GERMAN AMERICAN BANCORP, INC.
Form 10-Q
August 08, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)
x Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the Quarterly Period Ended June 30, 2006

Or

o 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 0-11244

German American Bancorp, Inc
(Exact name of registrant as specified in its charter)

Indiana	35-1547518
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

711 Main Street, Jasper, Indiana 47546
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: (812) 482-1314

German American Bancorp
(Former Name, if changed since last report)

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 x NO o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer:

Large Accelerated filer o Accelerated filer x Non-accelerated filer o

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at August 1, 2006
Common Stock, no par value	11,008,821

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CAUTION REGARDING FORWARD-LOOKING STATEMENTS AND ASSOCIATED RISKS

Information included in or incorporated by reference in this Quarterly Report on Form 10-Q, our other filings with the Securities and Exchange Commission (the “SEC”) and our press releases or other public statements, contains or may contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Please refer to a discussion of our forward-looking statements and associated risks in Item 2 of Part I of this Report (“Management’s Discussion and Analysis of Financial Condition and Results of Operations”) at the conclusion of that Item 2 under the heading “Forward-Looking Statements and Associated Risks.”

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PART I. FINANCIAL INFORMATION
Item 1. Financial Statements

GERMAN AMERICAN BANCORP, INC.
CONSOLIDATED BALANCE SHEETS
(dollars in thousands except per share data)

	June 30, 2006 (unaudited)	December 31, 2005
ASSETS		
Cash and Due from Banks	$ 26,149	$ 27,644
Federal Funds Sold and Other Short-term Investments	5,424	5,287
Cash and Cash Equivalents	31,573	32,931
Interest-bearing Time Deposits with Banks	200	---
Securities Available-for-Sale, at Fair Value	198,037	181,150
Securities Held-to-Maturity, at Cost (Fair value of $8,057 and $8,811 on June 30, 2006 and December 31, 2005, respectively)	7,981	8,684
Loans Held-for-Sale	2,261	1,901
Total Loans	707,407	653,074
Less: Unearned Income	(1,620)	(1,118)
Allowance for Loan Losses	(9,019)	(9,265)
Loans, Net	696,768	642,691
Stock in FHLB of Indianapolis and Other Restricted Stock, at Cost	14,483	14,095
Premises, Furniture and Equipment, Net	23,124	20,233
Other Real Estate	987	506
Goodwill	9,372	3,813
Intangible Assets	3,338	2,388
Company Owned Life Insurance	21,197	19,067
Accrued Interest Receivable and Other Assets	15,219	19,008
TOTAL ASSETS	$ 1,024,540	$ 946,467
LIABILITIES		
Non-interest-bearing Demand Deposits	$ 126,011	$ 130,383
Interest-bearing Demand, Savings, and Money Market Accounts	320,605	307,664
Time Deposits	358,157	308,774
Total Deposits	804,773	746,821
FHLB Advances and Other Borrowings	119,717	105,394
Accrued Interest Payable and Other Liabilities	11,322	11,997
TOTAL LIABILITIES	935,812	864,212
SHAREHOLDERS' EQUITY		
Preferred Stock, $10 par value; 500,000 shares authorized, no shares issued	---	---
Common Stock, no par value, $1 stated value; 20,000,000 shares authorized	11,009	10,643
Additional Paid-in Capital	68,193	63,784
Retained Earnings	11,362	9,391
Accumulated Other Comprehensive Loss	(1,836)	(1,563)

TOTAL SHAREHOLDERS' EQUITY		88,728		82,255
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$	1,024,540	$	946,467
End of period shares issued and outstanding		11,008,821		10,643,514

See accompanying notes to consolidated financial statements.

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GERMAN AMERICAN BANCORP, INC.
CONSOLIDATED STATEMENTS OF INCOME
AND COMPREHENSIVE INCOME
(unaudited, dollars in thousands except per share data)

	Three Months Ended June 30,			
	2006		**2005**	
INTEREST INCOME				
Interest and Fees on Loans	$	12,813	$	10,074
Interest on Federal Funds Sold and Other Short-term Investments		136		52
Interest and Dividends on Securities:				
Taxable		1,928		1,475
Non-taxable		500		571
TOTAL INTEREST INCOME		15,377		12,172
INTEREST EXPENSE				
Interest on Deposits		5,068		3,082
Interest on FHLB Advances and Other Borrowings		1,411		1,115
TOTAL INTEREST EXPENSE		6,479		4,197
NET INTEREST INCOME		8,898		7,975
Provision for Loan Losses		54		691
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES		8,844		7,284
NON-INTEREST INCOME				
Trust and Investment Product Fees		565		508
Service Charges on Deposit Accounts		1,010		944
Insurance Revenues		1,109		1,221
Other Operating Income		590		655
Gain on Sales of Loans and Related Assets		454		229
Gain / (Loss) on Sales of Securities		---		---
TOTAL NON-INTEREST INCOME		3,728		3,557
NON-INTEREST EXPENSE				
Salaries and Employee Benefits		5,367		4,531
Occupancy Expense		638		610
Furniture and Equipment Expense		564		506
Data Processing Fees		413		311
Professional Fees		464		497
Advertising and Promotions		199		156
Supplies		125		107
Other Operating Expenses		1,344		990
TOTAL NON-INTEREST EXPENSE		9,114		7,708
Income before Income Taxes		3,458		3,133
Income Tax Expense		970		725
NET INCOME	$	2,488	$	2,408

COMPREHENSIVE INCOME	$	2,265	$	2,948
Earnings Per Share and Diluted Earnings Per Share	$	0.23	$	0.22
Dividends Per Share	$	0.14	$	0.14

See accompanying notes to consolidated financial statements.

GERMAN AMERICAN BANCORP, INC.
CONSOLIDATED STATEMENTS OF INCOME
AND COMPREHENSIVE INCOME
(unaudited, dollars in thousands except per share data)

	Six Months Ended June 30,	
	2006	**2005**
INTEREST INCOME		
Interest and Fees on Loans	$ 25,195	$ 19,988
Interest on Federal Funds Sold and Other Short-term Investments	262	139
Interest and Dividends on Securities:		
Taxable	3,670	2,905
Non-taxable	998	1,144
TOTAL INTEREST INCOME	30,125	24,176
INTEREST EXPENSE		
Interest on Deposits	9,550	5,971
Interest on FHLB Advances and Other Borrowings	2,801	2,231
TOTAL INTEREST EXPENSE	12,351	8,202
NET INTEREST INCOME	17,774	15,974
Provision for Loan Losses	344	1,173
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	17,430	14,801
NON-INTEREST INCOME		
Trust and Investment Product Fees	1,126	1,072
Service Charges on Deposit Accounts	1,875	1,767
Insurance Revenues	2,530	2,466
Other Operating Income	1,224	1,428
Gain on Sales of Loans and Related Assets	667	465
Gain / (Loss) on Sales of Securities	---	---
TOTAL NON-INTEREST INCOME	7,422	7,198
NON-INTEREST EXPENSE		
Salaries and Employee Benefits	10,551	9,127
Occupancy Expense	1,334	1,209
Furniture and Equipment Expense	1,086	1,015
Data Processing Fees	818	637
Professional Fees	882	911
Advertising and Promotions	411	321
Supplies	266	231
Other Operating Expenses	2,469	2,195
TOTAL NON-INTEREST EXPENSE	17,817	15,646
Income before Income Taxes	7,035	6,353
Income Tax Expense	1,984	1,534
NET INCOME	$ 5,051	$ 4,819

COMPREHENSIVE INCOME	$	4,778	$	4,286
Earnings Per Share and Diluted Earnings Per Share	$	0.46	$	0.44
Dividends Per Share	$	0.28	$	0.28

See accompanying notes to consolidated financial statements.

GERMAN AMERICAN BANCORP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited, dollars in thousands)

	Six Months Ended June 30, 2006	Six Months Ended June 30, 2005
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income	$ 5,051	$ 4,819
Adjustments to Reconcile Net Income to Net Cash from Operating Activities:		
Net Amortization on Securities	3	334
Depreciation and Amortization	1,351	1,288
Amortization and Impairment of Mortgage Servicing Rights	271	207
Loans Originated for Sale	(30,809)	(31,853)
Proceeds from Sales of Loans Held-for-Sale	30,564	32,043
Loss on Investment in Limited Partnership	121	20
Provision for Loan Losses	344	1,173
Gain on Sale of Loans and Mortgage Servicing Rights, Net	(647)	(441)
Loss / (Gain) on Securities, Net	---	---
Gain on Sale of Other Real Estate and Repossessed Assets	(21)	(23)
Gain on Disposition and Impairment of Premises and Equipment	(1)	(311)
FHLB Stock Dividends	---	(287)
Increase in Cash Surrender Value of Company Owned Life Insurance	(352)	(374)
Equity Based Compensation	156	---
Change in Assets and Liabilities:		
Interest Receivable and Other Assets	1,273	1,892
Interest Payable and Other Liabilities	(1,593)	(699)
Net Cash from Operating Activities	5,711	7,788
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from Maturities of Securities Available-for-Sale	22,886	23,966
Purchase of Securities Available-for-Sale	(34,154)	(24,415)
Proceeds from Maturities of Securities Held-to-Maturity	707	3,195
Purchase of Loans	(9,601)	(6,369)
Proceeds from Sales of Loans	13,335	6,842
Loans Made to Customers, Net of Payments Received	(11,891)	3,122
Proceeds from Sales of Mortgage Servicing Rights	3,337	---
Proceeds from Sales of Other Real Estate	398	327
Property and Equipment Expenditures	(1,971)	(431)
Proceeds from the Sale of Property and Equipment	77	444
Acquire Banking Entities	(4,111)	---
Net Cash from Investing Activities	(20,988)	6,681
CASH FLOWS FROM FINANCING ACTIVITIES		
Change in Deposits	10,498	(40,785)
Change in Short-term Borrowings	4,101	17,703
Advances of Long-term Debt	6,500	11,000
Repayments of Long-term Debt	(4,118)	(20,106)

Issuance of Common Stock		18		36
Purchase / Retire Common Stock		---		(1,261)
Dividends Paid		(3,080)		(3,041)
Net Cash from Financing Activities		13,919		(36,454)
Net Change in Cash and Cash Equivalents		(1,358)		(21,985)
Cash and Cash Equivalents at Beginning of Year		32,931		47,666
Cash and Cash Equivalents at End of Period	$	31,573	$	25,681

See accompanying notes to consolidated financial statements.

