restructured and more efficient banking operation designed to promote balance sheet growth in an increasingly regulated and competitive business climate.

Since 2010 and continuing into 2013, management believes it has made and continues to make significant progress on various initiatives that will contribute to the Bank's recovery and, once a recapitalization is completed, will enable the Bank to capitalize on post-recapitalization opportunities. The progress made by the Bank includes:

- Reduced nonperforming assets to \$16.5 million at December 31, 2012 from \$26.0 million at December 31, 2011, \$35.2 million at December 31, 2010 and \$47.5 million at December 31, 2009.
- Reduced the Bank's concentration in troubled commercial real estate and land development loans to \$31.9 million at December 31, 2012 from \$38.2 million at December 31, 2011, \$55.0 million at December 31, 2010 and \$91.3 million at December 31, 2009.

- Maintained an allowance for loan losses as a percentage of total loans of 6.53% at December 31, 2012 compared to 6.08% at December 31, 2011, 5.92% at December 31, 2010 and 6.81% at December 31, 2009. Improved the allowance to nonperforming loans coverage ratio to 90.25% at December 31, 2012 from 55.2% at December 31, 2011, 45.3% at December 31, 2010 and 42.7% at December 31, 2009.
- Maintained elevated on-balance sheet liquidity comprised of average cash and due from banks balances totaling \$33.3 million during 2012, \$31.7 million during 2011, \$31.7 million during 2010 and \$27.8 million during 2009. Also, maintained a contingency line of credit at the Federal Home Loan Bank of Indianapolis secured by certain investment securities and loans providing average borrowing availability of approximately \$42.5 million during 2012, \$26.3 million during 2011 and \$10.3 million during 2010.
- Reduced the Bank's loan-to-deposit ratio to 62.6% at December 31, 2012 from 73.6% at December 31, 2011, 80.4% at December 31, 2010, and 86.9% at December 31, 2009.
- Achieved reductions of 16, 30 and 51 basis points in 2012, 2011 and 2010, respectively, in the Bank's average cost of funds through nonrenewal of high cost certificate of deposit and competitive deposit rates, without experiencing significant core deposit runoff.
- The provision for loan loss expense totaled \$1.3 million in 2012 compared to prior year elevated loan loss provisions of \$6.2 million in 2011 and 2010 and \$15.8 million in 2009. The decrease demonstrates the effectiveness of continued loan remediation and work-out efforts on problem credits, continued diligent and robust loan review practices which reduced uncertainty in the portfolio, a decreased velocity of new problem loans, and signs of stabilization in local economic conditions, including less depreciation in local real estate values.
- Stable compensation and benefits expense in 2012 relative to 2011 following \$261,000 and \$1.4 million of expense reductions in 2011 and 2010, respectively. Expense savings are attributable primarily to the alignment of staffing levels with leaner operations while continuing to ensure the Bank has the appropriate personnel with sufficient experience, training, and authority to execute safe and sound banking practices.
- Stable problem asset costs (e.g., commercial legal expense, loan and collection expense, other real estate owned expense, and appraisal expense) in 2012 following reductions of \$289,000 in 2011 (28.4%) and \$471,000 (31.6%) in 2010.
- Recognized net security gains of \$336,000 and \$329,000 in 2011 and 2010, respectively, as a result of portfolio restructuring and favorable pricing on securities sold in the current interest rate environment.
- The Bank's 2013 budget targets continued remediation of problem assets, loan growth initiatives, noninterest income revenue enhancements, controlled expense increases related to growth initiatives, expense reductions correlating to improved regulatory classification and recapitalization and other operational efficiencies.
 - Budgeted revenue enhancements include re-deployment of excess on-balance liquidity into interest earning securities and/or purchased residential portfolio loans; overall growth in the commercial, residential and consumer loan portfolios driven by specific initiatives for loan product types; gains from the sale of newly originated commercial loans under the federal government's SBA loan guarantee program; and origination and sale of residential mortgage loan products.
 - Budgeted expense increases relate primarily to personnel costs necessary to implement growth initiatives and provide sufficient resources to ensure adequate risk mitigation for safety and soundness purposes. Budgeted expense reductions relate primarily to decreases in FDIC premiums, corporate insurance premiums, OCC assessment and monitoring charges, and problem asset costs (e.g., commercial legal expense, loan and collection expense, other real estate owned expense and appraisal expense).

The 2013 budget assumes the capital raise described in Note 20 (Capital) below will be completed in 2013. If that fails to occur, various assumptions and initiatives in the 2013 budget will not be realized.

Management makes no assurances that the efforts, results, and/or future plans described above will improve the Bank's overall financial condition, guarantee profitability in 2013, or ensure the modification or discharge of existing regulatory enforcement actions imposed on the Bank.

3. Securities

Securities available for sale consist of the following:

	Amortized Cost	Unrealized		Fair Value
		Gains	Losses	
		(in thousands)		
December 31, 2012				
Obligations of state and political subdivisions	\$ 1,534	\$ 46	\$ -	\$ 1,580
U.S. agency	3,000	7	-	3,007
Mortgage-backed/CMO	67,697	349	(184)	67,862
Preferred stock ⁽¹⁾	49	88	-	137
Total available for sale	<u>\$ 72,280</u>	<u>\$ 490</u>	<u>\$ (184)</u>	<u>\$ 72,586</u>
December 31, 2011				
Obligations of state and political subdivisions	\$ 1,284	\$ 27	\$ -	\$ 1,311
U.S. agency	6,990	20	(2)	7,008
Mortgage-backed/CMO	24,226	144	(473)	23,897
Preferred stock ⁽¹⁾	49	60	-	109
Total available for sale	<u>\$ 32,549</u>	<u>\$ 251</u>	<u>\$ (475)</u>	<u>\$ 32,325</u>

⁽¹⁾ Represents preferred stocks issued by Freddie Mac and Fannie Mae

Securities are reviewed quarterly for possible other-than-temporary impairment (OTTI) based on guidance included in ASC Topic 320, *Investments—Debt and Equity Instruments*. This guidance requires an entity to assess whether it intends to sell, or whether it is more likely than not that it will be required to sell, a security in an unrealized loss position before the recovery of the security's amortized cost basis. If either of these criteria is met, the entire difference between the amortized cost and fair value is recognized in earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment recognized in earnings is limited to the amount related to credit losses, while impairment related to other factors is recognized in other comprehensive income.

Management's review of the securities portfolio for the existence of OTTI considers various qualitative and quantitative factors regarding each investment category, including if the securities were U.S. Government issued, the credit rating on the securities, credit outlook, payment status and financial condition, the length of time the security has been in a loss position, the size of the loss position and other meaningful information.

At December 31, 2012 and 2011, the Corporation had one non-agency mortgage backed security which has been impaired more than twelve months.

A summary of the par value, book value, carrying value (fair value) and unrealized loss for the security is presented below:

	December 31,			
	2012		2011	
	Amount	% of Par	Amount	% of Par
	(dollars in thousands)			
Par value	\$ 2,387	100.00%	\$ 2,791	100.00%
Book value	2,097	87.82%	2,501	89.61%
Carrying value	2,018	84.51%	2,064	73.95%
Unrealized loss	79	3.31%	437	15.66%

The Corporation makes a quarterly assessment of OTTI on its non-agency mortgage-backed security primarily based on a quarterly cash flow analysis performed by an independent third-party specialist. The evaluation includes a comparison of the present value of the expected cash flows to previous estimates to determine whether adverse changes in cash flows resulted during the period. The analysis considers attributes of the security, such as its super tranche position, and specific loan level collateral underlying the security. Certain key attributes of the underlying loans supporting the security included the following:

	December 31,	
	2012	2011
Weighted average remaining credit score (based on original FICO)	738	741
Primary location of underlying loans:		
California	72%	70%
Florida	4%	3%
Other	24%	27%
Delinquency status of underlying loans:		
Past due 30-59 days	2.70%	2.29%
Past due 60-89 days	2.62%	1.69%
Past due 90 days or more	8.03%	9.45%
In process of foreclosure	3.58%	8.24%
Held as other real estate owned	0.75%	1.65%

The specialist calculates an estimate of the fair value of the security's cash flows using an INTEX valuation model, subject to certain assumptions regarding collateral related cash flows such as expected prepayment rates, default rates, loss severity estimates, and discount rates as key valuation inputs.

	December 31,	
	2012	2011
Voluntary repayment rate (CRR)	10.14%	10.30%
Default rates:		
Within next 24 months	6.87%	10.47%
Decreasing to (by month 37)	3.15%	4.29%
Decreasing to (by month 215)	0.00%	0.00%
Loss severity rates:		
Initial loss upon default (Year 1)	50.70%	49.94%
Per annum decrease (Years 2 - 11)	2.50%	2.50%
Floor (Year 12)	23.00%	23.00%
Discount rate ⁽¹⁾ :	7.00%	11.00%
Remaining credit support provided by other collateral pools of underlying loans within the security:	0.02%	4.79%

⁽¹⁾ Intended to reflect estimated uncertainty and liquidity premiums, after adjustment for estimated credit loss cash flows.

The prepayment assumptions used within the model consider borrowers' incentive to prepay based on market interest rates and borrowers' ability to prepay based on underlying assumptions for borrowers' ability to qualify for a new loan based on their credit and appraised property value, by location. As such, prepayment speeds decrease as credit quality and home prices deteriorate, reflecting a diminished ability to refinance.

In addition, collateral cash flow assumptions utilize a valuation technique under a "Liquidation Scenario" whereby loans are evaluated by delinquency and are assigned probability of default and loss factors deemed appropriate in the current economic environment. The liquidation

scenarios assume that all loans 60 or more days past due migrate to default, are liquidated, and losses are realized over a period of between six and twenty four months based in part upon initial loan to value ratios and estimated changes in both historical and future property values since origination as obtained from financial data sources.

During the quarter ended September 30, 2011, management's quarterly analysis identified other-than-temporary impairment for which a realized loss of \$76,000 representing credit loss impairment was charged against earnings. The related impairment charge is included in the 2011 net gain on available for sale securities, a component of noninterest income.

At December 31, 2012, based on a present value at a prospective yield of future cash flows for the investment as provided by the specialist and after management's evaluation of the reasonableness of the specialist's underlying assumptions regarding Level 2 and Level 3 inputs, the Corporation concluded that the security's expected cash flows continued to support the amortized cost of the security and no additional other-than-temporary impairment had been incurred.

At December 2012 and 2011, the unrealized (non-credit) loss on the security was determined to be approximately \$79,000 and \$437,000, respectively, using the valuation methodology and applicable inputs and assumptions described above. There were no OTTI charges recognized on the security during 2012 or 2010. Prior to 2010, approximately \$289,000 of credit-loss OTTI charges were incurred on the security.

The following is a summary of the gross unrealized losses and fair value of securities by length of time that individual securities have been in a continuous loss position:

	Less than 12 months		12 months or more		Total	
	Unrealized losses	Fair Value	Unrealized losses	Fair Value	Unrealized losses	Fair Value
	(in thousands)					
December 31, 2012						
Mortgage-backed/CMO	\$ (105)	\$ 13,448	\$ (79)	\$ 2,018	\$ (184)	\$ 15,466
December 31, 2011						
U.S. agency	\$ (2)	\$ 1,998	\$ -	\$ -	\$ (2)	\$ 1,998
Mortgage-backed/CMO	(36)	6,890	(437)	2,064	(473)	8,954
Total	\$ (38)	\$ 8,888	\$ (437)	\$ 2,064	\$ (475)	\$ 10,952

The amortized cost and fair value of securities available for sale, by contractual maturity, follow. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	December 31, 2012		December 31, 2011	
	Amortized Cost	Approximate Fair Value	Amortized Cost	Approximate Fair Value
	(in thousands)			
Maturing within one year	\$ -	\$ -	\$ -	\$ -
Maturing after one year but within five years	500	501	4,990	4,996
Maturing after five years but within ten years	3,305	3,323	2,305	2,327
Maturing after ten years	778	900	1,028	1,105
	\$ 4,583	\$ 4,724	\$ 8,323	\$ 8,428
Mortgage-backed/CMO securities	67,697	67,862	24,226	23,897
Totals	\$ 72,280	\$ 72,586	\$ 32,549	\$ 32,325

Proceeds from at-par calls on securities totaled \$7.0 million, \$2.7 million, and \$1.1 million in 2012, 2011 and 2010, respectively.

At December 31, 2012 and 2011, the Corporation did not own any investment securities issued by states and political subdivisions in which the amortized cost and fair value of such securities individually exceeded 10% of shareholders' equity.

Investment securities, with an amortized cost of approximately \$69.1 million at December 31, 2012 were pledged to secure public deposits and for other purposes required or permitted by law, including approximately \$25.4 million of securities pledged as collateral at the Federal Home Loan Bank of Indianapolis (FHLBI) to support potential liquidity needs of the Bank. At December 31, 2011, the amortized cost of pledged investment securities totaled \$30.0 million of which \$24.2 million of securities pledged as collateral at the FHLBI for contingent liquidity needs of the Bank.

