

HORIZON BANCORP /IN/  
Form 10-K  
March 13, 2015  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-K**

(Mark One)

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

**For the fiscal year ended December 31, 2014**

**Commission file number 0-10792**

**Horizon Bancorp**

**(Exact name of registrant as specified in its charter)**

**Indiana**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**35-1562417**  
**(I.R.S. Employer**  
**Identification No.)**

**515 Franklin Square, Michigan City**  
**(Address of principal executive offices)**

**46360**  
**(Zip Code)**

**Registrant's telephone number, including area code: 219-879-0211**

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

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
<b>Common Stock, no par value</b>	<b>The NASDAQ Stock Market, LLC</b>

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

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

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

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

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

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

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

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input checked="" type="checkbox"/>
Non-Accelerated Filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

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

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant, based on the average bid price of such stock as of June 30, 2014, the last day of the registrant's most recently completed second

fiscal quarter, was approximately \$185.0 million.

As of March 10, 2015, the registrant had 9,213,036 shares of common stock outstanding.

**Documents Incorporated by Reference**

<b>Document</b>	<b>Part of Form 10-K into which portion of document is incorporated</b>
Not Applicable	

**Table of Contents****HORIZON BANCORP****2014 Annual Report on Form 10-K****Table of Contents**

	<b>Page</b>
<b><u>FORWARD-LOOKING STATEMENTS</u></b>	3
<b><u>PART I</u></b>	
Item 1 <u>Business</u>	4
Item 1A <u>Risk Factors</u>	19
Item 1B <u>Unresolved Staff Comments</u>	30
Item 2 <u>Properties</u>	30
Item 3 <u>Legal Proceedings</u>	30
Item 4 <u>Mine Safety Disclosures</u>	31
Special Item: <u>Executive Officers of Registrant</u>	32
<b><u>PART II</u></b>	
Item 5 <u>Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	33
Item 6 <u>Selected Financial Data</u>	34
Item 7 <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	35
Item 7A <u>Quantitative and Qualitative Disclosures about Market Risk</u>	57
Item 8 <u>Financial Statements and Supplementary Data</u>	58
Item 9 <u>Changes in and Disagreement with Accountants on Accounting and Financial Disclosure</u>	122
Item 9A <u>Controls and Procedures</u>	122
Item 9B <u>Other Information</u>	122
<b><u>PART III</u></b>	
Item 10 <u>Directors, Executive Officers and Corporate Governance</u>	123
Item 11 <u>Executive Compensation</u>	127
Item 12 <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	150
Item 13 <u>Certain Relationships and Related Transactions, and Director Independence</u>	152
Item 14 <u>Principal Accountant Fees and Services</u>	153
<b><u>PART IV</u></b>	
Item 15 <u>Exhibits and Financial Statement Schedules</u>	155
<b><u>SIGNATURES</u></b>	156
<b><u>EXHIBIT INDEX</u></b>	158

Table of Contents

**HORIZON BANCORP**

2014 Annual Report on 10-K

**FORWARD-LOOKING STATEMENTS**

**A cautionary note about forward-looking statements:** In addition to historical information, information included and incorporated by reference in this Annual Report on Form 10-K contains certain forward-looking statements within the meaning of the federal securities laws. Horizon intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and is including this statement for purposes of invoking those safe-harbor provisions. Forward-looking statements can include statements about estimated cost savings, plans and objectives for future operations and expectations about Horizon's financial and business performance as well as economic and market conditions. They often can be identified by the use of words such as expect, may, could, will, intend, project, estimate, believe, anticipate, variations of such words and similar expressions.

Horizon may include forward-looking statements in filings it makes with the Securities and Exchange Commission (SEC), such as this Form 10-K, in other written materials, and in oral statements made by senior management to analysts, investors, representatives of the media and others. It is intended that these forward-looking statements speak only as of the date they are made, and Horizon 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 or to reflect the occurrence of unanticipated events.

By their nature, forward-looking statements are based on assumptions, which although believed to be reasonable, are subject to risks, uncertainties, and other factors, such as the following:

economic conditions and their impact on Horizon and its customers;

changes in the level and volatility of interest rates, spreads on earning assets and interest-bearing liabilities, and interest rate sensitivity;

rising interest rates and their impact on mortgage loan volumes;

estimates of fair value of certain of Horizon's assets and liabilities;

volatility and disruption in financial markets;

prepayment speeds, loan originations, credit losses and market values, collateral securing loans and other assets;

sources of liquidity;

potential risk of environmental liability related to lending activities;

changes in the competitive environment in Horizon's market areas and among other financial service providers;

legislation and/or regulation affecting the financial services industry as a whole, and Horizon and its subsidiaries in particular, including the effects resulting from the reforms enacted by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") and the adoption of regulations by regulatory bodies under the Dodd-Frank Act;

the impact of the new Basel III capital rules;

changes in regulatory supervision and oversight, including monetary policy and capital requirements;

changes in accounting policies or procedures as may be adopted and required by regulatory agencies;

rapid technological developments and changes;

the risks presented by cyber terrorism and data security breaches;

containing costs and expenses;

the slowing or failure of economic recovery;

the ability of the U.S. federal government to manage federal debt limits; and

the risks of expansion through mergers and acquisitions, including unexpected credit quality problems with acquired loans, difficulty integrating acquired operations and material differences in the actual financial results of such transactions compared with Horizon's initial expectations, including the full realization of anticipated cost savings.