GERMAN AMERICAN BANCORP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2006
(unaudited, dollars in thousands except per share data)

Note 1 - Basis of Presentation

German American Bancorp, Inc. operates primarily in the banking industry. The accounting and reporting policies of German American Bancorp, Inc. and its subsidiaries conform to U.S. generally accepted accounting principles. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted. All adjustments which are, in the opinion of management, necessary for a fair presentation of the results for the periods reported have been included in the accompanying unaudited consolidated financial statements, and all such adjustments are of a normal recurring nature. It is suggested that these consolidated financial statements and notes be read in conjunction with the financial statements and notes thereto in the German American Bancorp, Inc. December 31, 2005 Annual Report on Form 10-K.

Note 2 - Per Share Data

The computations of Earnings per Share and Diluted Earnings per Share are as follows:

	Three Months Ended June 30,			
Earnings per Share:		**2006**		**2005**
Net Income	$	2,488	$	2,408
Weighted Average Shares Outstanding		10,993,898		10,832,135
Earnings per Share:	$	0.23	$	0.22
Diluted Earnings per Share:				
Net Income	$	2,488	$	2,408
Weighted Average Shares Outstanding		10,993,898		10,832,135
Potentially Dilutive Shares, Net		6,435		4,643
Diluted Weighted Average Shares Outstanding		11,000,333		10,836,778
Diluted Earnings per Share	$	0.23	$	0.22

Stock options for 343,142 and 415,547 shares of common stock were not considered in computing diluted earnings per share for the three months ended June 30, 2006 and 2005, respectively because they were anti-dilutive.

The computations of Earnings per Share and Diluted Earnings per Share are as follows:

	Six Months Ended June 30,			
Earnings per Share:		**2006**		**2005**
Net Income	$	5,051	$	4,819
Weighted Average Shares Outstanding		10,993,567		10,863,370

Earnings per Share:	$	0.46	$	0.44
Diluted Earnings per Share:				
Net Income	$	5,051	$	4,819
Weighted Average Shares Outstanding		10,993,567		10,863,370
Potentially Dilutive Shares, Net		8,622		10,401
Diluted Weighted Average Shares Outstanding		11,002,189		10,873,771
Diluted Earnings per Share	$	0.46	$	0.44

Stock options for 356,142 and 381,298 shares of common stock were not considered in computing diluted earnings per share for the six months ended June 30, 2006 and 2005, respectively because they were anti-dilutive.

Note 3 - Securities

The fair values of Securities Available-for-Sale are as follows:

	June 30, 2006	December 31, 2005
U.S. Treasury Securities and Obligations of U.S. Government Corporations and Agencies	$ 22,485	$ 13,492
Obligations of State and Political Subdivisions	23,604	23,527
Asset-/Mortgage-backed Securities	131,610	125,844
Corporate Securities	---	500
Equity Securities	20,338	17,787
Total	$ 198,037	$ 181,150

As of June 30, 2006, net unrealized losses on the total securities available-for-sale portfolio totaled approximately $2,442. As of December 31, 2005, net unrealized losses on the total securities available-for-sale portfolio totaled approximately $2,008.

The total carrying values and fair values of Securities Held-to-Maturity are as follows:

June 30, 2006:	Carrying Value	Fair Value
Obligations of State and Political Subdivisions	$ 7,981	$ 8,057
December 31, 2005:		
Obligations of State and Political Subdivisions	$ 8,684	$ 8,811

Note 4 - Loans

Total loans, as presented on the balance sheet, are comprised of the following classifications (dollars in thousands):

	June 30, 2006	December 31, 2005
Commercial and Industrial Loans	$ 357,461	$ 319,241
Residential Mortgage Loans	112,236	102,891
Consumer Loans	133,043	129,587
Agricultural Loans	104,667	101,355
Total Loans	$ 707,407	$ 653,074
Less: Unearned Income	(1,620)	(1,118)
Allowance for Loan Losses	(9,019)	(9,265)
Loans, Net	$ 696,768	$ 642,691

Note 5 - Allowance for Loan Losses

Total loans, as presented on the balance sheet, are comprised of the following classifications (dollars in thousands):

	June 30, 2006	June 30, 2005

Balance at January 1	$	9,265	$	8,801
Allowance of Acquired Affiliate		484		---
Provision for Loan Losses		344		1,173
Recoveries of Prior Loan Losses		152		234
Loan Losses Charged to the Allowance		(1,226)		(707)
Balance at June 30	$	9,019	$	9,501

Note 6 - Segment Information

The Company's operations include four primary segments: core banking, mortgage banking, trust and investment advisory services, and insurance operations. The core banking segment involves attracting deposits from the general public and using such funds to originate consumer, commercial, commercial real estate, and residential mortgage loans, primarily in the affiliate banks' local markets. The mortgage banking segment involves the origination and purchase of single-family residential mortgage loans; the sale of such loans in the secondary market; the servicing of mortgage loans for investors; and the operation of a title insurance company. During the second quarter of 2006, the Company sold its mortgage loan servicing rights portfolio and commenced selling all secondary market residential mortgage loans on a servicing released basis. The trust and investment advisory services segment involves providing trust, investment advisory, and brokerage services to customers. The insurance segment offers a full range of personal and corporate property and casualty insurance products, primarily in the affiliate banks' local markets.

The core banking segment is comprised of six community banks with 29 retail banking offices. Net interest income from loans and investments funded by deposits and borrowings is the primary revenue of the five affiliate community banks comprising the core-banking segment. Revenues for the mortgage-banking segment consist of net interest income from a residential real estate loan portfolio funded primarily by wholesale sources, gains on sales of loans and gains on sales of and capitalization of mortgage servicing rights (MSR), loan servicing income, title insurance commissions and loan closing fees. The trust and investment advisory services segment's revenues are comprised primarily of fees generated by German American Financial Advisors & Trust Company ("GAFA"). These fees are derived by providing trust, investment advisory, and brokerage services to its customers. The insurance segment consists of German American Insurance, Inc., which provides a full line of personal and corporate insurance products as agent under five distinctive insurance agency names from five offices; and German American Reinsurance Company, Ltd. ("GARC"), which reinsures credit insurance products sold by the Company's affiliate banks. Commissions derived from the sale of insurance products are the primary source of revenue for the insurance segment.

The following segment financial information has been derived from the internal financial statements of German American Bancorp, Inc., which are used by management to monitor and manage the financial performance of the Company. The accounting policies of the four segments are the same as those of the Company. The evaluation process for segments does not include holding company income and expense. Holding company amounts are the primary differences between segment amounts and consolidated totals, and are reflected in the Holding Company and Other column below, along with amounts to eliminate transactions between segments.

Three Months Ended June 30, 2006	**Core Banking**	**Mortgage Banking**	**Trust and Investment Advisory Services**	**Insurance**	**Holding Company and Other**	**Consolidated Totals**
Net Interest Income	$ 9,068	$ 158	$ 15	$ 27	$ (370)	$ 8,898
Gain on Sales of Loans and Related Assets	172	282	---	---	---	454
Net Gain / (Loss) on Securities	---	---	---	---	---	---
Servicing Income	---	231	---	---	(29)	202
Trust and Investment Product Fees	1	---	586	---	(22)	565
Insurance Revenues	26	29	3	1,072	(21)	1,109
Noncash Items:						
Provision for Loan Losses	286	(25)	---	---	(207)	54
MSR Amortization & Valuation	---	161	---	---	---	161
Provision for Income Taxes	1,668	87	33	73	(891)	970

Segment Profit / (Loss)	3,592	132	48	126	(1,410)	2,488
Segment Assets	999,960	11,862	2,154	7,362	3,202	1,024,540

Three Months Ended June 30, 2005	Core Banking	Mortgage Banking	Trust and Investment Advisory Services	Insurance	Holding Company and Other	Consolidated Totals
Net Interest Income	$ 7,913	$ 186	$ 9	$ 8	$ (141)	$ 7,975
Gain on Sales of Loans and Related Assets	157	72	---	---	---	229
Net Gain / (Loss) on Securities	---	---	---	---	---	---
Servicing Income	---	234	---	---	(35)	199
Trust and Investment Product Fees	1	---	527	---	(20)	508
Insurance Revenues	25	21	3	1,197	(25)	1,221
Noncash Items:						
Provision for Loan Losses	691	---	---	---	---	691
MSR Amortization & Valuation	---	307	---	---	---	307
Provision for Income Taxes	1,360	(46)	17	99	(705)	725
Segment Profit / (Loss)	3,272	(70)	24	183	(1,001)	2,408
Segment Assets	881,358	20,625	2,160	7,588	(2,504)	909,227

Six Months Ended June 30, 2006	Core Banking	Mortgage Banking	Trust and Investment Advisory Services	Insurance	Holding Company and Other	Consolidated Totals
Net Interest Income	$ 18,149	$ 317	$ 28	$ 50	$ (770)	$ 17,774
Gain on Sales of Loans and Related Assets	328	339	---	---	---	667
Net Gain / (Loss) on Securities	---	---	---	---	---	---
Servicing Income	---	473	---	---	(60)	413
Trust and Investment Product Fees	2	---	1,168	---	(44)	1,126
Insurance Revenues	49	50	6	2,468	(43)	2,530
Noncash Items:						
Provision for Loan Losses	826	(25)	---	---	(457)	344
MSR Amortization & Valuation	---	271	---	---	---	271
Provision for Income Taxes	3,198	110	68	264	(1,656)	1,984
Segment Profit / (Loss)	7,132	167	100	451	(2,799)	5,051
Segment Assets	999,960	11,862	2,154	7,362	3,202	1,024,540