The Bank owns stock in both the Federal Home Loan Bank of Indianapolis (FHLBI) and the Federal Reserve Bank (FRB), both of which are recorded at cost. The Bank is required to hold stock in the FHLBI equal to 5% of the institution's borrowing capacity with the FHLBI. The Bank's investment in FHLBI stock amounted to \$735,000 at December 31, 2012 and December 31, 2011. The Bank's investment in FRB stock, which totaled \$44,000 at December 31, 2012 and December 31, 2011, is a requirement for the Bank's membership in the Federal Reserve System. These investments can only be resold to, or redeemed by, the issuer. In June 2011 and November 2010, the FHLBI initiated repurchases of \$122,000 and \$93,000, respectively, of its stock at cost, resulting in no gain or loss to the Bank.

4. Loans

The recorded investment in portfolio loans consists of the following:

	December 31,	
	2012	2011
	(in thousands)	
Commercial	\$ 16,112	\$ 13,590
Commercial real estate:		
Construction, land development, and other land	8,741	13,918
Owner occupied	51,202	61,555
Nonowner occupied	69,415	80,984
Consumer real estate:		
Commercial purpose	6,911	9,080
Mortgage - Residential	14,604	15,056
Home equity and home equity lines of credit	8,307	9,865
Consumer and Other	5,103	4,992
Subtotal	180,395	209,040
Unearned income	(204)	(196)
Total Loans	<u>\$ 180,191</u>	<u>\$ 208,844</u>

Included in the consumer real estate loans above are residential first mortgages reported as “real estate mortgages” on the consolidated balance sheets. In addition, a portion of these consumer real estate loans include commercial purpose loans where the borrower has pledged a 1-4 family residential property as collateral. Loans also include the reclassification of demand deposit overdrafts, which amounted to \$116,000 at December 31, 2012 and \$99,000 at December 31, 2011, respectively.

Loans serviced for others, including commercial participations sold, are not reported as assets of the Bank and approximated \$4.3 million at December 31, 2012 and \$4.0 million at December 31, 2011.

5. Allowance for Loan Losses and Credit Quality of Loans

The Corporation separates its loan portfolio into segments to perform the calculation and analysis of the allowance for loan losses. The four segments analyzed are Commercial, Commercial Real Estate, Consumer Real Estate, and Consumer and Other. The Commercial segment includes loans to finance commercial and industrial businesses that are not secured by real estate. The Commercial Real Estate segment includes: i) construction real estate loans to finance construction and land development and/or loans secured by vacant land and ii) commercial real estate loans secured by non-farm, non-residential real estate which are further classified as either owner occupied or non-owner occupied based on the underlying collateral type. The Consumer Real Estate segment includes (commercial and non-commercial purpose) loans that are secured by 1 – 4 family residential real estate properties, including first mortgages on residential properties and home equity loans and lines of credit that are secured by first or second liens on residential properties. The Consumer and Other segment include all loans not included in any other segment. These are primarily loans to consumers for household, family, and other personal expenditures, such as autos, boats, and recreational vehicles.

Activity in the allowance for loan losses by portfolio segment is as follows:

	Commercial	Commercial Real Estate	Consumer Real Estate	Consumer and Other	Total
	(in thousands)				
2012					
Allowance for loan losses:					
Beginning balance	\$ 636	\$ 9,113	\$ 2,680	\$ 261	\$ 12,690
Charge offs	(355)	(2,866)	(689)	(123)	(4,033)
Recoveries	276	1,274	159	78	1,787
Provision	351	1,161	(114)	(73)	1,325
Ending balance	<u>\$ 908</u>	<u>\$ 8,682</u>	<u>\$ 2,036</u>	<u>\$ 143</u>	<u>\$ 11,769</u>
2011					
Allowance for loan losses:					
Beginning balance	\$ 1,049	\$ 10,555	\$ 2,213	\$ 153	\$ 13,970
Charge offs	(627)	(5,506)	(2,017)	(156)	(8,306)
Recoveries	174	290	223	139	826
Provision	40	3,774	2,261	125	6,200
Ending balance	<u>\$ 636</u>	<u>\$ 9,113</u>	<u>\$ 2,680</u>	<u>\$ 261</u>	<u>\$ 12,690</u>

The following table presents the balance in allowance for loan losses and loan balances by portfolio segment based on impairment method:

	<u>Commercial</u>	<u>Commercial Real Estate</u>	<u>Consumer Real Estate</u>	<u>Consumer and Other</u>	<u>Total</u>
			(in thousands)		
2012					
Allowance for loan losses:					
Individually evaluated for impairment	\$ 49	\$ 1,245	\$ 377	\$ -	\$ 1,671
Collectively evaluated for impairment	859	7,437	1,659	143	10,098
Total allowance for loan losses	<u>\$ 908</u>	<u>\$ 8,682</u>	<u>\$ 2,036</u>	<u>\$ 143</u>	<u>\$ 11,769</u>
Recorded investment in loans:					
Individually evaluated for impairment	\$ 710	\$ 19,853	\$ 2,380	\$ -	\$ 22,943
Collectively evaluated for impairment	15,402	109,505	27,442	5,103	157,452
Total recorded investment in loans	<u>\$ 16,112</u>	<u>\$ 129,358</u>	<u>\$ 29,822</u>	<u>\$ 5,103</u>	<u>\$ 180,395</u>
2011					
Allowance for loan losses:					
Individually evaluated for impairment	\$ 174	\$ 2,278	\$ 432	\$ -	\$ 2,884
Collectively evaluated for impairment	462	6,835	2,248	261	9,806
Total allowance for loan losses	<u>\$ 636</u>	<u>\$ 9,113</u>	<u>\$ 2,680</u>	<u>\$ 261</u>	<u>\$ 12,690</u>
Recorded investment in loans:					
Individually evaluated for impairment	\$ 766	\$ 21,483	\$ 2,871	\$ -	\$ 25,120
Collectively evaluated for impairment	12,824	134,974	31,130	4,992	183,920
Total recorded investment in loans	<u>\$ 13,590</u>	<u>\$ 156,457</u>	<u>\$ 34,001</u>	<u>\$ 4,992</u>	<u>\$ 209,040</u>

Management's on-going monitoring of the credit quality of the portfolio relies on an extensive credit risk monitoring process that considers several factors including: current economic conditions affecting the Bank's customers, the payment performance of individual loans and pools of homogenous loans, portfolio seasoning, changes in collateral values, and detailed reviews of specific relationships.

Our internal loan grading system assigns a risk grade to all commercial loans. This grading system is similar to those employed by banking regulators. Grades 1 through 5 are considered "pass" credits and grade 6 are considered "watch" credits and are subject to greater scrutiny. Those loans graded 7 and higher are considered substandard and are individually evaluated for impairment if reported as nonaccrual and are greater than \$100,000 or part of an aggregate relationship exceeding \$100,000. All commercial loans are graded at inception and reviewed, and if appropriate, re-graded at various intervals thereafter. Additionally, our commercial loan portfolio and assigned risk grades are periodically subjected to review by external loan reviewers and banking regulators. Certain of the key factors considered in assigning loan grades include: cash flows, operating performance, financial condition, collateral, industry condition, management, and the strength, liquidity and willingness of guarantors' support.

A description of the general characteristics of each risk grade follows:

- **RATING 1 (Satisfactory – Minimal Risk)** - Loans in this category are to persons or entities of unquestioned financial strength, a highly liquid financial position, with collateral that is liquid and well margined. These borrowers have performed without question on past obligations, and the Bank expects their performance to continue. Internally generated cash flow covers current maturities of long-term debt by a substantial margin.
- **RATING 2 (Satisfactory – Modest Risk)** – These loans to persons or entities with strong financial condition and above-average liquidity who have previously satisfactorily handled their obligations with the Bank. Collateral securing the Bank's debt is margined in accordance with policy guidelines. Internally-generated cash flow covers current maturities of long-term debt more than adequately.
- **RATING 3 (Satisfactory - Average)** – These are loans with average cash flow and ratios compared to peers. Usually RMA comparisons show where companies fall in the performance spectrum. Companies have consistent performance for 3 or more years.
- **RATING 4 (Satisfactory – Acceptable Risk)** – Loans to persons or entities with an average financial condition, adequate collateral margins, adequate cash flow to service long-term debt, and net worth comprised mainly of fixed assets are included in this category. These entities are minimally profitable now, with projections indicating continued profitability into the foreseeable future. Overall, these loans are basically sound.
- **RATING 5 (Satisfactory - Acceptable – Monitor)** - These loans are characterized by borrowers who have marginal, but adequate cash flow, marginal profitability, but currently have been meeting the obligations of their loan structure. However, adverse changes in the borrower's circumstances and/ or current economic conditions are more likely to impair their capacity for repayment. The borrower has in the past satisfactorily handled debts with the Bank, but may be experiencing some minor delinquency in making payments, or other signs of temporary cash flow issues. Borrower may be experiencing declining margins or other negative financial trends, despite the borrower's continued satisfactory condition and positive cash flow. Other characteristics of borrowers in this class include inadequate credit information, weakness of financial statement, or declining but positive repayment capacity. This classification includes loans to new or established borrowers with satisfactory loan structure, but where near term economic or business issues appears to remain stable and the near term projections would limit the ability for an improvement in the financial trends of the borrower.
- **RATING 6 (Special Mention - OAEM)** - Loans in this class have potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the Bank's credit position

at some future date. These potential weaknesses may result in a deterioration of the repayment of the loan and increase the credit risk. Special mention assets are not adversely classified and do not expose the Bank to sufficient risk to warrant adverse classification. Special mention credits may include a borrower that pays the Bank on a timely basis (occasional 30 day delinquent) and may be experiencing temporary cash flow deficiencies.

- **RATING 7 (Substandard)** – A substandard loan is inadequately protected by the current sound worth and paying capacity of the borrower or of the collateral pledged, if any. Loans so classified must have a well-defined weakness, or weaknesses, that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard loans, does not have to exist in individual loans. Substandard credits may include a borrower that pays consistently past due, has significant cash flow shortages and may have a collateral shortfall that requires a specific reserve.
- **RATING 8 (Doubtful)** - This risk rating class has all of the weaknesses inherent in the substandard rating but with the added characteristic that the weaknesses make collection in full or liquidation, on the basis of currently known existing facts, condition, and values, highly questionable and improbable. These are poor quality loans in which neither the collateral, if any, nor the financial condition of the borrower presently ensure collectability in full within a reasonable period of time; in fact, there is permanent impairment in the collateral securing the Bank's loan. These loans are in a work-out status, must be non-accrual status and have a defined work-out strategy.

This is a transitional risk rating class while collateral value and other factors are assessed. Loans will remain in this class for the assessment period, but in no event for more than 1 year. If there is no improvement in the Bank's position during that time, a charge-off will be taken to best reflect known asset collateral value. If the loan goes into a "Deeds in Redemption" status before 1 year, any shortfall will be recognized immediately.

The assessment of compensating factors may result in a rating plus or minus one grade from those listed above. These factors include, but are not limited to collateral, guarantors, environmental conditions, history, plan/projection reasonableness, quality of information, and payment delinquency.

The internal loan grading system is applied to the residential real estate portion of our consumer loan portfolio upon certain triggering events (e.g., delinquency, bankruptcy, restructuring, etc.). However, large groups of smaller balance homogeneous loans, such as consumer and residential real estate loans are collectively evaluated for impairment and they are not separately identified for impairment disclosures. The primary risk element for the residential real estate portion of consumer loans is the timeliness of borrowers' scheduled payments. We rely primarily on our internal reporting system to monitor past due loans and have internal policies and procedures to pursue collection and protect our collateral interests in order to mitigate losses.

Our monitoring of credit quality is further denoted by classification of loans as nonperforming, which reflects loans where the accrual of interest has been discontinued and loans that are past due 90 days or more and still accruing interest. In addition, nonperforming loans include troubled debt restructured loans (as discussed below) that are on nonaccrual status or past due 90 days or more. Troubled debt restructured loans that are accruing interest and not past due 90 days or more are excluded from nonperforming loans.