**Table of Contents**

**HORIZON BANCORP**

You are cautioned that actual results may differ materially from those contained in the forward-looking statements. The Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 7 of this Form 10-K lists some of the factors that could cause Horizon's actual results to vary materially from those expressed in or implied by any forward-looking statements. Your attention is directed to this discussion.

Other risks and uncertainties that could affect Horizon's future performance are set forth below in Item 1A, Risk Factors.

**PART I**

**ITEM 1. BUSINESS**

The disclosures in this Item 1 are qualified by the disclosures below in Item 1A, Risk Factors, and Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operation, and in other cautionary statements set forth elsewhere in this Annual Report on Form 10-K.

**General**

Horizon Bancorp ( Horizon or the Company ) is a registered bank holding company incorporated in Indiana and headquartered in Michigan City, Indiana. Horizon provides a broad range of banking services in Northwestern and Central Indiana and Southwestern and Central Michigan through its bank subsidiary, Horizon Bank, N.A. (the Bank ) and other affiliated entities and Horizon Risk Management, Inc. Horizon operates as a single segment, which is commercial banking. Horizon's common stock is traded on the NASDAQ Global Market under the symbol HBNC. The Bank was chartered as a national banking association in 1873 and has operated continuously since that time. The Bank is a full-service commercial bank offering commercial and retail banking services, corporate and individual trust and agency services and other services incident to banking. Horizon Risk Management, Inc. is a captive insurance company incorporated in Nevada and was formed as a wholly owned subsidiary of Horizon.

On April 3, 2014 Horizon completed its acquisition of SCB Bancorp, Inc. ( Summit ) and Horizon Bank N.A.'s acquisition of Summit Community Bank, through mergers effective as of that date. Under the final terms of the acquisition, the exchange ratio was 0.4904 shares of Horizon's common stock and \$5.15 in cash for each share of Summit common stock outstanding. Summit shares outstanding at the closing were 1,164,442, and the shares of Horizon common stock issued to Summit shareholders totaled 570,820. Horizon's stock price was \$22.23 per share at the close of business on April 3, 2014. Based upon these numbers, the total value of the consideration for the acquisition was \$18.9 million (not including the retirement of Summit debt). As a result of the acquisition, the Company experienced, and expects to continue to experience, increases in its deposit base and reductions in transaction costs. The Company also expects to reduce cost through economies of scale.

On July 17, 2012, Horizon completed its acquisition of Heartland Bancshares, Inc. ( Heartland ) and Heartland's wholly owned subsidiary, Heartland Community Bank ( Heartland Bank ). Heartland was merged into Horizon, and Heartland Bank was merged into the Bank. The exchange ratio was 0.81 shares of Horizon's common stock for each share of Heartland common stock outstanding. Horizon acquired the 1,442,449 outstanding shares of Heartland common stock in exchange for 1,168,383 shares of Horizon common stock, which had a market price of \$16.83 per share at the close of business on July 17, 2012. Horizon also purchased and retired all shares of preferred stock that Heartland had

issued pursuant to the Troubled Asset Relief Program Capital Purchase Program ( TARP ). Based upon the \$16.83 market price and the TARP preferred stock purchase, the total value of the consideration for the acquisition was \$26.9 million. As a result of the acquisition, the Company experienced, and expects to continue to experience, increases in its deposit base and reductions in transaction costs. The Company also expects to reduce cost through economies of scale.

On June 1, 2010, the Company announced the completion of the purchase of assets and the assumption of liabilities of American Trust & Savings Bank ( American ) in Whiting, Indiana. The transaction was consummated on May 28, 2010. The Company purchased most of the banking-related assets of American, totaling \$107.8 million and assumed all the deposits, federal home loan bank advances, trust preferred securities, and accrued interest payable in the approximate amount of \$110.3 million. The Company paid a deposit premium on core deposits of approximately \$2.1 million and \$500,000 in additional consideration. As a result of the acquisition, the Company experienced, and expects to continue to experience, increases in its deposit base and reductions in transaction costs. The Company also expects to reduce cost through economies of scale.



---

**Table of Contents**

**HORIZON BANCORP**

The Bank maintains 31 full service offices. At December 31, 2014, the Bank had total assets of \$2.08 billion and total deposits of \$1.48 billion. The Bank has wholly-owned direct and indirect subsidiaries: Horizon Investments, Inc. ( Horizon Investments ), Horizon Properties, Inc. ( Horizon Properties ), Horizon Insurance Services, Inc. ( Horizon Insurance ) and Horizon Grantor Trust. Horizon Investments manages the investment portfolio of the Bank. Horizon Properties manages the real estate investment trust. Horizon Insurance is used by the Company's Wealth Management to sell certain insurance products. Horizon Grantor Trust holds title to certain company owned life insurance policies.