Six Months Ended June 30, 2005	Core Banking	Mortgage Banking	Trust and Investment Advisory Services	Insurance	Holding Company and Other	Consolidated Totals
Net Interest Income	$ 15,986	$ 219	$ 17	$ 11	$ (259)	$ 15,974
Gain on Sales of Loans and Related Assets	329	136	---	---	---	465
Net Gain / (Loss) on Securities	---	---	---	---	---	---
Servicing Income	---	467	---	---	(70)	397

Trust and Investment Product Fees	3	---	1,111	---	(42)	1,072
Insurance Revenues	83	38	7	2,368	(30)	2,466
Noncash Items:						
Provision for Loan Losses	1,253	(80)	---	---	---	1,173
MSR Amortization & Valuation	---	207	---	---	---	207
Provision for Income Taxes	2,680	21	45	194	(1,406)	1,534
Segment Profit / (Loss)	6,445	32	67	288	(2,013)	4,819
Segment Assets	881,358	20,625	2,160	7,588	(2,504)	909,227

Note 7 - Stock Repurchase Plan

On April 26, 2001 the Company announced that its Board of Directors approved a stock repurchase program for up to 607,754 (as adjusted for subsequent stock dividends) of the outstanding Common Shares of the Company. Shares may be purchased from time to time in the open market and in large block privately negotiated transactions. The Company is not obligated to purchase any shares under the program, and the program may be discontinued at any time before the maximum number of shares specified by the program are purchased. As of June 30, 2006, the Company had purchased 334,965 (as adjusted for subsequent stock dividends) shares under the program. No shares were purchased under the plan during the six months ended June 30, 2006.

Note 8 - Equity Plans and Equity Based Compensation

The Company maintains two equity incentive plans under which stock options, restricted stock awards, and other equity incentive awards can be granted. At June 30, 2006, the Company has reserved 620,144 shares of Common Stock (as adjusted for subsequent stock dividends and subject to further customary anti-dilution adjustments) for the purpose of issuance pursuant to outstanding and future grants of options and other equity awards to officers, directors and other employees of the Company.

Options may be designated as “incentive stock options” under the Internal Revenue Code of 1986, or as nonqualified options. While the date after which options are first exercisable is determined by the Long-Term Incentive Award Committee (formerly known as the Stock Option Committee) of the Company or, in the case of options granted to directors, by the Board of Directors, no stock option may be exercised after ten years from the date of grant (twenty years in the case of nonqualified stock options). The exercise price of stock options granted pursuant to the Plans must be no less than the fair market value of the Common Stock on the date of the grant.

The Plans authorize an optionee to pay the exercise price of options in cash or in common shares of the Company or in some combination of cash and common shares. An optionee may tender already-owned common shares to the Company in exercise of an option. The Company typically issues authorized but unissued common shares upon the exercise of options.

Effective January 1, 2006, the Company adopted Statement of Financial Accounting Standards (“SFAS”) No. 123R, “Share Based Payment.” The Company elected to utilize the modified prospective transition method, therefore, prior period results have not been restated. Prior to the adoption of SFAS 123R, stock-based compensation expense related to stock options was not recognized in the results of operations if the exercise price was at least equal to the market value of the common stock on the grant date, in accordance with Accounting Principles Board Opinion No. 25, “Accounting for Stock Issued to Employees.”

SFAS 123R requires all share-based payments to employees, including grants of employee stock options and grants of restricted shares, to be recognized as compensation expense over the service period (generally the vesting period) in the consolidated financial statements based on their fair values. For options with graded vesting, the Company values the stock option grants and recognizes compensation expense as if each vesting portion of the award was a single award. Under the modified prospective method, unvested awards, awards that are granted, modified, or settled on or after January 1, 2006 are measured and accounted for in accordance with SFAS 123R. The impact of forfeitures that may occur prior to vesting is also estimated and considered in the amount recognized.

Stock Options

On December 29, 2005, the Long-Term Incentive Award Committee of the Company approved the accelerated vesting of all currently outstanding unvested stock options awarded to recipients under its 1999 Long Term Equity Incentive Plan effective December 29, 2005. The decision to accelerate the vesting was made primarily to reduce non-cash compensation expense that the Company would have recorded in its income statement in future periods upon

the adoption of FAS 123R in January 2006. The Long-Term Incentive Award Committee believed it was in the best interest of the Company's shareholders to accelerate the vesting of these Options to eliminate compensation expense in future periods. This future expense was estimated to be $143. As a result of the acceleration action, options to purchase up to 161,601 shares of common stock became exercisable immediately. Without the acceleration, the options would have vested on dates ranging from December 31, 2005 to August 29, 2010.

In conjunction with the acceleration of all vesting periods, the Long-Term Incentive Award Committee also took action to amend all outstanding options to eliminate any obligation to grant new options in replacement of shares tendered in payment of the exercise price of options, effective January 1, 2006. All other terms and conditions applicable to options, including the exercise prices and exercise periods, remain unchanged.

The following table summarizes stock option activity:

	Six Months Ended June 30, 2006		
	Number Of Options		**Weighted Average Price Per Share**
Outstanding at beginning of period	405,019	$	16.37
Granted	11,000		13.25
Exercised	12,663		12.58
Forfeited	---		---
Expired	21,109	$	16.53
Outstanding at end of period	382,247	$	16.40

The following table details stock options outstanding (dollars in thousands, except per share data):

		June 30, 2006		**December 31, 2005**
Stock Options vested and currently exercisable:				
Number of Options		382,247		405,019
Weighted average exercise price	$	16.40	$	16.37
Weighted average remaining life (in years)		5.13		5.04
Aggregate intrinsic value	$	6	$	22

The intrinsic value for stock options is calculated based on the exercise price of the underlying awards and the market price of common stock as of the reporting date. The intrinsic value of options exercised during the second quarter of 2006 was less than $1 and was approximately $5 for the six months ended June 30, 2006.

The Company recorded $19 in stock compensation expense, net of an income tax benefit of $10, during the three months and six months ended June 30, 2006 related to the granting of 11,000 options granted in the second quarter of 2006. To calculate the fair value of this option grant, the following assumptions were used as of the grant date: risk free interest rate 5.11%; expected option life 10.0 years, expected stock price volatility of 22.4%, and dividend yield of 4.20%. The resulting weighted average fair value of the options granted in the second quarter of 2006 was $2.68 for each option granted. The Company recorded no other stock compensation expense applicable to options during the three and six months ended June 30, 2006 because all outstanding options as of January 1, 2006 were fully vested prior to 2006.

The fair value of each stock option granted will be estimated on the date of grant using the Black-Scholes based stock option valuation model. This model requires the input of subjective assumptions that may have a significant impact on the fair value estimate. Expected volatility will be based on historical volatility of the Company's stock, and other factors. Expected dividends will be based on dividend trends and the market price of the Company's stock price at the time of the grant. The Company will use historical data to estimate option exercises and employee terminations within the valuation model. The risk-free rate for periods within the contractual life of the option will be based on the U.S. Treasury yield curve in effect at the time of the grant.

FAS 123R requires the recognition of stock based compensation for the number of awards that are ultimately expected to vest. The Company did not reduce its compensation expense for estimated forfeitures prior to vesting because all grants made during the second quarter of 2006 were immediately vested. Estimated forfeitures will continue to be reassessed in future periods and may change based on new facts and circumstances.

As of June 30, 2006, there was no unrecognized option expense as all outstanding options were fully vested.
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Restricted Stock

Effective February 15, 2006, the Long-Term Incentive Award Committee awarded a new type of long-term incentive award under one of its existing plans. In prior years, awards of long-term incentives were granted in the form of incentive stock options. The Long-Term Incentive Award Committee effective February 15, 2006 determined that future awards of long-term incentives under the plan should generally be made in the form of restricted stock, granted in tandem with cash credit entitlements. The incentive awards will typically be in the form of 50% restricted stock grants and 50% cash credit entitlements. The restricted stock grants and tandem cash credit entitlements are subject to forfeiture in the event that the recipient of the grant does not continue employment with the Company through December 15 of the year of grant, at which time they generally vest 100 percent. For measuring compensation costs, restricted stock awards are valued based upon the market value of the common shares on the date of grant.

The expense recorded for the restricted stock grants totaled $32, net of an income tax benefit of $21, and $53, net of an income tax benefit of $35, during the three and six months ended June 30, 2006. Unrecognized expense associated with the restricted stock grants totaled $95 as of June 30, 2006.

The following table presents information on restricted stock grants outstanding for the period shown:

	Six Months Ended June 30, 2006		
	Restricted Shares		Weighted Average Market Price at Grant
Outstanding at Beginning of Period	---		---
Granted	14,135	$	12.97
Released	---		---
Forfeited	---		---
Outstanding at End of Period	14,135	$	12.97

Employee Stock Purchase Plan

The Company maintains an Employee Stock Purchase Plan whereby eligible employees have the option to purchase the Company's common stock at a discount. The purchase price of the shares under this plan is determined annually and shall be in the range from 85% to 100% of the fair market value of such stock at either the beginning or end of the plan year. The plan provides for the purchase of up to 542,420 shares of common stock, which the Company may obtain by purchases on the open market or from private sources, or by issuing authorized but unissued common shares. Funding for the purchase of common stock is from employee and Company contributions. The plan was considered non-compensatory under APB No. 25, and as a result no compensation expense was recorded in periods prior to 2006 and Company contributions were a reduction to additional paid-in capital.