The following table presents the recorded investment in loans by risk grade and a summary of nonperforming loans, by class of loan:

	Not Rated	1	2	3	4	5	6	7	Total	Nonperforming
	(in thousands)									
December 31, 2012										
Commercial	\$ 391	\$ 430	\$ -	\$ 2,356	\$ 5,881	\$ 5,360	\$ 1,000	\$ 694	\$ 16,112	\$ 264
Commercial Real Estate:										
Construction, land development, and other land	-	-	-	-	1,431	4,006	136	3,168	8,741	2,391
Owner occupied	42	-	-	1,671	18,963	21,619	3,594	5,313	51,202	3,040
Nonowner occupied	-	-	451	1,404	17,057	30,847	11,307	8,349	69,415	3,632
Consumer real estate:										
Commercial Purpose	-	-	-	297	948	3,594	758	1,314	6,911	1,158
Mortgage - Residential	11,232	-	-	-	-	-	-	3,372	14,604	2,019
Home equity and home equity lines of credit	7,760	-	-	-	-	-	-	547	8,307	411
Consumer and Other	4,948	-	-	-	6	5	-	144	5,103	125
Total	<u>\$ 24,373</u>	<u>\$ 430</u>	<u>\$ 451</u>	<u>\$ 5,728</u>	<u>\$ 44,286</u>	<u>\$ 65,431</u>	<u>\$ 16,795</u>	<u>\$ 22,901</u>	<u>\$ 180,395</u>	<u>\$ 13,040</u>
December 31, 2011										
Commercial	\$ 33	\$ 649	\$ 243	\$ 2,207	\$ 3,875	\$ 4,495	\$ 760	\$ 1,328	\$ 13,590	\$ 549
Commercial Real Estate:										
Construction, land development, and other land	89	-	-	-	534	5,863	255	7,177	13,918	6,710
Owner occupied	51	-	507	3,426	18,212	27,325	4,189	7,845	61,555	5,714
Nonowner occupied	-	-	-	809	25,322	36,135	6,832	11,886	80,984	5,153
Consumer real estate:										
Commercial Purpose	-	-	-	309	1,719	3,027	796	3,229	9,080	2,643
Mortgage - Residential	12,639	-	-	-	-	-	-	2,417	15,056	1,587
Home equity and home equity lines of credit	9,201	-	-	-	-	-	-	664	9,865	571
Consumer and Other	4,164	-	-	431	121	117	-	159	4,992	44
Total	<u>\$ 26,177</u>	<u>\$ 649</u>	<u>\$ 750</u>	<u>\$ 7,182</u>	<u>\$ 49,783</u>	<u>\$ 76,962</u>	<u>\$ 12,832</u>	<u>\$ 34,705</u>	<u>\$ 209,040</u>	<u>\$ 22,971</u>

Loans are considered past due when contractually required principal or interest has not been received. The amount classified as past due is the entire principal balance outstanding of the loan, not just the amount of payments that are past due.

An aging analysis of the recorded investment in past due loans, segregated by class of loans follows:

	Loans Past Due				Current	Total	90+ Days Past Due and Accruing
	30-59 Days	60-89 Days	90+ Days	Total			
	(in thousands)						
December 31, 2012							
Commercial	\$ 136	\$ 6	\$ 51	\$ 193	\$ 15,919	\$ 16,112	\$ -
Commercial real estate:							
Construction, land development, and other land	1,609	-	30	1,639	7,102	8,741	-
Owner occupied	142	32	1,837	2,011	49,191	51,202	-
Nonowner occupied	-	-	558	558	68,857	69,415	-
Consumer real estate:							
Commercial purpose	133	-	558	691	6,220	6,911	201
Mortgage - Residential	1,109	753	21	1,883	12,721	14,604	-
Home equity and home equity lines of credit	302	76	-	378	7,929	8,307	-
Consumer and Other	71	24	32	127	4,976	5,103	-
Total	<u>\$ 3,502</u>	<u>\$ 891</u>	<u>\$ 3,087</u>	<u>\$ 7,480</u>	<u>\$ 172,915</u>	<u>\$ 180,395</u>	<u>\$ 201</u>
December 31, 2011							
Commercial	\$ 86	\$ -	\$ 137	\$ 223	\$ 13,367	\$ 13,590	\$ 9
Commercial real estate:							
Construction, land development, and other land	114	49	4,072	4,235	9,683	13,918	-
Owner occupied	106	-	1,277	1,383	60,172	61,555	-
Nonowner occupied	-	162	630	792	80,192	80,984	-
Consumer real estate:							
Commercial purpose	214	-	456	670	8,410	9,080	-
Mortgage - Residential	419	-	81	500	14,556	15,056	-
Home equity and home equity lines of credit	218	79	13	310	9,555	9,865	-
Consumer and Other	50	2	3	55	4,937	4,992	-
Total	<u>\$ 1,207</u>	<u>\$ 292</u>	<u>\$ 6,669</u>	<u>\$ 8,168</u>	<u>\$ 200,872</u>	<u>\$ 209,040</u>	<u>\$ 9</u>

Loans are placed on nonaccrual when, in the opinion of management, the collection of additional interest is doubtful. Loans are generally placed on nonaccrual upon becoming ninety days past due. However, loans may be placed on nonaccrual regardless of whether or not they are past due. All cash received on nonaccrual loans is applied to the principal balance. Loans are considered for return to accrual status on an individual basis when all principal and interest amounts contractually due are brought current and future payments are reasonably assured.

The following is a summary of the recorded investment in nonaccrual loans, by class of loan:

	December 31,	
	2012	2011
	(in thousands)	
Commercial	\$ 264	\$ 540
Commercial real estate:		
Construction, land development, and other land	2,391	6,710
Owner occupied	3,040	5,714
Nonowner occupied	3,632	5,153
Consumer real estate:		
Commercial purpose	957	2,643
Mortgage - Residential	2,019	1,587
Home equity and home equity lines of credit	411	571
Consumer and Other	125	44
Total	<u>\$ 12,839</u>	<u>\$ 22,962</u>

The following table presents information pertaining to impaired loans and related valuation allowance allocations by class of loan:

	December 31, 2012			December 31, 2011		
	Recorded Investment	Unpaid Principal Balance	Valuation Allowance	Recorded Investment	Unpaid Principal Balance	Valuation Allowance
	(in thousands)					
With an allowance recorded:						
Commercial	\$ 463	\$ 543	\$ 49	\$ 322	\$ 369	\$ 174
Commercial real estate:						
Construction, land development, and other land	1,211	1,396	166	3,241	6,665	730
Owner occupied	5,473	6,045	498	3,351	4,540	865
Nonowner occupied	5,764	6,962	581	5,609	8,098	683
Consumer real estate:						
Commercial purpose	1,698	2,018	377	2,075	3,288	432
Mortgage - Residential	-	-	-	-	-	-
Home equity and home equity lines of credit	-	-	-	-	-	-
Consumer and Other	-	-	-	-	-	-
Total	<u>14,609</u>	<u>16,964</u>	<u>1,671</u>	<u>14,598</u>	<u>22,960</u>	<u>2,884</u>
With no related allowance recorded:						
Commercial	246	724	-	444	903	-
Commercial real estate:						
Construction, land development, and other land	2,391	4,730	-	3,363	4,656	-
Owner occupied	2,084	3,914	-	3,467	4,560	-
Nonowner occupied	2,930	3,616	-	2,452	2,747	-
Consumer real estate:						
Commercial purpose	683	1,150	-	796	1,039	-
Mortgage - Residential	-	-	-	-	-	-
Home equity and home equity lines of credit	-	-	-	-	-	-
Consumer and Other	-	-	-	-	-	-
Total	<u>8,334</u>	<u>14,134</u>	<u>-</u>	<u>10,522</u>	<u>13,905</u>	<u>-</u>
Total:						
Commercial	710	1,267	49	766	1,272	174
Commercial real estate:						
Construction, land development, and other land	3,602	6,126	166	6,604	11,321	730
Owner occupied	7,557	9,959	498	6,818	9,100	865
Nonowner occupied	8,694	10,578	581	8,061	10,845	683
Consumer real estate:						
Commercial purpose	2,380	3,168	377	2,871	4,327	432
Mortgage - Residential	-	-	-	-	-	-
Home equity and home equity lines of credit	-	-	-	-	-	-
Consumer and Other	-	-	-	-	-	-
Total Impaired Loans	<u>\$ 22,943</u>	<u>\$ 31,098</u>	<u>\$ 1,671</u>	<u>\$ 25,120</u>	<u>\$ 36,865</u>	<u>\$ 2,884</u>

The following table presents information pertaining to the recorded investment in impaired loans as follows:

	December 31, 2012		December 31, 2011	
	Average Outstanding Balance	Interest Income Recognized	Average Outstanding Balance	Interest Income Recognized
	(in thousands)			
Commercial	\$ 675	\$ 21	\$ 1,157	\$ 29
Commercial real estate:				
Construction, land development, and other land	3,650	43	7,973	-
Owner occupied	7,568	167	6,776	72
Nonowner occupied	8,844	210	10,036	137
Consumer real estate:				
Commercial purpose	2,271	23	2,739	45
Mortgage - Residential	-	-	-	-
Home equity and home equity lines of credit	-	-	-	-
Consumer and Other	-	-	-	-
Total	<u>\$ 23,008</u>	<u>\$ 464</u>	<u>\$ 28,681</u>	<u>\$ 283</u>

For loans where impairment is measured based on the present value of expected future cash flows, subsequent changes in present value and related allowance adjustments resulting from the passage of time are accounted within the provision for loan losses rather than interest income.

Troubled Debt Restructurings

The Corporation may agree to modify the terms of a loan to improve its ability to collect amounts due. The modified terms are intended to enable customers to mitigate the risk of foreclosure by creating a payment structure that provides for continued loan payment requirements based on their current cash flow ability. Modifications, including renewals, where concessions are made by the Bank and result from the debtor's financial difficulties are considered troubled debt restructurings (TDRs).

Loan modifications are considered TDRs when the modification includes terms outside of normal lending practices (i.e., concessions) to a borrower who is experiencing financial difficulties.

Typical concessions granted include, but are not limited to:

1. Agreeing to interest rates below prevailing market rates for debt with similar risk characteristics
2. Extending the amortization period beyond typical lending guidelines for debt with similar risk characteristics
3. Forbearance of principal
4. Forbearance of accrued interest

To determine if a borrower is experiencing financial difficulties, the Corporation considers if:

1. The borrower is currently in default on any other of their debt
2. It is likely that the borrower would default on any of their debt if the concession was not granted
3. The borrower's cash flow was sufficient to service all of their debt if the concession was not granted
4. The borrower has declared, or is in the process of declaring bankruptcy
5. The borrower is a going concern (if the entity is a business)

The following summarizes troubled debt restructurings:

	December 31, 2012			December 31, 2011		
	Outstanding Recorded Investment			Outstanding Recorded Investment		
	Accruing	Nonaccrual	Total	Accruing	Nonaccrual	Total
	(in thousands)					
Commercial	\$ 446	\$ 264	\$ 710	\$ 239	\$ 299	\$ 538
Commercial real estate:						
Construction, land development, and other land	1,211	2,271	3,482	20	4,564	4,584
Owner occupied	4,335	2,029	6,364	1,104	3,307	4,411
Nonowner occupied	5,063	3,447	8,510	2,361	2,498	4,859
Consumer real estate:						
Commercial purpose	1,424	596	2,020	228	2,025	2,253
Mortgage - Residential	738	1,232	1,970	351	770	1,121
Home equity and home equity lines of credit	62	284	346	-	213	213
Consumer and Other	9	96	105	89	11	100
Total	<u>\$ 13,288</u>	<u>\$ 10,219</u>	<u>\$ 23,507</u>	<u>\$ 4,392</u>	<u>\$ 13,687</u>	<u>\$ 18,079</u>

Troubled debt restructured loans may qualify for return to accrual status if the borrower complies with the revised terms and conditions and has demonstrated sustained payment performance consistent with the modified terms for a minimum of six consecutive payment cycles after the restructuring date. In addition, the collection of future payments must be reasonably assured.

The following presents information regarding existing loans that were restructured, resulting in the loan being classified as a troubled debt restructuring:

	Loans Restructured in 2012			Loans Restructured in 2011		
	Number of Loans	Pre-Modification Recorded Investment	Post-Modification Recorded Investment	Number of Loans	Pre-Modification Recorded Investment	Post-Modification Recorded Investment
	(dollars in thousands)					
Commercial	3	\$ 153	\$ 153	11	\$ 1,208	\$ 1,208
Commercial real estate:						
Construction, land development, and other land	3	2,631	2,631	6	1,896	1,896
Owner occupied	5	1,281	1,281	13	2,972	2,972
Nonowner occupied	6	2,413	2,413	4	5,221	4,782
Consumer real estate:						
Commercial purpose	3	445	445	10	1,144	1,144
Mortgage - Residential	7	496	496	5	502	406
Home equity and home equity lines of credit	2	137	137	1	238	218
Consumer and Other	1	28	28	2	37	37
Total	<u>30</u>	<u>\$ 7,584</u>	<u>\$ 7,584</u>	<u>52</u>	<u>\$ 13,218</u>	<u>\$ 12,663</u>

During the year ended December 31, 2012, the Corporation had seven TDR loans with a recorded investment of \$1.4 million that defaulted within 12 months of restructuring. During the year ended December 31, 2011, the Corporation had two TDR loans with a recorded investment of \$524,000 that defaulted within 12 months of restructuring. A loan is considered to be in payment default generally once it is 90 days contractually past due under the modified terms.