Horizon formed Horizon Bancorp Capital Trust II in 2004 ( Trust II ) and Horizon Bancorp Capital Trust III in 2006 ( Trust III ) for the purpose of participating in pooled trust preferred securities offerings. The Company assumed additional debentures as the result of the acquisition of Alliance Financial Corporation in 2005, which formed Alliance Financial Statutory Trust I ( Alliance Trust ). The Company also assumed additional debentures as the result of the American transaction, which formed Am Tru Statutory Trust I ( Am Tru Trust ). The Company also assumed additional debentures as the result of the Heartland transaction, which formed Heartland (IN) Statutory Trust II ( Heartland Trust ). See Note 14 of the Consolidated Financial Statements for further discussion regarding these previously consolidated entities that are now reported separately. The business of Horizon is not seasonal to any material degree.

No material part of Horizon's business is dependent upon a single or small group of customers, the loss of any one or more of which would have a materially adverse effect on the business of Horizon. In 2014, revenues from loans accounted for 60.9% of the total consolidated revenue, and revenues from investment securities accounted for 13.4% of total consolidated revenue.

**Available Information**

The Company's Internet address is [www.horizonbank.com](http://www.horizonbank.com). The Company makes available, free of charge through the Investor Relations SEC Filings section of its Internet website, copies of the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to those reports filed or furnished pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after those reports are filed with or furnished to the SEC.

**Employees**

The Bank employed approximately 448 full and part-time employees as of December 31, 2014. Horizon, Horizon Insurance and Horizon Grantor Trust do not have any employees.

**Competition**

Horizon faces a high degree of competition in all of its primary markets. The Bank's primary market consists of Porter, LaPorte, St. Joseph, Elkhart, Lake, Marion and Johnson Counties Indiana, and Berrien, Kalamazoo, and Ingham Counties Michigan. The Bank competes with other commercial banks as well as with savings and loan associations, consumer finance companies and credit unions. To a more moderate extent, the Bank competes with Chicago money center banks, mortgage banking companies, insurance companies, brokerage houses, other institutions engaged in money market financial services and certain government agencies.

Based on deposits as of June 30, 2014, Horizon was the largest of the nine bank and thrift institutions in LaPorte County with a 34.70% market share and the sixth largest of the 14 institutions in Porter County with a 9.33% market share. In Berrien County, Michigan, Horizon was the fourth largest of the 11 bank and thrift institutions with a 7.84% market share. In Johnson County Indiana, where Horizon acquired the branches of Heartland Community Bank, the bank enjoys an 11.94% market share as the second largest of the 19 institutions in that county. Horizon's market share of deposits in Lake County, Indiana was just over 1% at 1.59%, exactly 1% in Kalamazoo County, Michigan, and less than 1% in each of St. Joseph, Elkhart and Marion Counties in Indiana. The branches of Horizon Bank acquired in the acquisition of Summit Community Bank, are located in Ingham County, Michigan and have a 3.09% market share. (Source: FDIC Summary of Deposits Market Share Reports, available at [www.fdic.gov](http://www.fdic.gov)).

---

**Table of Contents**

**HORIZON BANCORP**

**Regulation and Supervision**

As a bank holding company and a financial holding company, the Company is subject to extensive regulation, supervision, and examination by the Board of Governors of the Federal Reserve System (the Federal Reserve Board or Federal Reserve ) as its primary federal regulator. The Bank, as a nationally chartered bank, is subject to extensive regulation, supervision and examination by the Office of the Comptroller of the Currency ( OCC ) as its primary federal regulator and, as to certain matters, by the Federal Reserve Board and the Federal Deposit Insurance Corporation ( FDIC ). Both federal and state law extensively regulate various aspects of the banking business, such as reserve requirements, truth-in-lending and truth-in-savings disclosures, equal credit opportunity, fair credit reporting, trading in securities and other aspects of banking operations. Branching by the Bank is subject to the jurisdiction and requires notice to, or the prior approval of, the OCC. The Dodd-Frank Act permits the establishment of de novo branches in states where such branches could be opened by a state bank chartered by that state. The consent of the state is no longer required. The supervision, regulation and examination of Horizon and the Bank by the regulatory agencies are intended primarily for the protection of depositors rather than for Horizon s shareholders.

Horizon also is subject to the disclosure and regulatory requirements of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, as administered by the SEC. Horizon s common stock is listed on The NASDAQ Global Select Stock Market under the trading symbol HBNC, and Horizon is subject to the NASDAQ rules applicable to listed companies.

Included below is a brief summary of significant aspects of the laws, regulations and policies applicable to Horizon and the Bank. This summary is qualified in its entirety by reference to the full text of the statutes, regulations and policies that are referenced and is not intended to be an exhaustive description of the statutes, regulations and policies applicable to the business of Horizon and the Bank. Also, such statutes, regulations and policies are continually under review by Congress and state legislatures and federal and state regulatory agencies. A change in statutes, regulations or regulatory policies applicable to Horizon and the Bank could have a material effect on Horizon s business, financial condition and results of operations.