As a result of the adoption of FAS 123R on January 1, 2006, the Company was required to record compensation expense for plan participation from January 1, 2006 through the plan year end of August 16, 2006. As of the beginning of the plan year, participants were granted the option to purchase Company stock at 85% of the lesser of the market value at the beginning or end of the plan year. The fair value of options granted as a part of plan was estimated on the date of grant similarly to those stock options granted under the Company's equity incentive plans utilizing a Black Scholes stock option valuation model. The inputs for expected volatility, expected dividends, and risk-free rate are the same as previously discussed. The fair value of options granted was also affected by the estimate of employee

participation in the plan, which is based upon historical experience. The grant date fair value of options granted for the plan year ending August 16, 2006 was estimated to be $3.08. The expense recorded for the employee stock purchase plan totaled $20 and $39 during the three and six months ended June 30, 2006. Unrecognized compensation expense as of June 30, 2006 totaled $13 for the Employee Stock Purchase Plan.

The following table reflects the effect on net income and net income per share if the fair value based method had been applied to all outstanding and unvested stock options in 2005 (dollars in thousands, except per share data):

		Three Months Ended June 30, 2005
Net Income as Reported	$	2,408
Compensation Expense Under Fair Value Method, Net of Tax		58
Pro forma Net Income	$	2,350
Pro forma Earnings per Share and Diluted Earnings per Share	$	0.22
Earnings per Share and Diluted Earnings per Share as Reported	$	0.22

		Six Months Ended June 30, 2005
Net Income as Reported	$	4,819
Compensation Expense Under Fair Value Method, Net of Tax		105
Pro forma Net Income	$	4,714
Pro forma Earnings per Share and Diluted Earnings per Share	$	0.43
Earnings per Share and Diluted Earnings per Share as Reported	$	0.44

Note 9 - Employee Benefit Plans

The Company acquired through previous bank mergers a noncontributory defined benefit pension plan with benefits based on years of service and compensation prior to retirement. The benefits under the plan were suspended in 1998. The following tables represent the components of net periodic benefit cost for the periods presented:

	Three Months Ended June 30,			
		2006		2005
Service Cost	$	---	$	---
Interest Cost		13		13
Expected Return on Assets		(6)		(6)
Amortization of Transition Amount		(1)		(1)
Amortization of Prior Service Cost		(1)		(1)
Recognition of Net Loss		10		8
Net Periodic Benefit Cost	$	15	$	13
Loss on Settlements and Curtailments		None		None

	Six Months Ended June 30,			
		2006		2005
Service Cost	$	---	$	---
Interest Cost		25		25
Expected Return on Assets		(11)		(12)
Amortization of Transition Amount		(1)		(1)

Amortization of Prior Service Cost		(1)		(2)
Recognition of Net Loss		19		16
Net Periodic Benefit Cost	$	31	$	26
Loss on Settlements and Curtailments		None		None

The Company previously disclosed in its financial statements for the year ended December 31, 2005, that it expected to contribute $61 to the pension plan during the fiscal year ending December 31, 2006. As of June 30, 2006, the Company had contributed $43 to the pension plan.

Note 10 - Business Combinations

On January 1, 2006, the Company consummated a merger with Stone City Bancshares, Inc. (“Stone City”). Stone City was merged with and into the Company, and Stone City’s sole banking subsidiary, Stone City Bank of Bedford, Indiana, a state chartered banking institution operating two banking offices in Bedford, Indiana, became a subsidiary of the Company. Stone City’s assets and equity as of December 31, 2005 totaled $61.2 million and $5.4 million, respectively. Net loss totaled $332 for the year ended December 31, 2005. This net loss includes no provision for income taxes as Stone City had elected under Internal Revenue Service Code to be an S Corporation. As such, in lieu of corporate income taxes, the shareholders of Stone City were taxed on their proportionate share of the Company’s taxable loss.

Under the terms of the merger, the shareholders of Stone City received aggregate cash payments of approximately $6.4 million and 349,468 common shares of the Company valued at approximately $4.6 million, representing a total transaction value of approximately $11.0 million.

This merger was accounted for under the purchase method of accounting. The purchase resulted in approximately $5.6 million in goodwill and $1.3 million in core deposit intangible. The core deposit intangible is being amortized over 10 years. Goodwill will not be amortized but instead evaluated periodically for impairment. The Company is continuing to evaluate the purchase price allocation, with the allocation subject to refinement in subsequent periods.

Factors contributing to the purchase price include that this acquisition affords the Company the opportunity for an expansion of its geographic base to a growing market area immediately adjacent to its existing market area. The acquisition allowed the Company to expand its geographic footprint to the South Central Indiana markets of Bedford and Lawrence County providing the Company with an opportunity to market additional products and services to new customers and reduce operating costs through economies of scale.

Note 11 - Contingencies

Since December 31, 2001, the Company's effective tax rate has been favorably impacted by Indiana financial institution tax savings resulting from the Company's formation of investment subsidiaries in the state of Nevada by four of the Company's banking subsidiaries. The state of Nevada has no state or local income tax. During the first quarter of 2005, the Company received notices of proposed assessments of unpaid financial institutions tax for the years 2001 and 2002 of approximately $691 ($456 net of federal tax), including interest and penalties of approximately $100. The Company filed a protest with the Indiana Department of Revenue contesting the proposed assessments and intends to vigorously defend its position that the income of the Nevada subsidiaries is not subject to the Indiana financial institutions tax. Although there can be no such assurance, at this time management does not believe it is probable that this potential assessment will result in additional tax liability. Therefore, no tax provision has been recognized for the potential assessment of additional financial institutions tax for 2001 and 2002 or for financial institutions tax with respect to any of the Nevada subsidiaries in any period subsequent to 2002, including the six-month period ended June 30, 2006.

Note 12 - New Accounting Pronouncements

FASB Interpretation No. 48 - In June 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109"(FIN 48), which prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective beginning in 2007. We are in the process of evaluating the impact, if any, the adoption of FIN 48 will have on our financial statements.

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

GERMAN AMERICAN BANCORP, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

German American Bancorp, Inc. ("the Company") is a financial services holding company based in Jasper, Indiana. The Company's Common Stock is traded on NASDAQ's National Market System under the symbol GABC. The Company operates six affiliated community banks with 29 retail banking offices in the nine contiguous Southern Indiana counties of Daviess, Dubois, Gibson, Knox, Lawrence, Martin, Perry, Pike, and Spencer. The Company also operates a trust, brokerage and financial planning subsidiary which operates from the offices of the bank subsidiaries, and two insurance agencies with five agency offices throughout its market area. The Company's lines of business include retail and commercial banking, mortgage banking, comprehensive financial planning, full service brokerage and trust administration, title insurance, and a full range of personal and corporate insurance products.

This section presents an analysis of the consolidated financial condition of the Company as of June 30, 2006 and December 31, 2005 and the consolidated results of operations for the three and six months ended June 30, 2006 and 2005. This discussion should be read in conjunction with the consolidated financial statements and other financial data presented elsewhere herein and with the financial statements and other financial data, as well as the Management's Discussion and Analysis of Financial Condition and Results of Operations, included in the Company's December 31, 2005 Annual Report on Form 10-K.

MANAGEMENT OVERVIEW

This updated discussion should be read in conjunction with the Management Overview that was included in our Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's December 31, 2005 Annual Report on Form 10-K.

Effective January 1, 2006, the Company completed the acquisition of Stone City Bancshares, Inc. which was in an adjacent market to its primary market area and effective October 1, 2005, the Company completed the in-market acquisition of PCB Holding Company. In addition to these acquisitions, during 2005 the Company invested in minority interests in two de novo financial institutions in larger markets that are within a 150 mile radius of the Company's primary market area. During the second quarter of 2006, the Company invested approximately $936,000 in a minority investment in a bank holding company that was newly formed by new management to acquire a small bank with an expressed intent to establish offices in Terre Haute and Lafayette, Indiana. This strategy of bank acquisitions and de novo investing has been undertaken to supplement organic growth within the Company's primary markets. Management expects to continue to pursue similar strategic acquisition and investing opportunities should opportunities become available.

The Company's level of net income increased 3% and 5% during the three and six months ended June 30, 2006 compared with the same periods of 2005. Net interest income continues to be the most significant component of earnings. The Company's net interest margin has continued to assist in earnings growth of the Company by increasing $923,000 or 12% during the second quarter of 2006 as compared with the same period in 2005 and $1,800,000 or 11% for the six months ended June 30, 2006 compared with 2005. Partially mitigating this increase was an increase in non-interest expense of $1,406,000 or 18% in the quarter ended June 30, 2006 compared with the same quarter of 2005 and $2,171,000 or 14% for the six months ended June 30, 2006 compared with 2005. The increases in both net interest income and non-interest expense were largely driven by the banking acquisitions completed October 1, 2005 and January 1, 2006.

The Company's level of net income has also been positively impacted by the reduction of specific loan loss allocations as a result of a decline in its overall level of non-performing loans. Provision for loan losses declined by $637,000 or 92% and $829,000 or 71% during the quarter and six months ended June 30, 2006 compared with the same periods of 2005. The Company's level of non-performing loans declined by approximately $4.0 million during the first half of 2006. Non-performing loans totaled $11.7 million at June 30, 2006 compared with $15.7 million as of year end 2005. Management continues to closely and actively work with the borrowers that comprise the non-performing portfolio. For further discussion of provision for loan losses refer to "RESULTS OF OPERATIONS - Provision for Loan Losses" and further discussion of non-performing loans refer to "FINANCIAL CONDITION - Non-Performing Assets."

The Company expects (subject to regulatory approvals) to combine the charters of its subsidiary banks into a single bank charter in order to simplify its corporate structure and better serve its customers, while retaining local direction of affiliate bank operations under the existing distinctive bank trade names in each of the markets served by the Company. Completion of this proposal is expected by September 30, 2006. Management currently estimates that non-interest expenses associated with maintaining separate charters will be reduced commencing with the fourth quarter of 2006.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The financial condition and results of operations for the Company presented in the Consolidated Financial Statements, accompanying notes to the Consolidated Financial Statements, and selected financial data appearing elsewhere within this report, are, to a large degree, dependent upon the Company’s accounting policies. The selection and application of these policies involves estimates, judgments and uncertainties that are subject to change. The critical accounting policies and estimates that the Company has determined to be the most susceptible to change in the near term relate to the determination of the allowance for loan losses, the valuation of securities available for sale, the valuation allowance on deferred tax assets and loss contingencies related to exposure from tax examinations.