The following summarizes the nature of concessions granted by the Corporation to borrowers experiencing financial difficulties which resulted in troubled debt restructurings:

	<u>Non-Market Interest Rate</u>		<u>Extension of Amortization Period</u>		<u>Non-Market Interest Rate and Extension of Amortization Period</u>	
	<u>Number of Loans</u>	<u>Pre-Modification Recorded Investment</u>	<u>Number of Loans</u>	<u>Pre-Modification Recorded Investment</u>	<u>Number of Loans</u>	<u>Pre-Modification Recorded Investment</u>
	(dollars in thousands)					
December 31, 2012						
Commercial	-	\$ -	2	\$ 85	1	\$ 68
Commercial real estate:						
Construction, land development, and other land	-	-	1	104	2	2,527
Owner occupied	1	143	4	1,138	-	-
Nonowner occupied	1	262	4	1,683	1	468
Consumer real estate:						
Commercial purpose	3	445	-	-	-	-
Mortgage - Residential	6	472	1	24	-	-
Home equity and home equity lines of credit	2	137	-	-	-	-
Consumer and Other	1	28	-	-	-	-
Total	<u>14</u>	<u>\$ 1,487</u>	<u>12</u>	<u>\$ 3,034</u>	<u>4</u>	<u>\$ 3,063</u>
December 31, 2011						
Commercial	2	\$ 194	1	\$ 201	8	\$ 813
Commercial real estate:						
Construction, land development, and other land	-	-	-	-	6	1,896
Owner occupied	1	469	2	583	10	1,921
Nonowner occupied	1	1,184	1	758	2	3,279
Consumer real estate:						
Commercial purpose	1	150	-	-	8	993
Mortgage - Residential	1	142	-	-	4	360
Home equity and home equity lines of credit	1	198	-	-	1	40
Consumer and Other	-	-	-	-	2	37
Total	<u>7</u>	<u>\$ 2,337</u>	<u>4</u>	<u>\$ 1,542</u>	<u>41</u>	<u>\$ 9,339</u>

During the years ended December 31, 2012 and 2011, non-market interest rate restructurings included pre-modification recorded investments of \$4.5 million and \$9.0 million respectively, related to performing loans that were renewed at either their existing contractual rates or non-market interest rates. Because these performing loans were graded substandard and the modified rates were not market rates for similar loans, these renewals are considered troubled debt restructurings.

6. Premises and Equipment

A summary of premises and equipment, and related accumulated depreciation and amortization follows:

	December 31,	
	<u>2012</u>	<u>2011</u>
	(in thousands)	
Land and land improvements	\$ 2,858	\$ 2,850
Premises	9,943	9,933
Furniture and equipment	3,802	3,826
	<u>16,603</u>	<u>16,609</u>
Less accumulated depreciation and amortization	(9,392)	(9,115)
Premises and equipment, net	<u>\$ 7,211</u>	<u>\$ 7,494</u>

7. Other Real Estate Owned

At December 31, 2012, the Bank owned 15 foreclosed properties with a carrying value of \$3.4 million. As of December 31, 2011, the Bank owned 18 foreclosed properties with a carrying value of \$3.0 million. During 2012, net loss incurred on sale/write-down of other real estate totaled \$206,000 and included \$262,000 of valuation write-downs taken subsequent to property acquisitions and \$56,000 of net gain recognized upon sale of other real estate. The net loss on sale/write-down of other real estate is included in noninterest expense.

8. Time Certificates of Deposit

At December 31, 2012, the scheduled maturities of time deposits, including brokered certificates of deposit, with a remaining term of more than one year were:

Year of maturity :	(in thousands)
2014	\$ 25,037
2015	1,043
2016	2,257
2017	3,131
2018 and thereafter	26
Total	<u>\$ 31,494</u>

Included in time deposits are certificates of deposit in amounts of \$100,000 or more. These certificates and their remaining maturities at December 31, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
	(in thousands)	
Three months or less	\$ 6,944	\$ 7,900
Three through six months	3,146	4,419
Six through twelve months	9,729	11,768
Over twelve months	10,888	10,643
Total	<u>\$ 30,707</u>	<u>\$ 34,730</u>

Interest expense attributable to time deposits in amounts of \$100,000 or more amounted to approximately \$363,000, \$487,000, and \$806,000 in 2012, 2011, and 2010, respectively.

9. Other Borrowings

The Bank maintains a line-of-credit with the Federal Home Loan Bank of Indianapolis ("FHLBI") which provides maximum borrowing capacity of \$28.4 million as of December 31, 2012. The line is secured by unencumbered qualified mortgage and home equity loans with outstanding balances of \$14.5 million and unencumbered investment securities with a fair value of \$25.2 million. No advances were drawn on the line-of-credit during 2012 and no amounts were outstanding on the line at December 31, 2012.

In addition, the Bank maintains a line-of-credit at the Federal Reserve discount window secured by specific pledges of eligible commercial loans totaling \$11.2 million. At December 31, 2012, the lendable collateral value of such loans totaled \$6.2 million. No advances were made on the line-of-credit during 2012 or outstanding on the line at December 31, 2012.

Due to the Bank's condition, borrowing availability under these lines-of-credit is subject to approval by the FHLBI and Federal Reserve, respectively, and terms may be limited or restricted.

Interest expense on FHLBI advances approximated \$0, \$0, and \$2,000, for the years ended December 31, 2012, 2011, and 2010, respectively.

During 2012 and 2011, the board of directors extended unsecured loans totaling \$88,000 and \$60,000, respectively to FNBH Bancorp, Inc. to fund operating expenses of the Corporation. The loans are noninterest bearing and are expected to be repaid via conversion to an investment in the Corporation's planned recapitalization.

10. Federal Income Taxes

Federal income tax expense (benefit) consists of:

	<u>2012</u>	<u>2011</u>	<u>2010</u>
	(in thousands)		
Current	\$ -	\$ -	\$ -
Deferred	(104)	-	57
Total federal income tax expense (benefit)	<u>\$ (104)</u>	<u>\$ -</u>	<u>\$ 57</u>

Federal income tax expense (benefit) differed from the amounts computed by applying the U.S. Federal income tax rate of 34% to pretax income as a result of the following:

	<u>2012</u>	<u>2011</u>	<u>2010</u>
	(in thousands)		
Computed "expected" tax expense (benefit)	\$ 76	\$ (1,215)	\$ (1,304)
Increase (reduction) in tax resulting from:			
Tax-exempt interest and dividends, net	(35)	(104)	(119)
Change in valuation allowance	(157)	1,320	1,482
Other, net	12	(1)	(2)
Total federal income tax expense (benefit)	<u>\$ (104)</u>	<u>\$ -</u>	<u>\$ 57</u>

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are presented below:

	December 31,	
	2012	2011
	(in thousands)	
Deferred tax assets:		
Allowance for loan losses	\$ 1,983	\$ 1,928
Net operating loss carryforward	8,105	8,091
Other-than-temporary impairment on securities available for sale	769	769
Premises and equipment	332	351
Deferred directors' fees	157	196
Reserve for Other Real Estate Owned	190	185
Supplemental retirement plan	79	124
Unrealized loss on securities available for sale	-	76
Other	114	135
Total gross deferred tax assets	<u>11,729</u>	<u>11,855</u>
Deferred tax liabilities:		
Deferred loan fees	(44)	(39)
Unrealized gain on securities available for sale	(104)	-
Other	(65)	(67)
Total gross deferred tax liabilities	<u>(213)</u>	<u>(106)</u>
Net deferred tax asset before valuation allowance	11,516	11,749
Valuation allowance	<u>(11,516)</u>	<u>(11,749)</u>
Net deferred tax asset	<u>\$ -</u>	<u>\$ -</u>

Deferred tax assets are subject to periodic asset realization tests. Management believes the above valuation allowances are required at December 31, 2012 and 2011, due to the uncertainty of future taxable income necessary to fully realize the recorded net deferred tax asset.

It is the Corporation's policy to evaluate the realizability of deferred tax assets related to unrealized losses on available for sale debt securities separately from its other deferred tax assets when it has the intent and ability to hold the security to recovery (maturity, if necessary). Because the future taxable income implicit in the recovery of the basis of available for sale debt securities for financial reporting purposes will offset the deductions underlying the deferred tax asset, a valuation allowance would generally not be necessary, even in cases where a valuation allowance might be necessary related to the Corporation's other deferred tax assets.

At December 31, 2012, the Corporation had a net operating loss carryforward of approximately \$23.8 million that expires beginning in 2028 if not previously utilized.

11. Related Party Transactions

Certain directors and executive officers, including their immediate families and companies in which they are principal owners, were loan customers of the Bank during 2012 and 2011. Deposits from such individuals and their related interests totaled approximately \$663,000 and \$701,000 at December 31, 2012 and December 31, 2011, respectively. Loans were made to such individuals in the ordinary course of business, in accordance with the Bank's normal lending policies, including the interest rate charged and collateralization, and do not represent more than a normal credit risk.

Loans to related parties are summarized below for the periods indicated:

	2012	2011
Balance at beginning of year	\$ 498	\$ 590
New loans and related parties	-	56
Loan repayments	(271)	(138)
Loans no longer related-party	(16)	(10)
Balance at end of year	<u>\$ 211</u>	<u>\$ 498</u>

12. Leases

The Bank has a noncancelable operating lease that provides for renewal options. Future minimum lease payments under the noncancelable lease as of December 31, 2012, are as follows:

Year ending December 31:

2013	\$ 78
2014	78
2015	58
2016	48
2017	36
Total lease payments	<u>\$ 298</u>

Rental expense charged to operations in 2012, 2011 and 2010 amounted to approximately \$88,000, \$84,000 and \$64,000, respectively, including amounts paid under short term, cancelable leases.

13. Retirement Plan

The Bank sponsors a defined contribution money purchase thrift plan covering all employees 21 years of age or older who have completed one year of service as defined in the plan agreement. Effective January 1, 2010, the Bank discontinued all employer contributions to the plan. During 2009, employer contributions were equal to 3% of total employee earnings plus 50% of employee contributions (limited to 10% of their earnings) or the maximum amount permitted by the Internal Revenue Code. There were no plan expenses for the Bank in 2012, 2011 and 2010, respectively.

14. Shareholders' Equity

On September 22, 2011, at a Special Shareholder Meeting, the shareholders of the Corporation approved a 1-for-7 reverse stock split of the Corporation's outstanding common stock which became effective as of the close of business on October 3, 2011. The Corporation's common stock began trading on a split adjusted basis on the Over-The-Counter Bulletin Board at the opening of trading on October 4, 2011. All share and per share amounts included in these consolidated financial statements reflect the 1-for-7 reverse stock split. In connection with the reverse stock split, each seven shares of common stock issued and outstanding at the close of trading on the effective date was reclassified into one share of common stock. No fractional shares of common stock were issued as a result of the reverse split; instead, fractional shares were rounded up to the nearest whole share. The reverse stock split reduced the number of shares of outstanding common stock from 3,171,523 to 453,553. There was no change to the number of authorized shares of common stock as a result of the reverse split.

On October 14, 2011, the Corporation adopted a Tax Benefits Preservation Plan (the Plan) designed to protect its ability to utilize its deferred tax assets (such as net operating loss carry forwards) to offset future taxable income and reduce future federal income tax liability. The Corporation's ability to use these deferred tax assets would be substantially limited if there were an "ownership change" as defined under federal tax rules. The Plan is designed to reduce the likelihood that the Corporation will experience an ownership change by discouraging any person who is not already a 5% shareholder from becoming a 5% shareholder of the Corporation (with certain limited exceptions). As a result of the adoption of the Plan, each shareholder of record on October 14, 2011, received a dividend of one right to purchase certain preferred securities of the Corporation upon the occurrence of certain events for every share of common stock owned by the shareholder.

On May 24, 2012, at the Corporation's annual shareholder meeting, the shareholders approved an increase in the number of authorized shares of common stock from 7 million shares to 11 million shares. The additional shares are expected to be required to close a planned recapitalization of the Corporation (see Note 20) and/or to provide additional shares for future issuance should further capital needs arise.

15. Net Income per Common Share

Basic earnings per common share is based on the weighted average number of common shares and participating securities outstanding during the period. Diluted earnings per share are the same as basic earnings per share because any additional potential common shares issuable are included in the basic earnings per share calculation. On January 1, 2009, the Corporation adopted new guidance impacting ASC Topic 260, *Earnings Per Share*, related to determining whether instruments granted in a share-based payment transaction are participating securities. This guidance requires that unvested stock awards which contain non-forfeitable rights to dividends or dividend equivalents, whether paid or unpaid (referred to as "participating securities"), be included in the number of shares outstanding for both basic and diluted earnings per share calculations. Our unvested restricted stock under the Long-Term Incentive Plan (see Note 16) is considered a participating security. In the event of a net loss, the participating securities are excluded from the calculation of both basic and diluted earnings per share. Due to our net loss for the years ended December 31, 2011 and 2010, the unvested restricted shares were not included in determining either basic and diluted earnings per share for the respective periods.