**The Bank Holding Company Act**

The Bank Holding Company Act of 1956, as amended ( BHC Act ), generally limits the business in which a bank holding company and its subsidiaries may engage to banking or managing or controlling banks and those activities that the Federal Reserve Board has determined to be so closely related to banking as to be a proper incident thereto. Bank holding companies, such as Horizon, that qualify as, and elect to be, financial holding companies, however, may engage in any activity, or acquire and retain the shares of a company engaged in any activity, that is either (i) financial in nature or incidental to such financial activity (as determined by the Federal Reserve Board in consultation with the Secretary of the Treasury) or (ii) complementary to a financial activity and does not pose a substantial risk to the safety and soundness of depository institutions or the financial system generally (as solely determined by the Federal Reserve Board), without prior approval of the Federal Reserve Board. Activities that are financial in nature include securities underwriting and dealing, insurance underwriting and making merchant banking investments.

For a bank holding company to remain qualified as a financial holding company, the company and all of its depository institution subsidiaries must be well capitalized and well managed. To commence any new activity permitted by the BHC Act or to acquire a company engaged in any new activity permitted by the BHC Act, each insured depository

institution subsidiary of the financial holding company must have received a rating of at least satisfactory in its most recent examination under the Community Reinvestment Act. The Federal Reserve Board has the power to order any bank holding company or its subsidiaries to terminate any activity or to terminate its ownership or control of any subsidiary when the Federal Reserve Board has reasonable grounds to believe that continuation of such activity or such ownership or control constitutes a serious risk to the financial soundness, safety or stability of any bank subsidiary of the bank holding company.

## **Table of Contents**

### **HORIZON BANCORP**

Federal Reserve Board policy has historically required bank holding companies to act as a source of financial and management strength for their subsidiary banks. The Dodd-Frank Act, which was signed into law on July 21, 2010, codified this policy. Under this requirement, Horizon is required to act as a source of financial strength to the Bank and to commit resources to support the Bank in circumstances in which Horizon might not otherwise do so. For this purpose, source of financial strength means Horizon's ability to provide financial assistance to the Bank in the event of the Bank's financial distress.

The BHC Act, the Bank Merger Act and other federal and state statutes regulate acquisitions of banks and bank holding companies. The BHC Act requires the prior approval of the Federal Reserve before a bank holding company may acquire more than a 5% voting interest or substantially all assets of any bank or bank holding company. Under the Bank Merger Act, the prior approval of the OCC or another federal banking agency is required for the Bank to merge with another bank or purchase the assets or assume the deposits of another bank. In reviewing applications seeking approval for mergers and other acquisition transactions, the bank regulatory authorities will consider, among other things, the competitive effect and public benefits of the transactions, the capital position of the combined organization, the risks to the stability of the U.S. banking or financial system, the applicant's performance record under the Community Reinvestment Act and the effectiveness of the subject organizations in combating money laundering activities.

Under the Federal Deposit Insurance Corporation Improvement Act of 1991 (the FDICIA), a bank holding company is required to guarantee the compliance of any insured depository institution subsidiary that may become undercapitalized (as defined in FDICIA) with the terms of any capital restoration plan filed by such subsidiary with its appropriate federal bank regulatory agency.

Bank holding companies are required to comply with the Federal Reserve's risk-based capital guidelines. The FDIC and the OCC also have risk-based capital ratio guidelines to which depository institutions under their respective supervision are subject. The guidelines establish a systematic analytical framework that makes regulatory capital requirements more sensitive to differences in risk profiles among banking organizations. Risk-based capital ratios are determined by allocating assets and specified off-balance sheet commitments to four risk weighted categories, with higher levels of capital being required for the categories perceived as representing greater risk. For Horizon's regulatory capital ratios and regulatory requirements as of December 31, 2014, see the information in Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 7 below, which is incorporated herein by reference.

### **National Bank Act**

As a national bank, the Bank is subject to the provisions of the National Bank Act. The Bank is supervised, regulated, and examined by the OCC, and is subject to the rules and regulations of the OCC, Federal Reserve, Consumer Financial Protection Bureau (CFPB) and the FDIC.

### **Deposit Insurance and Assessments**

The Bank's deposits are insured to applicable limits by the Deposit Insurance Fund (DIF) of the FDIC. Banks are subject to deposit insurance premiums and assessments to maintain the DIF. A bank's deposit insurance premium assessment rate depends on the capital category and supervisory category to which it is assigned. The FDIC has

authority to raise or lower assessment rates on insured banks in order to achieve statutorily required reserve ratios in the DIF and to impose special additional assessments.

The Dodd-Frank Act has resulted in significant changes to the FDIC's deposit insurance system. Under the Dodd-Frank Act, the FDIC is authorized to set the reserve ratio for the DIF at no less than 1.35%, and must achieve the 1.35% designated reserve ratio by September 30, 2020. The FDIC must offset the effect of the increase in the minimum designated reserve ratio from 1.15% to 1.35% on insured depository institutions of less than \$10 billion and may declare dividends to depository institutions when the reserve ratio at the end of a calendar quarter is at least 1.5%, although the FDIC has the authority to suspend or limit such permitted dividend declarations. In December 2010, the FDIC adopted a final rule setting the designated reserve ratio for the deposit insurance fund at 2% of estimated insured deposits.