Allowance for Loan Losses

The Company maintains an allowance for loan losses to cover probable incurred credit losses at the balance sheet date. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management’s judgment, should be charged-off. A provision for loan losses is charged to operations based on management's periodic evaluation of the necessary allowance balance. Evaluations are conducted at least quarterly and more often if deemed necessary. The ultimate recovery of all loans is susceptible to future market factors beyond the Company's control.

The Company has an established process to determine the adequacy of the allowance for loan losses. The determination of the allowance is inherently subjective, as it requires significant estimates, including the amounts and timing of expected future cash flows on impaired loans, estimated losses on other classified loans and pools of homogeneous loans, and consideration of past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions, and other factors, all of which may be susceptible to significant change. The allowance consists of two components of allocations, specific and general. These two components represent the total allowance for loan losses deemed adequate to cover losses inherent in the loan portfolio.

Commercial, agricultural and poultry loans are subject to a standardized grading process administered by an internal loan review function. The need for specific reserves is considered for credits when graded substandard or special mention, or when: (a) the customer’s cash flow or net worth appears insufficient to repay the loan; (b) the loan has been criticized in a regulatory examination; (c) the loan is on non-accrual; or, (d) other reasons where the ultimate collectibility of the loan is in question, or the loan characteristics require special monitoring. Specific allowances are established in cases where management has identified significant conditions or circumstances related to an individual credit that we believe indicates the loan is impaired. Specific allocations on impaired loans are determined by comparing the loan balance to the present value of expected cash flows or expected collateral proceeds. Allocations are also applied to categories of loans not considered individually impaired but for which the rate of loss is expected to be greater than historical averages, including those graded substandard or special mention and non-performing consumer or residential real estate loans. Such allocations are based on past loss experience and information about specific borrower situations and estimated collateral values.

General allocations are made for other pools of loans, including non-classified loans, homogeneous portfolios of consumer and residential real estate loans, and loans within certain industry categories believed to present unique risk

of loss. General allocations of the allowance are primarily made based on a five-year historical average for loan losses for these portfolios, judgmentally adjusted for economic factors and portfolio trends.

Due to the imprecise nature of estimating the allowance for loan losses, the Company's allowance for loan losses includes a minor unallocated component. The unallocated component of the allowance for loan losses incorporates the Company's judgmental determination of inherent losses that may not be fully reflected in other allocations, including factors such as economic uncertainties, lending staff quality, industry trends impacting specific portfolio segments, and broad portfolio quality trends. Therefore, the ratio of allocated to unallocated components within the total allowance may fluctuate from period to period.

Mortgage Servicing Rights Valuation

Mortgage servicing rights (MSRs) are recognized and included with other assets for the allocated value of retained servicing rights on loans sold. Servicing rights are expensed in proportion to, and over the period of, estimated net servicing revenues. Impairment is evaluated based on the fair value of the rights, using groupings of the underlying loans as to type and age. Fair value is determined based upon discounted cash flows using market-based assumptions.

To determine the fair value of MSRs, the Company uses a valuation model that calculates the present value of estimated future net servicing income. In using this valuation method, the Company incorporates assumptions that market participants would use in estimating future net servicing income, which include estimates of prepayment speeds, discount rate, cost to service, escrow account earnings, contractual servicing fee income, ancillary income, late fees, and float income. The Company periodically validates its valuation model by obtaining an independent valuation of its MSRs.

The most significant assumption used to value MSRs is prepayment rate. In general, during periods of declining interest rates, the value of MSRs decline due to increasing prepayment speeds attributable to increased mortgage refinancing activity. Prepayment rates are estimated based on published industry consensus prepayment rates. Prepayments will increase or decrease in correlation with market interest rates, and actual prepayments generally differ from initial estimates. If actual prepayment rates are different than originally estimated, the Company may receive more or less mortgage servicing income, which could increase or decrease the value of the MSRs. Other assumptions used in estimating the fair value of MSRs do not generally fluctuate to the same degree as prepayment rates, and therefore the fair value of MSRs is less sensitive to changes in these other assumptions.

On a quarterly basis, the Company evaluates the possible impairment of MSRs based on the difference between the carrying amount and the current fair value of MSRs. For purposes of evaluating and measuring impairment, the Company stratifies its portfolios on the basis of certain risk characteristics, including loan type and age. If temporary impairment exists, a valuation allowance is established for any excess of amortized cost over the current fair value, by risk stratification, through a charge to income. If the Company later determines that all or a portion of the temporary impairment no longer exists for a particular strata, a reduction of the valuation allowance may be recorded as an increase to income.

The Company annually reviews MSRs for other-than-temporary impairment and recognizes a direct write-down when the recoverability of a recorded valuation allowance is determined to be remote. In determining whether other-than-temporary impairment has occurred, the Company considers both historical and projected trends in interest rates, prepayment activity within the strata, and the potential for impairment recovery through interest rate increases. Unlike a valuation allowance, a direct-write down permanently reduces the carrying value of the MSRs and the valuation allowance, precluding subsequent recoveries.

Securities Available-for-Sale

Securities classified as available-for-sale are securities that the Company intends to hold for an indefinite period of time, but not necessarily until maturity. Securities available-for-sale are carried at fair value, with unrealized holding gains and losses reported separately in accumulated other comprehensive income (loss), net of tax. The Company obtains market values from a third party on a monthly basis in order to adjust the securities to fair value. Additionally, securities available-for-sale are required to be written down to fair value when a decline in fair value is other than temporary; therefore, future changes in the fair value of securities could have a significant impact on the Company’s operating results. In determining whether a market value decline is other than temporary, management considers the reason for the decline, the extent of the decline and the duration of the decline. As of June 30, 2006, gross unrealized losses on the securities available-for-sale portfolio totaled approximately $4,802,000.

Income Tax Expense

Income tax expense involves estimates related to the valuation allowance on deferred tax assets and loss contingencies related to exposure from tax examinations.

A valuation allowance reduces deferred tax assets to the amount management believes is more likely than not to be realized. In evaluating the realization of deferred tax assets, management considers the likelihood that sufficient taxable income of appropriate character will be generated within carryback and carryforward periods, including consideration of available tax planning strategies. As of December 31, 2005 the Company had a deferred tax asset of $2.4 million representing various tax credit carryforwards. Based on the long carryforward periods available, management has assessed it more likely than not that these credits will be realized and no valuation allowance has been established on this asset. At June 30, 2006, the Company also has a deferred tax asset representing unrealized capital losses on equity securities. Should these capital losses be realized, management believes the Company has the ability to generate sufficient capital gains to realize the tax benefit of the capital losses during the available carryforward period, including the use of various tax planning strategies. As a result, no valuation allowance has been established on this asset.

Loss contingencies, including assessments arising from tax examinations and tax strategies, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. In considering the likelihood of loss, management considers the nature of the contingency, the progress of any examination or related protest or appeal, the opinions of legal counsel and other advisors, experience of the Company or other enterprises in similar matters, if any, and management’s intended response to any assessment. During the first quarter of 2005, the Company received notices of proposed assessments of unpaid financial institutions tax for the years 2001 and 2002 of approximately $691,000 ($456,000 net of federal tax), including interest and penalties of approximately $100,000. The Company filed a protest with the Indiana Department of Revenue contesting the proposed assessments and intends to vigorously defend its position that the income of the Nevada subsidiaries is not subject to the Indiana financial institutions tax. Although there can be no such assurance, at this time management does not believe that it is probable that this potential assessment will result in additional tax liability. Therefore, no tax provision has been recognized for the potential assessment of additional financial institutions tax for 2001 and 2002 or for financial institutions tax with respect to any of the Nevada subsidiaries in any period subsequent to 2002, including the six-month period ended June 30, 2006.

FASB Interpretation No. 48 - In June 2006, the Financial Accounting Standards Board (FASB) issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109" (FIN 48), which prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective beginning in 2007. We are in the process of evaluating the impact, if any, the adoption of FIN 48 will have on our financial statements.

RESULTS OF OPERATIONS

Net Income:

Net income increased $80,000 or 3% to $2,488,000 or $0.23 per share for the quarter ended June 30, 2006 compared to $2,408,000 or $0.22 per share for the second quarter of 2005. The increase in net income during the second quarter of 2006 compared with 2005 was attributable principally to an increase in net interest income of $923,000, a reduction in provision for loan losses of $637,000 partially mitigated by an increase of $1,406,000 in non-interest expense and an increase of $245,000 in income tax expense. The increases in net interest income and non-interest expenses were largely attributable to acquisitions of PCB Holding Company which was completed effective October 1, 2005 and Stone City Bancshares, Inc. which was completed effective January 1, 2006.

Net income increased $232,000 or 5% to $5,051,000 or $0.46 per share for the six months ended June 30, 2006 compared to $4,819,000 or $0.44 per share for the six months ended June 30, 2005. The increase in net income during the first half of 2006 compared with 2005 was attributable principally to an increase in net interest income of $1,800,000, a reduction in provision for loan losses of $829,000 partially mitigated by an increase of $2,171,000 in non-interest expense and an increase of $450,000 in income tax expense. The increases in net interest income and non-interest expenses were largely attributable to acquisitions of PCB Holding Company and Stone City Bancshares., Inc.