The following table presents basic and diluted net income per share:

	<u>2012</u>	<u>2011</u>	<u>2010</u>
	(dollars in thousands, except per share amounts)		
Weighted average basic and diluted shares outstanding	457,416	457,318	456,633
Net income (loss) available to common shareholders	\$ 329	\$ (3,573)	\$ (3,893)
Basic and diluted net income (loss) per share	\$ 0.72	\$ (7.81)	\$ (8.53)

16. Long Term Incentive Plan

Under the Long Term Incentive Plan (the "LTIP"), the Corporation had the authority to grant stock options and restricted stock as compensation to key employees. Such authority expired April 22, 2008. The Corporation did not award any stock options under the LTIP. The restricted shares granted under the LTIP have a five-year vesting period. The awards were recorded at fair value on the grant date and are amortized into salary expense over the vesting period. A summary of the activity under the LTIP is presented below:

	<u>2012</u>		<u>2011</u>	
	<u>Weighted-Average Grant Date</u>		<u>Weighted-Average Grant Date</u>	
	<u>Shares</u>	<u>Fair Value</u>	<u>Shares</u>	<u>Fair Value</u>
Restricted Stock Awards				
Outstanding at January 1,	40	\$ 98.88	173	\$ 112.20
Granted	-	-	-	-
Vested	(40)	98.88	(133)	116.24
Forfeited	-	-	-	-
Outstanding at December 31,	-	\$ -	40	\$ 98.88

The total fair value of the awards vested during the year ended December 31, 2012, 2011 and 2010 was \$4,000, \$16,000, and \$16,000, respectively. As of December 31, 2012, all restricted shares granted under the LTIP had vested and there was no unrecognized compensation cost related to nonvested stock awards.

17. Directors' Stock Fee Plan

Each director of the Corporation who is not an officer or employee of any subsidiary of the Corporation is eligible to participate in the Compensation Plan for Nonemployee Directors. Nonemployee directors may elect to participate in this plan in lieu of all or a portion of fees payable to them as directors ("plan fees"). The plan fees consist of both a fixed and variable component. The fixed component equals the per-meeting fee paid for attendance at board meetings of both the Bank and the Corporation and any committees of their respective boards. The variable component of the plan is equal to the total fixed fees paid to a specific director for services performed during the preceding calendar year, multiplied by bonus amounts (expressed as the percentage of base compensation payable to officers of the Bank for the preceding calendar year under the Bank's Incentive Bonus Plan). Expenses related to both fixed and variable fees are recorded as noninterest expense in the year incurred regardless of payment method.

Fixed directors' fees may be paid in cash, to a current stock purchase account, to a deferred cash investment account, or to a deferred stock account according to each eligible director's payment election. Current stock is issued quarterly based on the average fair market value of the stock for the preceding quarter. When deferred stock is elected, payments are credited to a deferred stock account for each participating director, and stock units are computed quarterly based on the average fair market value of the stock for the preceding quarter. When dividends are declared, they are computed based on the stock units available in each director's deferred account, are reinvested in stock units and charged to expense. The units are converted to shares and issued to participating directors upon retirement. As of December 31, 2012, there were approximately 2,500 shares earned and available for distribution in the fixed-fee deferred stock accounts.

Variable directors' fees may be paid to a current stock purchase account or to a deferred stock account. Current stock is issued based on the average fair market value of the stock for the preceding quarter. Deferred stock units are computed for directors electing to use a deferred stock account, and dividends are reinvested throughout the year as declared. As of December 31, 2012, there were 560 shares earned and available for distribution in the variable-fee deferred stock accounts.

There were no compensation costs related to directors' fees included in noninterest expense in 2012, 2011 or 2010. Directors are not currently receiving any compensation as a result of the financial condition and regulatory actions taken against the Corporation and the Bank.

18. Employees' Stock Purchase Plan

The Employees' Stock Purchase Plan allowed eligible employees to purchase shares of common stock of the Corporation at a price less than market price under Section 423 of the Internal Revenue Code of 1986 as amended. Eligible employees must have been continuously employed for one year, must work at least 20 hours per week, and must work at least five months in a calendar year. The purchase price for each share of stock is 95% of the fair market value of a share of stock determined by the previous three month average stock price. The Employees' Stock Purchase Plan expired September 30, 2010.

19. Financial Instruments with Off-Balance-Sheet Risk

The Bank is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments are loan commitments to extend credit and letters of credit. These instruments involve, to varying degrees, elements of credit risk in excess of the amounts recognized in the consolidated balance sheets.

The Bank's exposure to credit loss in the event of the nonperformance by the other party to the financial instruments for loan commitments to extend credit and letters of credit is represented by the contractual amounts of these instruments. The Bank uses the same credit policies in making credit commitments as it does for on-balance-sheet loans.

Financial instruments whose contract amounts represent credit risk are as follows:

	December 31,	
	2012	2011
	(in thousands)	
Commercial	\$ 6,146	\$ 9,805
Commercial real estate	1,072	1,235
Consumer real estate	4,164	4,866
Consumer and Other	2,841	2,933
Total credit commitments	<u>\$ 14,223</u>	<u>\$ 18,839</u>

Loan commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Bank evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation of the counterparty. Collateral held varies but may include accounts receivable; inventory; property, plant, and equipment; residential real estate; and income-producing commercial properties. Market risk may arise if interest rates move adversely subsequent to the extension of commitments.

As of December 31, 2012 and 2011, the Bank had outstanding irrevocable standby letters of credit, which carry a maximum potential commitment of approximately \$10,000 and \$132,000, respectively. These letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. The majority of these letters of credit are short term guarantees of one year or less, although some have maturities which extend as long as two years. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers. The Bank primarily holds real estate as collateral supporting those commitments for which collateral is deemed necessary. The extent of collateral held on those commitments at December 31, 2012 and 2011, where there is collateral, is in excess of the committed amount. A letter of credit is not recorded on the balance sheet until a customer fails to perform.

20. Capital

The Corporation and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can result in the initiation of certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct, material effect on the Corporation's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Corporation and the Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The Corporation's and the Bank's capital classification are also subject to qualitative judgments by regulators with regard to components, risk weightings, and other factors.

The Federal Deposit Insurance Corporation Improvement Act of 1991 (FDICIA) required that the federal regulatory agencies adopt regulations defining five capital tiers for banks:

	Total Risk-Based Capital Ratio	Tier 1 Risk-Based Capital Ratio	Leverage Ratio
Well capitalized	10% or above	6% or above	5% or above
Adequately capitalized	8% or above	4% or above	4% or above
Undercapitalized	Less than 8%	Less than 4%	Less than 4%
Significantly undercapitalized	Less than 6%	Less than 3%	Less than 3%
Critically undercapitalized	-	-	A ratio of tangible equity to total assets of 2% or less

Quantitative measures established by regulation to ensure capital adequacy require the Corporation and the Bank to maintain minimum amounts and ratios of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined), and Tier 1 capital (as defined) to average assets (as defined). The Corporation's and the Bank's actual capital amounts and ratios are presented in the following table:

As of December 31, 2012	Actual		Minimum for Capital Adequacy Purposes		To be Well Capitalized Under Prompt Corrective Action Provision	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
(dollars in thousands)						
Total Capital (to risk weighted assets)						
Bank	\$ 10,195	5.02%	\$ 16,240	8.00%	\$ 20,300	10.00%
FNBH Bancorp	9,822	4.84%	16,240	8.00%	N/A	N/A
Tier 1 Capital (to risk weighted assets)						
Bank	7,540	3.71%	8,120	4.00%	12,180	6.00%
FNBH Bancorp	7,167	3.53%	8,120	4.00%	N/A	N/A
Tier 1 Capital (to average assets)						
Bank	7,540	2.58%	11,686	4.00%	14,608	5.00%
FNBH Bancorp	7,167	2.45%	11,686	4.00%	N/A	N/A
As of December 31, 2011	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total Capital (to risk weighted assets)						
Bank	\$ 9,987	4.49%	\$ 17,811	8.00%	\$ 22,264	10.00%
FNBH Bancorp	9,742	4.38%	17,811	8.00%	N/A	N/A
Tier 1 Capital (to risk weighted assets)						
Bank	7,078	3.18%	8,906	4.00%	13,358	6.00%
FNBH Bancorp	6,833	3.07%	8,906	4.00%	N/A	N/A
Tier 1 Capital (to average assets)						
Bank	7,078	2.44%	11,606	4.00%	14,507	5.00%
FNBH Bancorp	6,833	2.36%	11,606	4.00%	N/A	N/A

The OCC has established the following minimum capital standards for national banks: a leverage requirement consisting of a minimum ratio of Tier 1 capital to total average assets of 3% for the most highly-rated banks, with minimum requirements of 4% to 5% for all others, and a risk-based capital requirement consisting of a minimum ratio of total capital to total risk-weighted assets of 8%, at least one-half of which must be Tier 1 capital. Tier 1 capital consists principally of shareholders' equity. These capital requirements are minimum requirements. Higher capital levels will be required if warranted by the particular circumstances or risk profiles of individual institutions. Federal law provides the federal banking regulators with broad power to take prompt corrective action to resolve the problems of undercapitalized institutions.

On September 24, 2009, the Bank consented to the issuance of a Consent Order (the "Consent Order") with the OCC. Pursuant to the Consent Order, the Bank was required to achieve and maintain total capital equal to 11% of risk weighted assets and Tier 1 capital equal to at least 8.5% of adjusted total assets by January 22, 2010. At December 31, 2012 and through the current date, the Bank's capital ratios are and continue to be significantly below the increased minimum requirements imposed by the OCC. In light of the Bank's continued losses and capital position at December 31, 2012, it is reasonable to anticipate further regulatory enforcement action by either the OCC or FDIC, particularly if the Corporation is unsuccessful in raising additional capital.

In addition and as a result of noncompliance with certain terms of the Consent Order, the Bank is categorized as "significantly undercapitalized" for Prompt Corrective Action purposes, as described in Note 2. The Prompt Corrective Action provisions impose certain restrictions on institutions that

are undercapitalized. The restrictions become increasingly more severe as an institution's capital category declines from undercapitalized to significantly undercapitalized to critically undercapitalized.

Even if we do not become subject to more stringent regulatory requirements or restrictions, our current capital deficiencies and elevated levels of nonperforming assets may make it very difficult to continue as a going concern. Although improved from December 31, 2011, our nonperforming assets comprise approximately 87% of our capital plus allowance for loan losses at December 31, 2012. As described elsewhere in the consolidated financial statements, we have established our allowance for loan losses at a level we currently believe, based on the data available to us, is sufficient to absorb expected losses in our loan portfolio. However, this process involves a very significant degree of judgment, is based on numerous different assumptions that are difficult to make and, by its nature, is inherently uncertain. Moreover, the performance of our existing loan portfolio is, in many respects, dependent on external factors such as our borrowers' ability to repay their loan obligations and the value of collateral securing those obligations, which in turn depend on macro and micro economic conditions including the pace of economic recovery in Southeast Michigan. If our loan portfolio performs worse than we currently expect, we may not have sufficient capital to absorb all of the losses, which could render us insolvent.

Since 2010 and through the current date, we have been working with financial and legal advisors to attempt to raise additional capital for the Bank. As disclosed in a Current Report on Form 8-K filed with the Securities and Exchange Commission on December 28, 2012, the Corporation completed the subscription phase of its offering of securities in a private placement to certain accredited investors. To date, the Corporation has accepted subscription commitments from investors pursuant to which the Corporation has agreed to sell, subject to the satisfaction of certain conditions, securities denominated as "Units" (the "Capital Raise") in the aggregate amount of \$23 million. Each Unit was offered for a price of \$1,500 and consists of 715 shares of the Corporation's common stock and \$1,000 principal amount of 10% subordinated debentures to be issued by the Corporation. These subscription commitments have been funded into escrow pending the closing of the Capital Raise.

The closing of the Capital Raise is subject to material conditions, including a requirement to obtain the approval of the Federal Reserve to the Corporation's issuance of the subordinated debentures, a condition regarding the existence and/or terms of any formal regulatory enforcement action against the Bank, and compliance by one or more investors with federal law applicable to the acquisition of "control" of a bank holding company. The satisfaction (or, in some cases, waiver) of these conditions is largely out of the control of the Corporation. If the conditions to the closing of the Capital Raise are not satisfied or waived, the closing will not occur. In light of the existence of these conditions, a reader of this Annual Report should not make a decision regarding whether to invest in the Corporation based on an assumption that the Capital Raise will close.

If the Capital Raise closes, the Corporation currently intends to contribute to the Bank an amount of proceeds from the Capital Raise sufficient for the Bank to meet the minimum capital ratios required by the Consent Order. However, it is possible other circumstances could prevent the Corporation from contributing such amount to the Bank's capital, such that the Bank will continue to be in noncompliance with such minimum capital ratios. Even if the Bank is able to meet the minimum capital ratios following the closing of the Capital Raise, it is possible that further losses at the Bank could cause its capital to once again fall below such minimum ratios. In any event, even if the closing of the Capital Raise occurs, the Corporation currently expects that the Bank will continue to be subject to the Consent Order or some other regulatory enforcement action for some period following the closing of the Capital Raise while the Bank works to comply with the other provisions of the Consent Order and demonstrate a period of performance with the requirements of the Consent Order.