**Table of Contents**

**HORIZON BANCORP**

Also as a consequence of the Dodd-Frank Act, the assessment base for deposit insurance premiums was changed, effective April 1, 2011, from adjusted domestic deposits to average consolidated total assets minus average tangible equity. Tangible equity for this purpose means Tier 1 capital. Effective April 1, 2011, the initial base assessment rates were as follows:

For small Risk Category I banks, such as Horizon, the rates range from 5-9 basis points.

The rates for small institutions in Risk Categories II, III and IV are 14, 23 and 35 basis points, respectively.

For large institutions and large, highly complex institutions, the rate schedule ranges from 5 to 35 basis points.

Adjustments are made to the initial assessment rates based on long-term unsecured debt, depository institution debt, and brokered deposits. Horizon's FDIC deposit insurance expense increased slightly during 2014 compared to 2013. In addition, the Bank used \$3.3 million of the \$5.3 million of the premiums prepaid pursuant to an FDIC rule on December 30, 2009 to offset the assessment paid. The FDIC continued to offset the regular insurance assessments until the earlier of the exhaustion of an institution's prepaid assessments or June 30, 2013. Any prepaid assessment remaining after collection of the amount due on June 30, 2013, was returned to the institution. The FDIC returned to the Bank \$2.0 million in prepaid assessments.

Pursuant to the Dodd-Frank Act, the FDIC's Temporary Liquidity Guarantee Program, which was enacted in 2008 and provided unlimited deposit insurance for noninterest-bearing transaction accounts, expired on December 31, 2014. Deposits held in noninterest-bearing transaction accounts are now aggregated with any other deposits the owner may hold in the same insurable capacity at the Bank, and the combined total is insured up to the statutory limit of \$250,000.

The FDIC may terminate the deposit insurance of any insured depository institution if the FDIC determines, after a hearing, that the institution has engaged or is engaging in unsafe or unsound practices, is in an unsafe and unsound condition to continue operations or has violated any applicable law, regulation, order or any condition imposed in writing by, or written agreement with, the FDIC. The FDIC may also suspend deposit insurance temporarily during the hearing process for a permanent termination of insurance if the institution has no tangible capital.

FDIC-insured institutions are also subject to the requirement to pay assessments to the FDIC to fund interest payments on bonds issued by the Financing Corporation ( FICO ), an agency of the Federal government established to recapitalize the predecessor to the Savings Association Insurance Fund ( SAIF ). These assessments will continue until the FICO bonds are repaid between 2017 and 2019. The FICO assessment rate was 0.62 basis points for each \$100 of insured deposits for each quarter of 2014. For the first quarter of 2015, the FICO assessment rate is 0.60 basis points for each \$100 in domestic deposits maintained at an institution.

**Transactions with Affiliates and Insiders**

Horizon and the Bank are subject to the Federal Reserve Act, which restricts financial transactions between banks, affiliated companies and their executive officers, including limits on credit transactions between these parties. The statute prescribes terms and conditions for bank affiliate transactions deemed to be consistent with safe and sound banking practices, and restricts the types of collateral security permitted in connection with a bank's extension of credit to an affiliate.

Effective July 21, 2011, among other changes, the Dodd-Frank Act eliminated the exceptions under Section 23A of the Federal Reserve Act for transactions with financial subsidiaries and expanded the scope of transactions treated as covered transactions to include derivatives transactions and securities repurchase agreements. The Dodd-Frank Act also expands the types of transactions subject to insider lending limits.

### **Capital Regulation**

The federal bank regulatory authorities have adopted risk-based capital guidelines for banks and bank holding companies that are designed to make regulatory capital requirements more sensitive to differences in risk profiles among banks and bank holding companies and account for off-balance sheet items. Risk-based capital ratios are determined by allocating assets and specified off-balance sheet commitments to four risk weighted categories of 0%, 20%, 50%, or 100%, with higher levels of capital being required for the categories perceived as representing greater risk.



---

**Table of Contents****HORIZON BANCORP**

The capital guidelines divide a bank holding company's or bank's capital into two tiers. The first tier ( Tier I ) includes common equity, certain non-cumulative perpetual preferred stock and minority interests in equity accounts of consolidated subsidiaries, less goodwill and certain other intangible assets (except mortgage servicing rights and purchased credit card relationships, subject to certain limitations). Supplementary capital ( Tier II ) includes, among other items, cumulative perpetual and long-term limited-life preferred stock, mandatory convertible securities, certain hybrid capital instruments, term subordinated debt and the allowance for loan and lease losses, subject to certain limitations, less required deductions. Banks and bank holding companies are required to maintain a total risk-based capital ratio of at least 8%, of which 4% must be Tier I capital. The federal banking regulators may, however, set higher capital requirements when a bank's particular circumstances warrant. Banks experiencing or anticipating significant growth are expected to maintain capital ratios, including tangible capital positions, well above the minimum levels.

Also required by the regulations is the maintenance of a leverage ratio designed to supplement the risk-based capital guidelines. This ratio is computed by dividing Tier I capital, net of all intangibles, by the quarterly average of total assets. The minimum leverage ratio is 3% for the most highly rated institutions, and 1% to 2% higher for institutions not meeting those standards. Pursuant to the regulations, banks must maintain capital levels commensurate with the level of risk, including the volume and severity of problem loans to which they are exposed.