Net Interest Income:

Net interest income is the Company's single largest source of earnings, and represents the difference between interest and fees realized on earning assets, less interest paid on deposits and borrowed funds. The following table summarizes the Company's net interest income (on a tax-equivalent basis, at an effective tax rate of 34%) for each of the periods presented herein (dollars in thousands):

	Three Months Ended June 30,		Change from Prior Period	
	2006	2005	Amount	Percent
Interest Income (T/E)	$ 15,666	$ 12,495	$ 3,171	25.4%
Interest Expense	6,479	4,197	2,282	54.4%
Net Interest Income (T/E)	$ 9,187	$ 8,298	$ 889	10.7%

Net interest income increased $923,000 or 12% (an increase of $889,000 or 11% on a tax-equivalent basis) for the quarter ended June 30, 2006 compared with the same quarter of 2005. The increase in net interest income was primarily attributable to an increased level of average earnings assets and an increased net interest margin in the quarter ended June 30, 2006 compared with 2005. The higher level of earning assets, attributable to an increase in the average level of loans outstanding, was primarily the result of the acquisitions completed effective October 1, 2005 and effective January 1, 2006. The net interest margin represents tax-equivalent net interest income expressed as a percentage of average earning assets. For the second quarter of 2006, the net interest margin increased to 3.99% compared to 3.93% for the same period of 2005. The Company's yield on earning assets totaled 6.80% compared with a cost of funds (expressed as a percentage of average earning assets) of 2.81% producing the net interest margin of 3.99% for the three months ended June 30, 2006. The Company's yield on earning assets was 5.91% compared with a cost of funds of 1.98% netting to a net interest margin of 3.93% for the three months ended June 30, 2005.

	Six Months Ended June 30,		Change from Prior Period	
	2006	2005	Amount	Percent
Interest Income (T/E)	$ 30,697	$ 24,823	$ 5,874	23.7%
Interest Expense	12,351	8,202	4,149	50.6%
Net Interest Income (T/E)	$ 18,346	$ 16,621	$ 1,725	10.4%

Net interest income increased $1,800,000 or 11% (an increase of $1,725,000 or 10% on a tax-equivalent basis) for the six months ended June 30, 2006 compared with the same period of 2005. The increase in net interest income was primarily attributable to an increased level of average earnings assets and an increased net interest margin in the six months ended June 30, 2006 compared with 2005. The higher level of earning assets, attributable to an increase in the average level of loans outstanding, was primarily the result of the previously discussed acquisitions completed effective October 1, 2005 and effective January 1, 2006. For the first half of 2006, the net interest margin increased to 4.01% compared to 3.93% for the same period of 2005. The Company's yield on earning assets totaled 6.71% compared with a cost of funds (expressed as a percentage of average earning assets) of 2.70% producing the net interest margin of 4.01% for the six months ended June 30, 2006. The Company's yield on earning assets was 5.87% compared with a cost of funds of 1.94% netting to a net interest margin of 3.93% for the six months ended June 30, 2005.

Provision for Loan Losses:

The Company provides for loan losses through regular provisions to the allowance for loan losses. The provision is affected by net charge-offs on loans and changes in specific and general allocations of the allowance. Provisions for loan losses totaled $54,000 during the quarter ended June 30, 2006 compared with $691,000 in the second quarter of

2005. Provisions for loan losses totaled $344,000 for the six months ended June 30, 2006 compared with $1,173,000 for the six months ended June 30, 2005.

The Company's provision for loan losses declined during 2006 in conjunction with a decline in the Company's level of non-performing loans. In particular the Company reduced specific allocations on one large non-performing credit that was paid off during the second quarter of 2006. The Company recognized a charge-off approximately $393,000 on this individual credit facility, however the specific allocation as of year end 2005 was for considerably more than the level of charge-off. In addition to this reduction of specific allocation, the estimated losses associated with the previously identified non-performing loans (primarily placed on non-accrual status during the first half of 2005) was provided for in prior periods and to a significant degree during the first half of 2005. For further discussion of non-performing loans refer to "FINANCIAL CONDITION - Non-Performing Assets."

Net charge-offs totaled $757,000 or 0.44% of average loans outstanding during the three months ended June 30, 2006 compared with $157,000 or 0.10% of average loans outstanding during the same period of 2005. Net charge-offs totaled $1,074,000 or 0.31% of average loans outstanding during the six months ended June 30, 2006 compared with $473,000 or 0.15% of average loans outstanding during the first half of 2005.

The provisions for loan losses made during the quarter ended June 30, 2006 were made at a level deemed necessary by management to absorb estimated, probable incurred losses in the loan portfolio. A detailed evaluation of the adequacy of the allowance for loan losses is completed quarterly by management, the results of which are used to determine provisions for loan losses. Management estimates the allowance balance required using past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions, and other factors. The Company’s allowance for loan losses and subsequent provisions for loan losses are typically analyzed at the individual affiliate bank level, the segment level and finally at the consolidated level.

Non-interest Income:

Non-interest income increased $171,000 or 5% and $224,000 or 3% for the three and six month periods ended June 30, 2006 as compared to the same periods of 2005. The increases in both the three and six months ended June 30, 2006 was primarily attributable to the sale of the Company’s mortgage loan servicing rights portfolio during the second quarter of 2006.

Net Gains on Sales of Loans and Related Assets increased $225,000 or 98% and $202,000 or 43% during the three and six months ended June 30, 2006 compared with the same periods during 2005 due to the sale of the Company’s mortgage servicing rights portfolio. During the quarter ended June 30, 2006, the Company sold its mortgage servicing rights relating to approximately $344.5 million of mortgage loans serviced for others for a total sales price of $3.6 million. The sale of the servicing rights and the transfer of the loan servicing was completed during the second quarter of 2006 and resulted in a net gain of $219,000.

Other Operating Income decreased by $65,000 or 10% and $204,000 or 14% for the quarter ended and six months ended June 30, 2006 as compared with the same periods of the prior year. The decrease in 2006 was predominately due to a gain on the sale of a former branch facility of approximately $306,000 that was recorded during the second quarter of 2005.

Non-interest Expense:

Non-interest Expense increased $1,406,000 or 18% and $2,171,000 or 14% during the quarter ended and six months ended June 30, 2006 compared to the same periods of 2005. The increase in non-interest expense was predominately due to an increase in Salaries and Employee Benefits Expense and Other Operating Expenses.

For the three and six months ended June 30, 2006, Salaries and Employee Benefits Expense increased $836,000 or 18% and $1,424,000 or 16% as compared to the same periods of 2005. The increase in Salaries and Employee Benefits Expense was primarily due to an increase in full-time equivalent employees attributable to the acquisitions completed effective October 1, 2005 and January 1, 2006. Also contributing to the increase in Salaries and Employee Benefits Expense to a lesser degree was the adoption of FAS 123R, “Share Based Payments”, as of January 1, 2006.

Other Operating Expenses increased by $354,000 or 36% and $274,000 or 12% during the three and six months ended June 30, 2006 compared with the three and six months ended June 30, 2005. This increase was principally driven by an increased level of collection costs and increased levels of intangible amortization. The increased collection costs were associated with the payoff of the $4.2 million non-performing loan that was discussed in the “Provision for Loan Losses” section of this report. The increased amortization of intangible assets was the result of the amortization of core deposit intangibles that were recorded as part of the acquisitions completed effective October 1, 2005 and January 1,

2006.

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Income Taxes:

The Company's effective income tax rate approximated 28.1% and 28.2% of pre-tax income during the three and six months ended June 30, 2006 compared with 23.1% and 24.1% during the same periods of 2005. The higher effective tax rate during the three and six month periods ended June 30, 2006 compared with the same periods of 2005 was the result of higher levels of before tax net income combined with a lower level of tax-exempt investment income and a lower level of tax credits generated by investments in affordable housing projects. The effective tax rate in both 2006 and 2005 was lower than the blended statutory rate of 39.6% resulting primarily from the Company's tax-exempt investment income on securities and loans, income tax credits generated from investments in affordable housing projects, and income generated by subsidiaries domiciled in a state with no state or local income tax.

Since December 31, 2001, the Company's effective tax rate has been favorably impacted by Indiana financial institution tax savings resulting from the Company's formation of investment subsidiaries in the state of Nevada by four of the Company's banking subsidiaries. The state of Nevada has no state or local income tax. During the second quarter of 2005, the Company received notices of proposed assessments of unpaid Indiana financial institutions tax for the years 2001 and 2002 of approximately $691,000 ($456,000 net of federal tax), including interest and penalties of approximately $100,000. The Company filed a protest with the Indiana Department of Revenue contesting the proposed assessments and intends to vigorously defend its position that the income of the Nevada subsidiaries is not subject to the Indiana financial institutions tax. Although there can be no such assurance, at this time management does not believe that it is probable that this potential assessment will result in additional tax liability. Therefore, no tax provision has been recognized for the potential assessment of additional financial institutions tax for 2001 and 2002 or for financial institutions tax with respect to any of the Nevada subsidiaries in any period subsequent to 2002, including the six-month period ended June 30, 2006.

FINANCIAL CONDITION

Total assets at June 30, 2006 increased $78.1 million to $1.025 billion compared with $946.5 million in total assets at December 31, 2005. Securities available-for-sale and held-to-maturity increased $16.2 million to $206.0 million at June 30, 2006 compared with $189.8 million at year-end 2005. Loans, net of unearned income and allowance for loan losses, increased $54.1 million to $696.8 million at June 30, 2006 compared to $642.7 million at December 31, 2005. The Company's experienced growth in all segments of its loan portfolio during the six months ended June 30, 2005. Commercial and industrial loans increased $38.2 million or 12%, agricultural based loans increased $3.3 million or 3%, consumer loans increased $3.5 million or 3% and residential mortgage loans increased $9.3million or 9% during the first half of 2006.

Total Deposits at June 30, 2006 increased $58.0 million to $804.8 million compared with $746.8 in total deposits at December 31, 2005. Demand, savings, and money market accounts increased $8.6 million while time deposits increased $49.4 million. FHLB Advances and Other Borrowings increased $14.3 million to $119.7 million at June 30, 2006 compared with $105.4 million at December 31, 2005.