The Corporation is hopeful that its ongoing efforts to close the Capital Raise in the near future will be successful. However, the Corporation cannot give any assurances that it will be successful in closing the Capital Raise or, even if it is successful, that its plan or related efforts will improve the Bank's financial condition; further deterioration of the Bank's capital position is possible. The current economic environment in southeast Michigan and local real estate market conditions, while improving, will continue to present challenges to the Bank's financial performance.

The Corporation's ability to pay dividends is subject to various regulatory and state law requirements. Due to the Bank's financial condition, the Bank cannot pay a dividend to the Corporation without the prior approval of the OCC. The Corporation does not anticipate the Bank providing any dividends to the Corporation through at least 2013. The Corporation suspended, indefinitely, the payment of dividends to its shareholders in the third quarter of 2008 due to the Bank's inability to pay dividends to the holding company and insufficient cash at the holding company to pay the dividends. The Corporation does not anticipate resuming dividend payments to its shareholders in the near future.

Pursuant to the results of recent examinations of the Corporation by the Federal Reserve, the Corporation is considered a troubled institution due to the critically deficient condition of its subsidiary Bank. As such, the Federal Reserve has required the Corporation to take action to support the Bank, which principally involves a capital infusion sufficient to satisfy minimum capital ratios imposed on the Bank. In addition, the Corporation must receive prior approval from the Federal Reserve before the payment of dividends, issuance of debt, or redemption of stock. Additional restrictions imposed on the Corporation by the Federal Reserve relate to changes in the composition of board members, the employment of senior executive officers or changes in the responsibilities of senior executive officers, and limitations on indemnification and severance payments.

As a result of the Bank's current inability to pay dividends to the Corporation, the Corporation has an insufficient level of resources and cash flows to meet operational liquidity needs. The Bank is prohibited from paying expenses on behalf of the Corporation. To resolve the Corporation's illiquidity and the deficient capital levels at the Corporation and the Bank, the Corporation's board of directors has provided certain interim funding to the Corporation. Depending on the extent of the future cash needs of the holding company, the timing and successful completion of the pending capital raise, and the directors' willingness and ability to continue funding holding company expenses (through loans), the Corporation may be required to attempt to borrow funds from other sources to pay its expenses. Such additional borrowings may be at a price and on terms that are unfavorable to the Corporation. The holding company incurred pre-tax expenses totaling approximately \$168,000 and \$208,000 during calendar year 2012 and 2011, respectively.

Regulatory Enforcement Action

As discussed above, the Bank is subject to a Consent Order issued by the OCC on September 24, 2009 that requires the Bank to raise capital in order to achieve certain minimum capital ratios. See "Capital" above for more information regarding these capital requirements and the Bank's current failure to meet the capital requirements of the Consent Order.

In addition to the minimum capital ratios, the Consent Order imposes several other requirements on the Bank. The Bank has taken a number of actions to address such other requirements (many of which were underway well before the Consent Order was issued), including:

- the Board of Directors of the Bank appointed a Compliance Committee to ensure the Bank's compliance with the Consent Order and periodically report on such compliance efforts to the OCC;
- the Bank adopted a written strategic plan that included, among other things, the specific requirements set forth in Consent Order, and the Bank has taken ongoing actions to monitor the Bank's performance relative to the strategic plan;
- the Bank enhanced its liquidity risk management program via improved procedures for cash flow forecasting, monitoring and reporting, development of a contingency funding plan and increased its borrowing availability under lines of credit secured by certain pledged loans and investments;
- the Bank has implemented numerous policies and procedures intended to improve asset quality levels within the loan portfolio, including: identifying, monitoring, and reporting of problem loans via application of a comprehensive risk grade assessment system; development of specific workout strategies on all significant impaired loans; attempted restructuring of certain problem credits to mitigate the extent of potential future loss by the Bank; and, overall improvements to underwriting policies and credit structuring practices;
- the Bank engaged an independent third-party loan review specialist to assess the Bank's ability to effectively assign appropriate risk grades and identify problem loans;
- the Bank engaged an independent third-party to validate the Bank's allowance for loan loss methodology to ensure it conforms with regulatory guidance and accounting principles generally accepted in the United States of America, including an evaluation of the key assumptions used in the loan loss analysis;
- the Bank enhanced its policies and procedures for obtaining and reviewing appraisals on property securing loans made by the Bank;
- the Bank implemented a practice of developing a written action plan for each parcel of other real estate owned;
- the Bank has taken ongoing actions in an effort to reduce the Bank's concentration in commercial real estate (CRE) loans and construction and development (C&D) loans;
- the Bank has taken ongoing actions to improve many aspects of its credit and loan policies and programs; and
- the Bank enhanced its program designed to maintain an adequate allowance for loan and lease losses (ALLL).

While the Bank believes it has made significant progress in its efforts to comply with all requirements of the Consent Order other than the minimum capital requirements, the OCC continues to cite deficiencies and noncompliance with respect to each of the requirements of the Consent Order. As such, additional, ongoing actions by the Bank are required in order to be in full compliance with the Consent Order as ultimately determined by the OCC. While the OCC could take further and immediate regulatory enforcement action against the Bank if the OCC believes the Bank is not in compliance with any requirement of the Consent Order, the Bank currently believes its failure to meet the minimum capital requirements established by the Consent Order is the primary risk factor in determining the likelihood and extent of any further, more severe regulatory enforcement action (such as receivership of the Bank).

21. Contingent Liabilities

The Corporation is subject to various claims and legal proceedings arising out of the normal course of business, none of which, in the opinion of management, based on the advice of legal counsel, is expected to have a material effect on the Corporation's financial position or results of operations.

22. Fair Value Measurements

ASC Topic 820 defines fair value and establishes a consistent framework for measuring fair value and expands disclosure requirements for fair value measurements. Fair values represent the estimated price that would be received from selling an asset or paid to transfer a liability, otherwise known as an "exit price". The three levels of inputs that may be used to measure fair value are as follows:

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

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

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

The following is a description of the Corporation's valuation methodologies used to measure and disclose the fair values of its financial assets and liabilities on a recurring basis:

Securities available for sale. Securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based on quoted prices, if available (Level 1). If quoted prices are not available, fair values are measured using independent pricing models such as

matrix pricing models (Level 2). Matrix pricing is a mathematical technique widely used in the financial industry to value debt securities without relying exclusively on quoted market prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted prices. Level 2 securities include U.S. government and agency securities, other U.S. government and agency mortgage-backed securities, municipal bonds and preferred stock securities. Level 3 securities include private collateralized mortgage obligations. The fair value measurement of our only Level 3 security, a non-investment grade CMO, and details regarding significant inputs and assumptions used in estimating its fair value, is detailed in Note 3, Securities.

Fair value of assets measured on a recurring basis:

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(in thousands)			
December 31, 2012				
Obligations of state and political subdivisions	\$ 1,580	\$ -	\$ 1,580	\$ -
U.S. agency	3,007	-	3,007	-
Mortgage-backed/CMO	67,862	-	65,844	2,018
Preferred stock	137	-	137	-
Total investment securities available for sale	<u>\$ 72,586</u>	<u>\$ -</u>	<u>\$ 70,568</u>	<u>\$ 2,018</u>
December 31, 2011				
Obligations of state and political subdivisions	\$ 1,311	\$ -	\$ 1,311	\$ -
U.S. agency	7,008	-	7,008	-
Mortgage-backed/CMO	23,897	-	21,833	2,064
Preferred stock	109	-	109	-
Total investment securities available for sale	<u>\$ 32,325</u>	<u>\$ -</u>	<u>\$ 30,261</u>	<u>\$ 2,064</u>

The reconciliation of the beginning and ending balances of the asset classified by the Corporation within Level 3 of the valuation hierarchy is as follows:

	2012	2011
	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)
Fair value of non-agency mortgage-backed security, beginning of year ⁽¹⁾	\$ 2,064	\$ 2,592
Total gains (losses) realized/unrealized:		
Included in earnings ⁽²⁾	-	(76)
Included in other comprehensive income ⁽²⁾	358	(57)
Purchases, issuances, and other settlements	(404)	(395)
Transfers into Level 3	-	-
Fair value of non-agency mortgage-backed security, end of year	<u>\$ 2,018</u>	<u>\$ 2,064</u>
Total amount of losses for the year included in earnings attributable to the change in unrealized in unrealized losses relating to assets still held at end of year	<u>\$ -</u>	<u>\$ (76)</u>

⁽¹⁾ Non-agency CMO classified as available for sale is valued using internal valuation models and pricing information from third parties.

⁽²⁾ Realized gains (losses), including unrealized losses deemed other-than-temporary, are reported in noninterest income. Unrealized gains (losses) are reported in accumulated other comprehensive income (loss).

The following is a description of the Corporation's valuation methodologies used to measure and disclose the fair values of its financial assets and liabilities on a non-recurring basis:

Loans. The Corporation does not record loans at fair value on a recurring basis. However, from time to time, the Corporation records nonrecurring fair value adjustments to collateral dependent loans to reflect partial write-downs or specific reserves that are based on the observable market price or current appraised value of the collateral. These loans are reported in the nonrecurring table below at initial recognition of impairment and on an ongoing basis until recovery or charge off. When the fair value of the collateral is based on an observable market price or a current appraised value, the Corporation records the impaired loan as nonrecurring Level 2. When a current appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Corporation records the impaired loan as nonrecurring Level 3.

Other real estate owned. Real estate acquired through foreclosure or deed-in-lieu is adjusted to fair value less costs to sell upon transfer of the loan to other real estate owned, usually based on an appraisal of the property. Subsequently, other real estate owned is carried at the lower of carrying value or fair value, less cost to sell. A valuation based on a current appraisal or by a broker's opinion is considered a Level 2 fair value. If management determines the fair value of the property is further impaired below the appraised value and there is no observable market price, the Corporation records the property as nonrecurring Level 3.

Fair value of assets on a non-recurring basis:

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(in thousands)			
December 31, 2012				
Impaired loans ⁽¹⁾	\$ 21,272	\$ -	\$ -	\$ 21,272
Other real estate owned	\$ 3,427	\$ -	\$ -	\$ 3,427
December 31, 2011				
Impaired loans ⁽¹⁾	\$ 22,236	\$ -	\$ -	\$ 22,236
Other real estate owned	\$ 3,026	\$ -	\$ -	\$ 3,026

⁽¹⁾ Represents carrying value and related write-downs and specific reserves pertaining to collateral dependent loans for which adjustments are based on the appraised value of the collateral or by other unobservable inputs.

23. Fair Value of Financial Instruments

Fair value disclosures require fair-value information about financial instruments for which it is practicable to estimate that value. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. In that regard, the derived fair-value estimates cannot be substantiated by comparison to independent markets and, in many cases, cannot be realized in immediate settlement of the instrument.

Fair-value methods and assumptions for the Corporation's financial instruments are as follows:

Cash and cash equivalents – The carrying amounts reported in the consolidated balance sheet for cash and short term investments reasonably approximate those assets' fair values.

Investment securities – Fair values for investment securities are determined as discussed above.

FHLBI and FRB stock – The carrying amounts reported in the consolidated balance sheet for FHLBI and FRB stock reasonably approximate those assets' fair values.

Loans – For variable-rate loans that reprice frequently, fair values are generally based on carrying values, adjusted for credit risk. The fair value of fixed-rate loans is estimated by discounting future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

Accrued interest income – The carrying amount of accrued interest income is a reasonable estimate of fair value.

Deposit liabilities – The fair value of deposits with no stated maturity, such as demand deposit, NOW, savings, and money market accounts, is equal to the amount payable on demand. The fair value of certificates of deposit is estimated using rates currently offered for wholesale funds with similar remaining maturities.

Other borrowings – The carrying amount of other borrowings is a reasonable estimate of fair value.

Accrued interest payable – The carrying amount of accrued interest payable is a reasonable estimate of fair value.

Off-balance-sheet instruments – The fair value of commitments to extend credit is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair value of commitments to extend credit, including letters of credit, is estimated to approximate their aggregate book balance and is not considered material and therefore not included in the following table.

	Level in Fair Value Hierarchy	December 31, 2012		December 31, 2011	
		Carrying Value	Fair Value	Carrying Value	Fair Value
(in thousands)					
Financial assets:					
Cash and cash equivalents	Level 1	\$ 41,824	\$ 41,824	\$ 50,020	\$ 50,020
Short term investments	Level 2	197	197	197	197
Investment and mortgage-backed securities	Level 2	70,568	70,568	30,261	30,261
Non-agency mortgage-backed security	Level 3	2,018	2,018	2,064	2,064
FHLBI and FRB stock	Level 2	779	779	779	779
Loans, net	Level 3	168,422	169,365	196,154	197,088
Accrued interest income	Level 2	705	705	739	739
Financial liabilities:					
Deposits	Level 2	\$ 287,682	\$ 287,749	\$ 283,652	\$ 284,547
Other borrowings	Level 2	148	148	60	60
Accrued interest expense	Level 2	93	93	136	136

Limitations

Fair-value estimates are made at a specific point in time based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discounts that could result from offering for sale at one time the Corporation's entire holdings of a particular financial instrument. Because no market exists for a significant portion of the Corporation's financial instruments, fair-value estimates are based on judgments regarding future loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment, and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

24. Dividend Restrictions

On a parent company-only basis, the Corporation's only source of funds is dividends paid by the Bank. The ability of the Bank to pay dividends is subject to limitations under various laws and regulations and to prudent and sound banking principles. The Bank may not declare a dividend without the approval of the Office of the Comptroller of the Currency (OCC) unless the total of its net profits for the year combined with its retained profits of the two preceding years exceed the total dividends in a calendar year. Under these provisions, there is no ability to pay dividends at December 31, 2012, without the prior approval of the OCC.