In July 2013, the federal banking agencies approved final rules to be phased in from 2015 to 2019 implementing the U.S. Basel Committee on Banking Supervision's capital framework ( Basel III ) for all U.S. banks and for bank holding companies. Under these final rules, minimum requirements have increased for both the quantity and quality of capital held by Horizon and the Bank. The rules include a new common equity Tier 1 capital ratio of 4.5%, a minimum Tier 1 capital ratio of 6.0% (increased from 4.0%), a total capital ratio of 8 % (unchanged from prior rules) and a minimum leverage ratio of 4.0%. The final rules also require a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets, which is in addition to the other minimum risk-based capital standards in the rule. Institutions that do not maintain the required capital conservation buffer will become subject to progressively more stringent limitations on the percentage of earnings that can be paid out in dividends or used for stock repurchases and on the payment of certain bonuses to senior executive management. The capital conservation buffer requirement will be phased in over three years beginning in 2016. The capital conservation buffer requirement effectively raises the minimum required common equity Tier 1 capital ratio to 7.0%, the Tier 1 capital ratio to 8.5%, and the total capital ratio to 10.5% on a fully phased-in basis. In general, bank holding companies and savings and loan holding companies with less than \$1 billion in total consolidated assets will not be subject to the new regulatory capital requirements described above (but these requirements will apply to their depository institution subsidiaries).

The final rules also introduce other changes, including an increase in the capital required for certain categories of assets, including higher-risk construction real estate loans and certain exposures related to securitizations. Contrary to the proposed rule changes, the final rules allow banking organizations with less than \$15 billion in assets as of December 31, 2010, to retain non-qualifying Tier 1 capital trust preferred securities issued prior to May 19, 2010, subject generally to a limit of 25% of Tier 1 capital.

These new minimum capital ratios became effective for Horizon on January 1, 2015, and will be fully phased-in on January 1, 2019. Horizon's management believes that, as of December 31, 2014, Horizon and the Bank would meet all capital adequacy requirements under the Basel III capital rules on a fully phased-in basis, as if such requirements were currently in effect.



**Table of Contents****HORIZON BANCORP**

The following is a summary of Horizon's and the Bank's regulatory capital and capital requirements at December 31, 2014.

	Actual		For Capital <sup>1</sup> Adequacy Purposes		For Well <sup>1</sup> Capitalized Purposes	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>As of December 31, 2014</b>						
Total capital <sup>1</sup> (to risk-weighted assets)						
Consolidated	\$ 212,276	14.48%	\$ 117,280	8.00%	N/A	N/A
Bank	192,604	13.08%	117,801	8.00%	\$ 147,251	10.00%
Tier 1 capital <sup>1</sup> (to risk-weighted assets)						
Consolidated	195,775	13.35%	58,659	4.00%	N/A	N/A
Bank	176,103	11.96%	58,897	4.00%	88,346	6.00%
Tier 1 capital <sup>1</sup> (to average assets)						
Consolidated	195,775	9.76%	80,236	4.00%	N/A	N/A
Bank	176,103	8.80%	80,047	4.00%	100,059	5.00%

<sup>1</sup> As defined by regulatory agencies

The Dodd-Frank Act also requires the Federal Reserve to set minimum capital levels for bank holding companies that are as stringent as those required for insured depository subsidiaries, except that bank holding companies with less than \$500 million in assets are exempt from these capital requirements.

**Dividends**

Dividends received from the Bank are the primary source of Horizon's revenues. The Bank's payment of dividends, without prior regulatory approval, is subject to regulatory limitations. The National Bank Act requires the Bank to obtain the prior approval of the OCC for the payment of dividends if the total of all dividends declared by it in one year would exceed its net profits for the current year plus its retained net profits for the two preceding years, less any required transfers to surplus. In addition, the Bank may only pay dividends to the extent that its retained net profits (including the portion transferred to surplus) exceed the bank's undivided profits after deducting statutory bad debt in excess of the bank's allowance for loan losses. Under the Federal Deposit Insurance Act, the Bank is prohibited from paying any dividends, making other distributions or paying any management fees if, after such payment, it would fail to satisfy its minimum capital requirements.

In 2011, Horizon issued 12,500 shares of Senior Non-Cumulative Perpetual Preferred Stock, Series B (the Series B Preferred Stock) to the U. S. Department of the Treasury (the Treasury). The issuance to the Treasury of the Series B Preferred Stock resulted in the imposition of limitations on Horizon's ability to pay dividends. Under the terms of the Series B Preferred Stock, no repurchases may be effected, and no dividends may be declared or paid on preferred shares ranking *pari passu* with the Series B Preferred Stock, junior preferred shares, or other junior securities, including the common stock, during the current quarter and for the next three quarters following the failure to declare and pay dividends on the Series B Preferred Stock, except that, in any such quarter in which the dividend is paid,

dividend payments on shares ranking *pari passu* may be paid to the extent necessary to avoid any resulting material covenant breach. Horizon does not anticipate that these restrictions will affect its ability to pay the required dividends on the Series B Preferred Stock or its ability to continue to pay dividends on its common stock.