A significant contributor to the overall growth of the balance sheet, including the growth in total assets, net loans, and deposits, was the acquisition of Stone City Bancshares, Inc. during the first quarter of 2006.

Non-performing Assets:

The following is an analysis of the Company's non-performing assets at June 30, 2006 and December 31, 2005 (dollars in thousands):

	June 30, 2006	December 31, 2005
Non-accrual Loans	$ 9,853	$ 14,763

Past Due Loans (90 days or more)	1,885	944
Restructured Loans	---	---
Total Non-performing Loans	11,738	15,707
Other Real Estate	987	506
Total Non-performing Assets	$ 12,725	$ 16,213
Allowance for Loan Loss to Non-performing Loans	76.84%	58.99%
Non-performing Loans to Total Loans	1.66%	2.41%

The Company's level of overall non-performing assets declined by approximately $3.5 million and non-performing loans declined by approximately $4.0 million during the first half of 2006. The decline in the level of non-accrual loans, was the payoff of an approximately $4.2 million credit facility, which was extended to a borrower operating a retail grocery store chain. This loan was a 10% interest in a credit facility that was led by Harris, N.A., Chicago, Illinois. The borrower, which filed for Chapter 11 bankruptcy relief on May 4, 2005 filed a plan of reorganization with the bankruptcy court prior to the end of the second quarter of 2006 that was confirmed during April 2006. Under the plan as filed with the court, the Company was paid approximately 90% of the amount owed to it during April 2006.

The level of non-performing loans remains at higher than historic levels, but is largely attributable to two specific credit facilities that were placed on non-accrual status during 2005. The first of these credits is a $1.2 million loan to a manufacturing entity which has ceased operations. During the latter part of the third quarter of 2005, the real estate and equipment of the manufacturing entity were sold at auction. The sale is expected to be completed late in the third quarter or early in the fourth quarter of 2006. The indebtedness owed the Company on this credit is secured by a first priority lien on substantially all of the borrower's assets, including those sold at auction.

The second of these specific credits, which totals approximately $5.2 million, was extended to a borrower operating two hotel facilities. This credit is secured by a first priority lien on the hotel facilities. Action has been initiated to place the properties under control of an independent management company and negotiations are continuing for the sale of the hotel facilities to a party unrelated to the borrower.

The Company will continue to assess the internal classification of these credits and the level of specific allocation of the loan loss reserve attributable to these credits based upon the best information that is available from time to time, including the status of the sale of the manufacturing facility and of the hotel facilities.

Capital Resources:

Federal banking regulations provide guidelines for determining the capital adequacy of bank holding companies and banks. These guidelines provide for a more narrow definition of core capital and assign a measure of risk to the various categories of assets. The Company is required to maintain minimum levels of capital in proportion to total risk-weighted assets and off-balance sheet exposures such as loan commitments and standby letters of credit.

Tier 1, or core capital, consists of shareholders' equity less goodwill, core deposit intangibles, and certain deferred tax assets defined by bank regulations. Tier 2 capital currently consists of the amount of the allowance for loan losses which does not exceed a defined maximum allowance limit of 1.25 percent of gross risk adjusted assets. Total capital is the sum of Tier 1 and Tier 2 capital.

The minimum requirements under these standards are generally at least a 4.0 percent leverage ratio, which is Tier 1 capital divided by defined "total assets"; 4.0 percent Tier 1 capital to risk-adjusted assets; and, an 8.0 percent total capital to risk-adjusted assets ratios. Under these guidelines, the Company, on a consolidated basis, and each of its affiliate banks individually, have capital ratios that exceed the regulatory minimums.

The Federal Deposit Insurance Corporation Improvement Act of 1991 (FDICIA) requires federal regulatory agencies to define capital tiers. These are: well-capitalized, adequately-capitalized, under-capitalized, significantly under-capitalized, and critically under-capitalized. Under these regulations, a "well-capitalized" entity must achieve a Tier 1 Risk-based capital ratio of at least 6.0 percent; a total capital ratio of at least 10.0 percent; and, a leverage ratio of at least 5.0 percent, and not be under a capital directive. All of the Company's affiliate banks were categorized as well-capitalized as of June 30, 2006.

At June 30, 2006, management was not under such a capital directive, nor was it aware of any current recommendations by banking regulatory authorities which, if they were to be implemented, would have or are

reasonably likely to have, a material effect on the Company's liquidity, capital resources or operations.

The table below presents the Company's consolidated capital ratios under regulatory guidelines:

	Minimum for Capital Adequacy Purposes	To be Well Capitalized Under Prompt Corrective Action Provisions (FDICIA)	At June 30, 2006	At December 31, 2005
Leverage Ratio	4.00%	5.00%	7.76%	8.01%
Tier 1 Capital to Risk-adjusted Assets	4.00%	6.00%	9.61%	10.01%
Total Capital to Risk-adjusted Assets	8.00%	10.00%	10.84%	11.27%

As of June 30, 2006, shareholders' equity increased by $6.4 million to $88.7 million compared with $82.3 million at year-end 2005. Shareholders' equity represented 8.7% of total assets at June 30, 2006 and December 31, 2005.

Liquidity:

The Consolidated Statement of Cash Flows details the elements of changes in the Company's consolidated cash and cash equivalents. Total cash and cash equivalents decreased $1.4 million during the six months ended June 30, 2006 ending at $31.6 million compared with $32.9 million at year-end 2005. The decrease in cash and cash equivalents was due in large part to net cash outflows from investing activities partially mitigated by net cash inflows of financing activities and operating activities. Cash outflows from investing activities totaled $21 million during the six months ended June 30, 2006 due primarily to cash outflows of loans made to customers, net purchases of securities, as well as the acquisition of Stone City Bancshares, Inc. effective January 1, 2006. The cash outflows in the investing activities were partially mitigated by the proceeds from the sale of the Company's mortgage servicing rights portfolio as well as the net proceeds from the sales of loans. Cash inflows from financing activities for the period ended June 30, 2006 totaled $14.0 million which included an increase in deposits partially offset by $3.1 million in dividends paid to shareholders. During the six months ended June 30, 2006, cash flows from operating activities provided $5.7 million of available cash, which included net income of $5.1 million.

Parent Company Liquidity and Capital Resources:

The Company is a corporation separate and distinct from its bank and other subsidiaries. The Company uses funds at the parent company level to pay dividends to its shareholders, to acquire or make other investments in other businesses or their securities or assets, to repurchase its stock from time to time, and for other general corporate purposes. The parent company does not have access at the parent-company level to the deposits and certain other sources of funds that are available to its bank subsidiaries to support their operations. Instead, the parent company has historically derived most of its revenues from dividends paid to the parent company by its bank subsidiaries. These subsidiaries are subject to statutory restrictions on their ability to pay dividends to the parent company. The parent company has in recent years supplemented the dividends received from its subsidiaries with borrowings, which are discussed in detail below.

On September 28, 2005 (but effective as of September 20, 2005), the Company and JPMorgan Chase Bank, N.A. (the "Lender") executed and delivered to each other an Amended and Restated Loan Agreement ("Amended Agreement"), and the Company executed and delivered to the Lender a $25 million Term Note and a $15 million Revolving Note pursuant to the Amended Agreement to evidence its obligations for amounts that may from time to time be borrowed thereunder. This Amended Agreement provides the parent company with an additional source of liquidity and long-term financing.

Under the revolving line of credit established by the Amended Agreement and evidenced by the Revolving Note, the Company may borrow and re-borrow up to $15 million at any one time through September 20, 2006, at which time all amounts borrowed under the revolving line of credit will become due and payable. As of June 30, 2006, the Company did not have any outstanding credit on its revolving line.

Of the $25 million non-revolving term loan availability established by the Amended Agreement and evidenced by the Term Note, the Lender advanced $18.5 million during 2005. The Lender advanced the remaining $6.5 million available under the term loan to the Company in January 2006, which advance was primarily used to fund the cash payment of the merger consideration for the acquisition of Stone City Bancshares, Inc. The Company is obligated to make annual principal reduction payments under the term loan of up to $2.5 million on each anniversary date of the term loan, commencing in September 2007, in order to reduce the principal balance owed under the term loan to $19 million by September 2009, and is obligated to pay all remaining outstanding principal plus interest during September, 2010 (at maturity of the term loan).

The Amended Agreement includes usual and customary covenants and conditions, including a covenant that requires that the Company maintain the capital ratios of the Company and of its affiliate banks at levels that would be considered "well-capitalized" under the prompt corrective action regulations of the federal banking agencies. In addition, the Company agreed in the Amended Agreement that it would maintain a consolidated ratio of (a) the sum of its non-performing loans plus other real estate owned (real estate that is neither used in the ordinary course of the business of the Company or its subsidiaries nor held for future use) (OREO) to (b) the sum of the Company's loans plus OREO, of not greater 3.75% until September 30, 2006, and of not greater than 3.25% at September 30, 2006, and at all times thereafter. At June 30, 2006, this ratio was 1.80%.

FORWARD-LOOKING STATEMENTS AND ASSOCIATED RISKS

The Company from time to time in its oral and written communications makes statements relating to its expectations regarding the future. These types of statements are considered "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The Company may include forward-looking statements in filings with the Securities and Exchange Commission ("SEC"), such as this Form 10-Q, in other written materials, and in oral statements made by senior management to analysts, investors, representatives of the media, and others. Such forward looking statements can include statements about the Company's net interest income or net interest margin; adequacy of allowance for loan losses, levels of provisions for loan losses, and the quality of the Company's loans and other assets; simulations of changes in interest rates; expected results from mergers with or acquisitions of other businesses; litigation results; dividend policy; parent company cash resources and cash requirements, and parent company capital resources; estimated cost savings, plans and objectives for future operations; and expectations about the Company's financial and business performance and other business matters as well as economic and market conditions and trends. They often can be identified by the use of words like "expect," "may," "will," "would," "could," "should," "intend," "project," "believe" or "anticipate," or similar expressions. In Item 2 of this Quarterly Report, forward-looking statements include, but are not limited to, the statement in "RESULTS OF OPERATIONS - Income Taxes" regarding management's belief that it is not probable that a certain assessment of unpaid financial institutions tax by the Indiana Department of Revenue will result in any additional tax liability.