25. Condensed Financial Information – Parent Company Only

The condensed balance sheets at December 31, 2012 and 2011, and the condensed statements of operations and cash flows for the years ended December 31, 2012, 2011 and 2010, of FNBH Bancorp, Inc. follow:

Condensed Balance Sheets

	December 31	
	2012	2011
	(in thousands)	
Assets:		
Cash	\$ -	\$ 4
Investment in subsidiaries:		
First National Bank in Howell	7,742	6,854
H.B. Realty Co.	1	1
Other assets	1	-
Total assets	<u>\$ 7,744</u>	<u>\$ 6,859</u>
Liabilities and Shareholders' Equity:		
Other borrowings	\$ 148	\$ 60
Other liabilities	227	189
Shareholders' equity	7,369	6,610
Total liabilities and shareholders' equity	<u>\$ 7,744</u>	<u>\$ 6,859</u>

Condensed Statements of Operations

	Year ended December 31		
	2012	2011	2010
	(in thousands)		
Operating income:			
Dividends from subsidiaries	\$ -	\$ -	\$ -
Total operating income	<u>-</u>	<u>-</u>	<u>-</u>
Operating expenses:			
Interest expense-other borrowings	-	-	-
Administrative and other expenses	168	208	62
Total operating expenses	<u>168</u>	<u>208</u>	<u>62</u>
Loss before equity in undistributed net loss of subsidiaries	(168)	(208)	(62)
Equity in undistributed net loss of subsidiaries and dividends declared from subsidiaries	497	(3,365)	(3,831)
Net income (loss)	<u>\$ 329</u>	<u>\$ (3,573)</u>	<u>\$ (3,893)</u>
Comprehensive income (loss)	<u>\$ 755</u>	<u>\$ (3,540)</u>	<u>\$ (4,261)</u>

Condensed Statements of Cash Flows

	Year ended December 31		
	2012	2011	2010
	(in thousands)		
Cash flows from operating activities:			
Net income (loss)	\$ 329	\$ (3,573)	\$ (3,893)
Adjustments to reconcile net loss to net cash used in operating activities:			
Earned portion of long term incentive plan	4	16	16
Increase in other assets	(1)	-	-
Increase in other liabilities	38	135	42
Equity in undistributed net loss of subsidiaries and dividends declared from subsidiaries	(497)	3,365	3,831
Net cash used in operating activities	(127)	(57)	(4)
Cash flows from investing activities	35	-	-
Cash flows from financing activities:			
Common stock issued	-	-	3
Proceeds from issuance of short-term debt	88	60	-
Net cash provided by financing activities	88	60	3
Net increase (decrease) in cash	(4)	3	(1)
Cash at beginning of year	4	1	1
Cash at end of year	\$ -	\$ 4	\$ -

26. Quarterly Financial Data - Unaudited

The following table presents summarized quarterly data for each of the two years ended December 31:

	March 31	June 30	September 30	December 31
	(in thousands)			
Quarters ended in 2012				
Selected operations data:				
Interest and dividend income	\$ 2,913	\$ 2,804	\$ 2,719	\$ 2,628
Net interest income	2,605	2,528	2,456	2,383
Provision for loan losses	450	450	300	125
Income (loss) before federal income taxes	46	(89)	99	169
Net income (loss)	46	(89)	118	254
Basic and diluted net income (loss) per share	\$ 0.10	\$ (0.19)	\$ 0.26	\$ 0.55
Cash dividends per share	\$ -	\$ -	\$ -	\$ -
Quarters ended in 2011				
Selected operations data:				
Interest and dividend income	\$ 3,228	\$ 3,289	\$ 3,104	\$ 3,071
Net interest income	2,776	2,890	2,730	2,725
Provision for loan losses	800	3,800	800	800
Income (loss) before federal income taxes	(223)	(3,001)	(479)	130
Net income (loss)	(223)	(2,923)	(428)	1
Basic and diluted net income (loss) per share	\$ (0.49)	\$ (6.39)	\$ (0.93)	\$ -
Cash dividends per share	\$ -	\$ -	\$ -	\$ -

27. New Accounting Standards

The FASB has issued ASU 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. This ASU represents the converged guidance of the FASB and the IASB (the Boards) on fair value measurement. The collective efforts of the Boards and their staffs, reflected in ASU 2011-04, have resulted in common requirements for measuring fair value and for disclosing information about fair value measurements, including a consistent meaning of the term "fair value." The Boards have concluded the common requirements will result in greater comparability of fair value measurements presented and disclosed in financial statement prepared in accordance with U.S. GAAP and IFRSs. The amendments to the Codification in this ASU are to be applied prospectively. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. Early adoption by public entities was not permitted. Disclosure of the fair value levels of our financial assets and liabilities was added to Notes 3 and 23 upon adoption of this standard in the first quarter of 2012.

The FASB has issued ASU 2011-05, *Comprehensive Income (Topic 220); Presentation of Comprehensive Income*. This ASU amends accounting standards to allow an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of changes in shareholders' equity. The amendments in the ASU do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. ASU 2011-05 should be applied retrospectively effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Presentation of comprehensive income in a separate statement was added upon adoption of this standard in the first quarter of 2012.

The FASB has issued ASU 2013-02, *Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*. This ASU is intended to improve the reporting of reclassifications out of accumulated other comprehensive income. The ASU requires an entity to report, either on the face of the statement where net income is presented or in the notes to the financial statements, the effect of significant reclassification out of accumulated other comprehensive income on the respective line items in net income if the amount being

reclassified is required under U.S. GAAP to be reclassified in their entirety to net income. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference other disclosures required under U.S. GAAP that provide additional detail about those amounts. The amendments in the ASU apply to all entities that issue financial statements that are presented in conformity with U.S. GAAP and that report items of other comprehensive income. For public entities, the amendments in the ASU are effective prospectively for reporting periods beginning after December 15, 2012. The impact of adoption of the ASU by the Corporation is not expected to be material.

The FASB issued ASU 2011-03, *Transfers and Servicing (Topic 860): Reconsideration of Effective Control for Repurchase Agreements*. The ASU is intended to improve financial reporting of repurchase agreements (“repos”) and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. In a typical repo transaction, an entity transfers financial assets to a counterparty in exchange for cash with an agreement for the counterparty to return the same or equivalent financial assets for a fixed price in the future. Codification Topic 860, *Transfers and Servicing*, prescribes when an entity may or may not recognize a sale upon the transfer of financial assets subject to repo agreements. That determination is based, in part, on whether the entity has maintained effective control over the transferred financial assets. The amendments to the Codification in this ASU are intended to improve the accounting for these transactions by removing from the assessment of effective control the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets. The guidance in the ASU is effective for the first interim or annual period beginning on or after December 15, 2011. The guidance should be applied prospectively to transaction or modifications or existing transactions that occur on or after the effective date. Adoption of the ASU did not have any effect as the Corporation does not currently hold any such repurchase agreements.

Recent Legislative Developments

In July 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act was signed into law. Uncertainty remains as to the ultimate impact of the new law, which could have a material adverse impact either on the financial services industry as a whole or on the Corporation’s and Bank’s business, results of operations and financial condition. This new federal law contains a number of provisions that could affect the Corporation and the Bank. For example, the law:

- Makes national banks (such as the Bank) and their subsidiaries subject to a number of state laws that were previously preempted by federal laws;
- Imposes new restrictions on how mortgage brokers and loan originators may be compensated;
- Establishes a new federal consumer protection agency that will have broad authority to develop and implement rules regarding most consumer financial products;
- Creates new rules affecting corporate governance and executive compensation at all publicly traded companies (such as the Corporation);
- Broadens the base for FDIC insurance assessments and makes other changes to federal deposit insurance, including permanently increasing FDIC deposit insurance coverage to \$250,000; and
- Allows depository institutions to pay interest on business checking accounts

Many of these provisions are not yet effective and are subject to implementation by various regulatory agencies. As a result, the actual impact this new law will have on the Bank’s business is not yet known. However, this law and any other changes to laws applicable to the financial industry may impact the profitability of the Bank’s business activities or change certain of its business practices and may expose the Corporation and the Bank to additional costs, including increased compliance costs, and require the investment of significant management attention and resources. As a result, this law may negatively affect the business and future financial performance of the Corporation and the Bank.

On April 5, 2012, the Jumpstart Our Business Startups Act (JOBS Act) was signed into law. The JOBS Act is intended to stimulate economic growth by helping smaller and emerging growth companies access the U.S. capital markets. It amends various provisions of, and adds new sections to, the Securities Act of 1933 and the Securities Exchange Act of 1934, as well as provisions of the Sarbanes-Oxley Act of 2002. The SEC has been directed to issue rules implementing certain JOBS Act amendments. For bank holding companies, the JOBS Act increases the statutory threshold for deregistration under the Securities Exchange Act of 1934 from 300 shareholders to 1,200 shareholders of record.

In December 2010, the Basel Committee on Banking Supervision, an international forum for cooperation on banking supervisory matters, announced the “Basel III” capital rules, which set new capital requirements for banking organizations. In June 2012, the Federal Reserve requested comment on three proposed rules that, taken together, would establish an integrated regulatory capital framework implementing the Basel III regulatory capital reforms in the U.S. As proposed, the U.S. implementation of Basel III would lead to significantly higher capital requirements and more restrictive leverage and liquidity ratios than those currently in place. Once adopted, these new capital requirements would be phased in over time, which is expected to occur between 2013 and 2019. The U.S. implementation of these standards could have an adverse impact on our financial position and future earnings due to, among other things, the increased minimum Tier 1 capital ratio requirements that will be implemented. However, the ultimate impact of the U.S. implementation of the new capital and liquidity standards on the Corporation and the Bank is still being reviewed. In addition, important questions remain as to how the numerous capital and liquidity mandates of the Dodd-Frank Act will be integrated with the requirements of Basel III.

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

None.

Item 9A. Controls and Procedures.

1. Evaluation of Disclosure Controls and Procedures. As of the end of the period covered by this report, the Corporation's Chief Executive Officer and Chief Financial Officer, with the participation of management, carried out an evaluation of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures, as defined in Exchange Act Rules 13a-15(e) and 15d-15(e). Based on that evaluation and the identification of a material weakness in the Corporation's internal control over financial reporting in January 2012 (as described in detail below) the Chief Executive Officer and Chief Financial Officer have concluded that the Corporation's disclosure controls were not effective at December 31, 2012 to ensure that information required to be disclosed in its reports that the Corporation files or submits to the Securities and Exchange Commission under the Exchange Act is recorded, processed, summarized and reported on a timely basis.

In light of the material weakness, in preparing the Corporation's Consolidated Financial Statements included in this report, the Corporation performed a thorough review of the determination of completeness and accuracy of the allowance for loan losses and the provision for loan losses, as well as the timeliness of charge offs on impaired loans and review of other real estate owned to ensure that the Corporation's Consolidated Financial Statements included in this report have been prepared in accordance with U.S. GAAP. The Corporation's Chief Executive Officer and Chief Financial Officer have certified that, based on their knowledge, the Corporation's Consolidated Financial Statements included in this report fairly present in all material respects the Corporation's financial condition, results of operations and cash flows for the periods presented in this report.

For complete information regarding management's identification of a material weakness in January 2012, the determination that a material weakness existed at December 31, 2011, and management's plan to remediate the material weakness, refer to Item 9A. Controls and Procedures of the FNBH Bancorp, Inc. Form 10-K for the year ended December 31, 2011.