### **Prompt Corrective Regulatory Action**

Federal law provides the federal banking regulators with broad powers to require an undercapitalized financial institution to take prompt corrective action to resolve the institution's problems. The extent of the regulators' powers depends on whether the institution in question is well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, or critically undercapitalized, as defined by regulation. Depending upon the capital category to which an institution is assigned, the regulators' corrective powers include: (i) requiring the submission of a capital restoration plan; (ii) placing limits on asset growth and restrictions on activities; (iii) requiring the institution to issue additional capital stock (including additional voting stock) or to be acquired; (iv) restricting transactions with affiliates; (v) restricting the interest rate the institution may pay on deposits; (vi) ordering a new election of directors of the institution; (vii) requiring that senior executive officers or directors be dismissed; (viii) prohibiting the institution from accepting deposits from correspondent banks; (ix) requiring the institution to divest certain subsidiaries; (x) prohibiting the payment of principal or

---

**Table of Contents**

**HORIZON BANCORP**

interest on subordinated debt; and (xi) ultimately, appointing a receiver for the institution. At December 31, 2014, the Bank was categorized as well capitalized, meaning that the Bank's total risk-based capital ratio exceeded 10%, the Bank's Tier I risk-based capital ratio exceeded 6%, the Bank's leverage ratio exceeded 5%, and the Bank was not subject to a regulatory order, agreement or directive to meet and maintain a specific capital level for any capital measure. Under the Basel III framework, discussed under Capital Regulation, new requirements effective January 1, 2015, will change the prompt corrective action framework discussed above. Under the new prompt corrective action requirements, which are designed to complement the capital conservation buffer, insured depository institutions will be required to meet the following increased capital level requirements in order to qualify as well capitalized: (i) a new common equity Tier 1 capital ratio of 6.5%; (ii) a Tier 1 capital ratio of 8% (increased from 6%); (iii) a total capital ratio of 10% (unchanged from prior rules); and (iv) a Tier 1 leverage ratio of 5% (increased from 4%).

**Anti-Money Laundering and the USA Patriot Act**

Horizon is subject to the provisions of the USA PATRIOT Act of 2001, which contains anti-money laundering and financial transparency laws and requires financial institutions to implement additional policies and procedures with respect to, or additional measures designed to address, any or all of the following matters, among others: money laundering, suspicious activities and currency transaction reporting, and currency crimes.

**Sarbanes-Oxley Act of 2002**

Horizon also is subject to the Sarbanes-Oxley Act of 2002 (the Sarbanes-Oxley Act), which revised the laws affecting corporate governance, accounting obligations and corporate reporting. The Sarbanes-Oxley Act applies to all companies with equity or debt securities registered under the Securities Exchange Act of 1934. In particular, the Sarbanes-Oxley Act established: (i) new requirements for audit committees, including independence, expertise and responsibilities; (ii) additional responsibilities regarding financial statements for the Chief Executive Officer and Chief Financial Officer of the reporting company; (iii) new standards for auditors and regulation of audits; (iv) increased disclosure and reporting obligations for the reporting company and its directors and executive officers; and (v) new and increased civil and criminal penalties for violation of the securities laws. Management expects that significant additional efforts and expense will continue to be required to comply with the provisions of the Sarbanes-Oxley Act.

Pursuant to the final rules adopted by the SEC to implement Section 404 of the Sarbanes-Oxley Act of 2002, Horizon is required to include in each Form 10-K it files a report of management on Horizon's internal control over financial reporting. The internal control report must include a statement of management's responsibility for establishing and maintaining adequate control over financial reporting of Horizon, identify the framework used by management to evaluate the effectiveness of Horizon's internal control over financial reporting and provide management's assessment of the effectiveness of Horizon's internal control over financial reporting. This Annual Report on Form 10-K also includes an attestation report issued by Horizon's registered public accounting firm on Horizon's internal control over financial reporting. For fiscal years prior to the year ended December 31, 2012, Horizon was not an accelerated filer and, therefore, Horizon was exempt from the attestation report requirements.

**Financial System Reform The Dodd-Frank Act and the CFPB**

The Dodd-Frank Act, which was signed into law in 2010, significantly changes the regulation of financial institutions and the financial services industry. The Dodd-Frank Act includes provisions affecting large and small financial institutions alike, including several provisions that have profoundly affected how community banks, thrifts, and small bank and thrift holding companies are regulated. Among other things, these provisions eliminated the Office of Thrift Supervision and transferred its functions to the other federal banking agencies, relaxed rules regarding interstate branching, allowed financial institutions to pay interest on business checking accounts, changed the scope of federal deposit insurance coverage and imposed new capital requirements on bank and thrift holding companies.