It is intended that these forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the forward-looking statement is made. Readers are cautioned that, by their nature, forward-looking statements are based on assumptions and are subject to risks, uncertainties, and other factors. Actual results may differ materially from the expectations of the Company that are expressed or implied by any forward-looking statement.

The discussions elsewhere in this Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," list some of the factors that could cause the Company's actual results or experience to vary materially from those expressed or implied by any forward-looking statements. Other risks, uncertainties, and factors that could cause the Company's actual results or experiences to vary materially from those expressed or implied by any forward-looking statement include the unknown future direction of interest rates and the timing and magnitude of any changes in interest rates; effects of changes in competitive conditions; acquisitions of other businesses by the Company and costs of integrations of such acquired businesses; the introduction, withdrawal, success and timing of business initiatives and strategies; changes in customer borrowing, repayment, investment and deposit practices; changes in fiscal, monetary and tax policies; changes in financial and capital markets; changes in general economic conditions, either nationally or regionally, resulting in, among other things, credit quality deterioration; the risk of unfavorable developments in the closing of the proposed sale of the manufacturing facility and in the proposed sales of certain hotel facilities (both as discussed above under "FINANCIAL CONDITION - Non-Performing Assets"); the impact, extent and timing of technological changes; capital management activities; actions of the Federal Reserve Board and legislative and regulatory actions and reforms; changes in accounting principles and interpretations; the inherent uncertainties involved in litigation and regulatory proceedings which could result in the Company's incurring loss or damage regardless of the merits of the Company's claims or defenses; and the continued availability of earnings and excess capital sufficient for the lawful and prudent declaration and payment of cash dividends by the Company

and by its subsidiaries. Investors should consider these risks, uncertainties, and other factors, in addition to those mentioned by the Company in its Annual Report on Form 10-K for its fiscal year ended December 31, 2005, and other SEC filings from time to time, when considering any forward-looking statement.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company's exposure to market risk is reviewed on a regular basis by the Asset/Liability Committees and Boards of Directors of the parent company and its affiliate banks. Primary market risks which impact the Company's operations are liquidity risk and interest rate risk.

The liquidity of the parent company is dependent upon the receipt of dividends from its bank subsidiaries, which are subject to certain regulatory limitations. The affiliate banks' source of funding is predominately core deposits, maturities of securities, repayments of loan principal and interest, federal funds purchased, securities sold under agreements to repurchase and borrowings from the Federal Home Loan Bank.

The Company monitors interest rate risk by the use of computer simulation modeling to estimate the potential impact on its net interest income under various interest rate scenarios, and by estimating its static interest rate sensitivity position. Another method by which the Company's interest rate risk position can be estimated is by computing estimated changes in its net portfolio value ("NPV"). This method estimates interest rate risk exposure from movements in interest rates by using interest rate sensitivity analysis to determine the change in the NPV of discounted cash flows from assets and liabilities.

NPV represents the market value of portfolio equity and is equal to the estimated market value of assets minus the estimated market value of liabilities. Computations are based on a number of assumptions, including the relative levels of market interest rates and prepayments in mortgage loans and certain types of investments. These computations do not contemplate any actions management may undertake in response to changes in interest rates, and should not be relied upon as indicative of actual results. In addition, certain shortcomings are inherent in the method of computing NPV. Should interest rates remain or decrease below current levels, the proportion of adjustable rate loans could decrease in future periods due to refinancing activity. In the event of an interest rate change, prepayment levels would likely be different from those assumed in the table. Lastly, the ability of many borrowers to repay their adjustable rate debt may decline during a rising interest rate environment.

The table below provides an assessment of the risk to NPV in the event of a sudden and sustained 2% increase and decrease in prevailing interest rates (dollars in thousands).

Interest Rate Sensitivity as of June 30, 2006

	Net Portfolio Value		Net Portfolio Value as a % of Present Value of Assets	
Changes In rates	**$ Amount**	**% Change**	**NPV Ratio**	**Change**
+2%	$ 122,997	(4.81)%	12.36%	(27) b.p.
Base	129,215	---	12.63	---
-2%	128,588	(0.49)%	12.27	(36) b.p.

This Item 3 includes forward-looking statements. See "Forward-looking Statements" included in Part I, Item 2 of this Report for a discussion of certain factors that could cause the Company's actual exposure to market risk to vary materially from that expressed or implied above. These factors include possible changes in economic conditions; interest rate fluctuations, competitive product and pricing pressures within the Company's markets; and equity and fixed income market fluctuations. Actual experience may also vary materially to the extent that the Company's assumptions described above prove to be inaccurate.

Item 4. Controls and Procedures

As of June 30, 2006, the Company carried out an evaluation, under the supervision and with the participation of its principal executive officer and principal financial officer, of the effectiveness of the design and operation of its disclosure controls and procedures. Based on this evaluation, the Company's principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures were as of that date effective in timely alerting them to material information required to be included in the Company's periodic reports filed with the Securities and Exchange Commission. There are inherent limitations to the effectiveness of systems of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective systems of disclosure controls and procedures can provide only reasonable assurances of achieving their control objectives.

There was no change in the Company’s internal control over financial reporting that occurred during the Company’s second fiscal quarter of 2006 that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II. OTHER INFORMATION

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

(e) The following table sets forth information regarding the Company's purchases of its common shares during each of the six months ended June 30, 2006.

Period	Total Number Of Shares (or Units) Purchased	Average Price Paid Per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs[1]
4/1/06 - 4/30/06	---	---	---	272,789
5/1/06 - 5/31/06	---	---	---	272,789
6/1/06 - 6/30/06	---	---	---	272,789
	---	---	---	

[1] On April 26, 2001, the Company announced that its Board of Directors had approved a stock repurchase program for up to 607,754 of its outstanding common shares, of which the Company had purchased 334,965 common shares through June 30, 2006 (both such numbers adjusted for subsequent stock dividends). The Board of Directors established no expiration date for this program. The Company purchased no shares under this program during the quarter ended June 30, 2006.

Item 4. Submission of Matters to a Vote of Security Holders

The Company held its Annual Meeting of Shareholders on April 27, 2006. At the Annual Meeting, the shareholders elected the following Directors for three-year terms expiring in the year 2009:

Nominee	Votes Cast for	Votes Withheld/Abstained	Broker Non-Votes
Richard E. Forbes	8,060,688	104,313	---
U. Butch Klem	8,064,012	100,990	---
Michael J. Voyles	8,101,746	63,256	---

Item 6. Exhibits

The exhibits described by the Exhibit Index immediately following the Signature Page of this Report are incorporated herein by reference.

SIGNATURES

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

GERMAN AMERICAN BANCORP, INC.

Date: August 7, 2006

By: /s/Mark A. Schroeder

Mark A. Schroeder
President and Chief Executive Officer

Date: August 7, 2006

By: /s/Bradley M. Rust

Bradley M. Rust
Senior Vice President and Chief Financial Officer

INDEX OF EXHIBITS

Executive Compensation Plans and Arrangements*	Exhibit No.	Description
	2.1	Agreement and Plan of Reorganization by and among the Registrant, First State Bank, Southwest Indiana, PCB Holding Company, and Peoples Community Bank, dated May 23, 2005, is incorporated by reference to Exhibit 2.1 to the Registrant's Registration Statement on Form S-4 filed with the SEC on July 19, 2005 (File No. 333-126704).**
	2.2	Agreement and Plan of Reorganization by and among the Registrant and Stone City Bancshares, Inc., and joined in by the shareholders of Stone City Bancshares, Inc., dated October 25, 2005, is incorporated by reference from Exhibit 2 to the Registrant's Current Report on Form 8-K filed October 31, 2005.**
	3.1	Restatement of Articles of Incorporation of the Registrant is incorporated by reference from Exhibit 3.1 to the Registrant's Quarterly Report on Form 8-K filed May 22, 2006.
	3.2	Restated Bylaws of the Registrant, as amended April 22, 2004, is incorporated by reference from Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.
	4.1	Rights Agreement dated April 27, 2000, is incorporated by reference from Exhibit 4.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005.
	4.2	No long-term debt instrument issued by the Registrant exceeds 10% of consolidated total assets or is registered. In accordance with paragraph 4 (iii) of Item 601(b) of Regulation S-K, the Registrant will furnish the Securities and Exchange Commission copies of long-term debt instruments and related agreements upon request.
	4.3	Terms of Common Shares and Preferred Shares of the Registrant (included in Restatement of Articles of Incorporation) are incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005.
X	10.1	Description of compensation of directors of the Registrant for their services during the annual period ending at the annual meeting of shareholders to be held in 2007 is incorporated by reference from item 1.01 of the Registrant's Current Report on Form 8-K filed May 2, 2006.
	31.1	Sarbanes-Oxley Act of 2002, Section 302 Certification for President and Chief Executive Officer.

31.2	Sarbanes-Oxley Act of 2002, Section 302 Certification for Senior Vice President (Principal Financial Officer).
32.1	Sarbanes-Oxley Act of 2002, Section 906 Certification for President and Chief Executive Officer.
32.2	Sarbanes-Oxley Act of 2002, Section 906 Certification for Senior Vice President (Principal Financial Officer).

*Exhibits that describe or evidence all management contracts or compensatory plans or arrangements required to be filed as exhibits to this Report are indicated by an “X” in this column.
** Certain exhibits to these documents have been omitted from the text filed with the SEC. The omitted information is considered immaterial from an investor's perspective. The Registrant will furnish supplementally a copy of any of any such omitted exhibit to the SEC upon request from the SEC.
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