Management began to execute the remediation plans beginning in the first quarter of 2012 and believes that such actions have begun to strengthen the Corporation's internal control over financial reporting and will, over time, continue to address the identified material weakness. Specifically, during 2012, management refined the Bank's allowance for loan loss methodology to include a rolling 12 quarter net loss history using a sum of the digits weighting method to compute historical loss experience for each portfolio segment. Enhancements were also made to the process of assessing and determining appropriate qualitative factors applied in instances when estimated credit losses are expected to differ from calculated historical loss experience. Management also engaged an independent third-party to review the Bank's June 30, 2012 allowance for loan loss methodology and calculation for regulatory conformance and to validate the accuracy of information used in the analysis. On a test basis, the third-party reviewed source documents and underlying assumptions to evaluate whether the methodology developed reasonable loss estimates. Based on the procedures performed, the independent third-party concluded that the Bank's allowance methodology was in general compliance with regulatory guidance, in all material respects, and provided recommendations to enhance documentation supporting certain assumptions used in the calculation going forward. Management continues to implement the recommendations to further support assumptions used in the calculation, including those for qualitative factors and for the development and capture of Bank specific empirical data to further support loss allocation rates applied to special mention and substandard not impaired loans. Management is currently back-testing the allowance calculation to evaluate whether sufficient estimates of loss reserves would have been provided over the Bank's recent history under the refined methodology. Upon completion of the back-testing analysis in early 2013 and assuming satisfactory results, management expects that adequate internal controls will have been designed, implemented, tested and sufficiently evaluated to assess whether the identified material weakness has been remediated. Because the control and the implementation of the related remedial actions are performed on a quarterly basis, management has required a longer period to evaluate the effectiveness of the control before ultimately concluding that the related material weakness has been remediated. The Corporation cannot provide any assurance that these remediation efforts will be successful or that the Corporation's internal control over financial reporting will be effective as a result of these efforts.

Although the Bank evaluates the adequacy of the allowance for loan losses based on specific information known to management at a given time, bank regulators, based on the timing of their normal examination process and their independent judgment, may require additions to the allowance for loan losses. In addition, it is extremely difficult to precisely estimate and measure the amount of losses that may be inherent in the loan portfolio at a point in time. Management attempts to accurately quantify the necessary allowance and related provision for loan losses, but there can be no assurance that the modeling process and related assumptions used within the existing allowance for loan loss methodology will successfully identify all losses inherent in the portfolio.

2. Management's Annual Report on Internal Control Over Financial Reporting. The Corporation's management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rules 13a-15(f) and 15d-15(f), for the Corporation. The Corporation's internal control system was designed to provide reasonable assurance to the Corporation regarding the preparation and fair presentation of published financial statements. The Corporation's management assessed the effectiveness of the Corporation's internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Based on this assessment and those criteria, the Corporation's management concluded that, as of December 31, 2012, the Corporation's internal control over financial reporting was not effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Corporation have been detected.

During the fourth quarter ended December 31, 2012, there were no changes in the Corporation's Internal Control Over Financial Reporting that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

This report by management over the Corporation's internal control over financial reporting was not subject to attestation by the Corporation's independent registered public accounting firm pursuant to applicable SEC rules. As a result, no such attestation report has been included in this report.

/s/ Ronald L. Long

Ronald L. Long
President & Chief Executive Officer

/s/ Mark J. Huber

Mark J. Huber
Chief Financial Officer

Item 9B. Other Information.

None

PART III**Item 10. Directors, Executive Officers and Corporate Governance.****Directors**

The information set forth under the captions “Information About Directors and Director Nominees” and “Section 16(a) Beneficial Ownership Reporting Compliance” in our definitive proxy statement, to be filed with the Commission relating to the 2013 Annual Meeting of Shareholders, is incorporated herein by reference.

Executive Officers

The information called for by this item is contained in Part I of this Form 10-K Report.

We have adopted a Code of Ethics for our chief executive officer and senior financial officers. A copy of our Code of Ethics is available upon request by writing to the Corporation’s Chief Financial Officer at 101 East Grand River, Howell, Michigan 48843 and is available on our website at www.fnbh.com.

Corporate Governance

The information with respect to Corporate Governance set forth under the caption “Corporate Governance and Board Matters” in our definitive proxy statement, to be filed with the Commission relating to the 2013 Annual Meeting of Shareholders, is incorporated herein by reference.

Item 11. Executive Compensation.

The information set forth under the captions “Executive Compensation” and “Director Compensation in our definitive proxy statement, to be filed with the Commission relating to the 2013 Annual Meeting of Shareholders, is incorporated herein by reference.

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

The information set forth under the caption “Ownership of Common Stock” in the Corporation’s definitive proxy statement, to be filed with the Commission relating to the 2013 Annual Meeting of Shareholders, is incorporated herein by reference.

The following information is provided under Item 201(d):

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants, and rights	Weighted – average exercise price of outstanding options, warrants, and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by shareholders	0	0	2,293 ⁽¹⁾⁽²⁾
Equity compensation plans not approved by shareholders	None	None	None

⁽¹⁾ Available under the Compensation Plan for Nonemployee Directors

⁽²⁾ Amounts are adjusted to reflect the 1-for-7 reverse stock split effective October 3, 2011.

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

The information set forth under the captions “Related Party Transactions” and “Corporate Governance and Board Matters” in our definitive proxy statement, to be filed with the Commission relating to the 2013 Annual Meeting of Shareholders, is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services.

The information set forth under the caption “Disclosure of Fees Paid to Our Independent Registered Public Accounting Firm” in our definitive proxy statement, to be filed with the Commission relating to the 2013 Annual Meeting of Shareholders, is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) Documents filed as part of this report on Form 10-K.

1. Financial Statements

The financial statements are set forth under Item 8 of this report on 10-K.

2. Financial Statement Schedules

Not applicable.

3. Exhibits (Numbered in accordance with Item 601 of Regulation S-K)

The Exhibit Index is located on the final page of this report on Form 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, dated April 1, 2013.

FNBH BANCORP, INC.

/s/ Ronald L. Long Ronald L. Long, President and Chief Executive Officer
(Principal Executive Officer)

/s/ Mark J. Huber Mark J. Huber, Chief Financial Officer
(Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated. Each director of the Registrant, who's signature appears below, hereby appoints Ronald L. Long and Mark J. Huber, and each of them severally, as his or her attorney-in-fact, to sign in his or her name and on his or her behalf, as a director of the Registrant, and to file with the Commission any and all Amendments to this Report on Form 10-K.

	<u>Signature</u>	<u>Date</u>
Philip C. Utter, Chairman of the Board	<u>/s/ Philip C. Utter</u>	<u>April 1, 2013</u>
Stanley B. Dickson, Jr., Vice Chairman of the Board	<u>/s/ Stanley B. Dickson, Jr.</u>	<u>April 1, 2013</u>
Ronald L. Long, Director	<u>/s/ Ronald L. Long</u>	<u>April 1, 2013</u>
Timothy H. Corrigan, Director	<u>/s/ Timothy H. Corrigan</u>	<u>April 1, 2013</u>
R. Michael Yost, Director	<u>/s/ R. Michael Yost</u>	<u>April 1, 2013</u>

EXHIBIT INDEX

The following exhibits are filed herewith, indexed according to the applicable assigned number:

**Exhibit
Number**

- (3.7) Amendment to the Articles of Incorporation of the Corporation, filed with the State of Michigan on June 4, 2012.
- (23.1) Consent of BDO USA, LLP
- (24) Power of Attorney (included in signature section)
- (31.1) Certificate of the Chief Executive Officer of FNBH Bancorp, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- (31.2) Certificate of the Chief Financial Officer of FNBH Bancorp, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- (32.1) Certificate of the Chief Executive Officer of FNBH Bancorp, Inc. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).
- (32.2) Certificate of the Chief Financial Officer of FNBH Bancorp, Inc. pursuant to Section 906 of the Sarbanes Oxley Act of 2002 (18 U.S.C. 1350).
 - 101.INS Instance Document
 - 101.SCH XBRL Taxonomy Extension Schema Document
 - 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
 - 101.DEF XBRL Taxonomy Extension Definition Linkbase Document
 - 101.LAB XBRL Taxonomy Extension Label Linkbase Document
 - 101.PREXBRL Taxonomy Extension Presentation Linkbase Document

The following exhibits, indexed according to the applicable assigned number, were previously filed by the Registrant and are incorporated by reference in this Form 10-K Annual Report.

**Exhibit
Number**

Original Filing Form and Date

- | Exhibit
Number | <u>Original Filing Form and Date</u> |
|---|--|
| (3.1) Restated Articles of Incorporation of the Registrant | Exhibit 3.1 of Form 10, effective June 30, 1995 (“Form 10”) |
| (3.2) Amendment to the Corporation’s Articles of Incorporation to Increase Authorized Shares | Appendix I of Proxy Statement dated March 17, 1998 |
| (3.3) Amendment to the Corporation’s Articles of Incorporation to Authorize the Issuance of Preferred Shares | Appendix A of Proxy Statement dated December 31, 2008 |
| (3.4) Amendment to the Corporation’s Articles of Incorporation to Increase Authorized Shares | Exhibit 3.4 to Form 10-K filed March 30, 2010 |
| (3.5) Amendment to the Corporation’s Articles of Incorporation to Effect a 1-for-7 Reverse Stock Split of the Corporation’s Outstanding Common Stock | Exhibit 3.1 to Form 8-K filed October 7, 2011 |
| (3.6) Certificate of Designation that Amended the Corporation’s Articles of Incorporation to Designate 10,000 Shares of Series A Junior Participating Preferred Stock | Exhibit 4.2 to Form 8-A, effective October 14, 2011 (“Form 8-A”) |

(3.8)	Bylaws of the Corporation	Exhibit 3.2 of Form 10
(4.1)	Form of Corporation's Stock Certificate	Exhibit 4 of Form 10
(4.2)	Tax Benefits Preservation Plan, dated As of October 14, 2011, between the Corporation and American Stock Transfer & Trust Company, LLC	Exhibit 4.1 to Form 8-A
(4.3)	Form of Corporation's Right Certificate	Exhibit B to Exhibit 4.1 to Form 8-A
	Material Contracts:	
(10.1)	Howell Branch Lease Agreement	Exhibit 10.2 to Form 10
(10.2)	Corporation's Long Term Incentive Plan*	Appendix II of Proxy Statement dated March 17, 1998
(10.3)	Second Amended and Restated Compensation Plan for Nonemployee Directors*	Exhibit 10.2 to Form 8-K dated October 16, 2008
(10.4)	FNBH Bancorp Inc. Employees' Stock Purchase Plan as amended January 20, 2005*	Exhibit 10 to Form 10-K dated March 7, 2006
(10.5)	Stipulation and Consent to the Issuance of a Consent Order, dated September 24, 2009	Exhibit 10.10 to Form 10-K filed March 30, 2010
(10.6)	Form of Subscription Agreement between FNBH Bancorp, Inc. and certain accredited investors	Exhibit 10.1 to Form 10-Q filed August 14, 2012
(21)	Subsidiaries of the Corporation	Exhibit 21 to Form 10-K filed March 30, 2010

*Represents a compensation plan

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

FNBH Bancorp, Inc.
Howell, Michigan

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (File No. 333-46244) of FNBH Bancorp, Inc. of our report dated April 1, 2013, relating to the consolidated financial statements of FNBH Bancorp, Inc., which appear in this Annual Report on Form 10-K.

/s/ BDO USA, LLP

Grand Rapids, Michigan
April 1, 2013

EXHIBIT 31.1

CERTIFICATE OF THE
CHIEF EXECUTIVE OFFICER OF
FNBH BANCORP, INC.

Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002:

I, Ronald L. Long, certify that:

1. I have reviewed this report on Form 10-K of FNBH Bancorp, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of registrant's Board of Directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 1, 2013

/s/ Ronald L. Long
Ronald L. Long
President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATE OF THE
CHIEF FINANCIAL OFFICER OF
FNBH BANCORP, INC.

Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002:

I, Mark J. Huber, certify that:

1. I have reviewed this report on Form 10-K of FNBH Bancorp, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of registrant's Board of Directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 1, 2013

/s/ Mark J. Huber

Mark J. Huber

Chief Financial Officer

EXHIBIT 32.1

CERTIFICATE OF THE
CHIEF EXECUTIVE OFFICER OF
FNBH BANCORP, INC.

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350):

I, Ronald L. Long, President and Chief Executive Officer of FNBH Bancorp, Inc., certify, to the best of my knowledge and belief, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350) that:

(1) The annual report on Form 10-K for the annual period ended December 31, 2012, which this statement accompanies, fully complies with requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and;

(2) The information contained in this annual report on Form 10-K for the annual period ended December 31, 2012, fairly presents, in all material respects, the financial condition and results of operations of FNBH Bancorp, Inc.

FNBH BANCORP, INC.

Date: April 1, 2013

By: /s/ Ronald L. Long

Ronald L. Long

Its: President and Chief Executive Officer

The signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to FNBH Bancorp, Inc. and will be retained by FNBH Bancorp, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

CERTIFICATE OF THE
CHIEF FINANCIAL OFFICER OF
FNBH BANCORP, INC.

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350):

I, Mark J. Huber, Chief Financial Officer of FNBH Bancorp, Inc., certify, to the best of my knowledge and belief, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350) that:

(1) The annual report on Form 10-K for the annual period ended December 31, 2012, which this statement accompanies, fully complies with requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and;

(2) The information contained in this annual report on Form 10-K for the annual period ended December 31, 2012, fairly presents, in all material respects, the financial condition and results of operations of FNBH Bancorp, Inc.

FNBH BANCORP, INC.

Date: April 1, 2013

By: /s/ Mark J. Huber

Mark J. Huber

Its: Chief Financial Officer

The signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to FNBH Bancorp, Inc. and will be retained by FNBH Bancorp, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.