The Dodd-Frank Act created the CFPB as an independent bureau within the Federal Reserve System with broad rulemaking, supervisory and enforcement powers under various federal consumer financial protection laws, including the Equal Credit Opportunity Act, Truth in Lending Act, Real Estate Settlement Procedures Act, Fair Credit Reporting Act, Fair Debt Collection Practices Act, the Consumer Financial Privacy provisions of the Gramm-Leach-Bliley Act, and certain other statutes. In July 2011, many of the consumer financial protection functions formerly assigned to the federal banking

**Table of Contents**

**HORIZON BANCORP**

and other designated agencies transferred to the CFPB. The CFPB has a large budget and staff, and has the authority to implement regulations under federal consumer protection laws and enforce those laws against financial institutions. The CFPB has examination and primary enforcement authority over depository institutions with \$10 billion or more in assets. Smaller institutions are subject to rules promulgated by the CFPB but continue to be examined and supervised by the federal banking regulators for consumer compliance purposes. The CFPB also has authority to prevent unfair, deceptive or abusive practices in connection with offering consumer financial products. Additionally, the CFPB is authorized to collect fines and provide consumer restitution in the event of violations, engage in consumer financial education, track consumer complaints, request data, and promote the availability of financial services to underserved consumers and communities.

The CFPB has indicated that mortgage lending is an area of supervisory focus and that it will concentrate its examination and rulemaking efforts on the variety of mortgage-related topics required under the Dodd-Frank Act, including minimum standards for the origination of residential mortgages. The CFPB has published several final regulations impacting the mortgage industry, including rules related to ability-to-repay, mortgage servicing, escrow accounts, and mortgage loan originator compensation. The ability-to-repay rule makes lenders liable if they fail to assess a borrower's ability to repay under a prescribed test, but also creates a safe harbor for so called "qualified mortgages." Failure to comply with the ability-to-repay rule may result in possible CFPB enforcement action and special statutory damages plus actual, class action, and attorneys' fees damages, all of which a borrower may claim in defense of a foreclosure action at any time. Horizon's management is assessing the impact of these requirements on its mortgage lending business.

The Dodd-Frank Act contains numerous other provisions affecting financial institutions of all types, many of which may have an impact on the operating environment of Horizon in substantial and unpredictable ways. The ultimate effect of the Dodd-Frank Act on the financial services industry in general, and Horizon in particular, remains uncertain. Many aspects of the Dodd-Frank Act are subject to future rulemaking and will take effect over several years, making it difficult to anticipate the overall financial impact on Horizon and the financial services industry more generally. Horizon's management continues to review rules and regulations adopted pursuant to the Dodd-Frank Act and assess their probable impact on the business, financial condition and results of operations of Horizon.

**Other Regulation**

In addition to the matters discussed above, the Bank is subject to additional regulation of its activities, including a variety of consumer protection regulations affecting its lending, deposit, and collection activities and regulations affecting secondary mortgage market activities.

**Effect of Governmental Monetary Policies**

The Bank's earnings are affected by domestic economic conditions and the monetary and fiscal policies of the United States government and its agencies. The Federal Reserve's monetary policies have had, and are likely to continue to have, an important impact on the operating results of commercial banks through its power to implement national monetary policy in order, among other things, to curb inflation or combat a recession. The monetary policies of the Federal Reserve have major effects upon the levels of bank loans, investments and deposits through its open market operations in United States government securities and through its regulation of the discount rate on borrowings of member banks and the reserve requirements against member bank deposits. It is not possible to predict the nature or

impact of future changes in monetary and fiscal policies.

### **Federal Home Loan Bank System**

The Bank is a member of the FHLB of Indianapolis, which is one of twelve regional FHLBs. Each FHLB serves as a reserve or central bank for its members within its assigned region. The FHLB is funded primarily from funds deposited by banks and savings associations and proceeds derived from the sale of consolidated obligations of the FHLB system. It makes loans to members (i.e., advances) in accordance with policies and procedures established by the Board of Directors of the FHLB. All FHLB advances must be fully secured by sufficient collateral as determined by the FHLB. The Federal Housing Finance Board ( FHFB ), an independent agency, controls the FHLB System, including the FHLB of Indianapolis.



---

**Table of Contents**

**HORIZON BANCORP**

As a member of the FHLB, the Bank is required to purchase and maintain stock in the FHLB of Indianapolis in an amount equal to at least 1% of its aggregate unpaid residential mortgage loans, home purchase contracts, or similar obligations at the beginning of each year. At December 31, 2014, the Bank's investment in stock of the FHLB of Indianapolis was \$11.0 million. The FHLB imposes various limitations on advances such as limiting the amount of certain types of real estate related collateral to 30% of a member's capital and limiting total advances to a member. Interest rates charged for advances vary depending upon maturity, the cost of funds to the FHLB of Indianapolis and the purpose of the borrowing.

The FHLBs are required to provide funds for the resolution of troubled savings associations and to contribute to affordable housing programs through direct loans or interest subsidies on advances targeted for community investment and low and moderate income housing projects. For the year ended December 31, 2014, dividends paid by the FHLB of Indianapolis to the Bank totaled approximately \$386,000, for an annualized rate of 3.50%.

**Limitations on Rates Paid for Deposits; Restrictions on Brokered Deposits**

FDIC regulations restrict the interest rates that less than well-capitalized insured depository institutions may pay on deposits and also restrict the ability of such institutions to accept brokered deposits. These regulations permit a well-capitalized depository institution to accept, renew or roll over brokered deposits without restriction, and an adequately capitalized depository institution to accept, renew or roll over brokered deposits with a waiver from the FDIC (subject to certain restrictions on payments of rates). The regulations prohibit an undercapitalized depository institution from accepting, renewing or rolling over brokered deposits. These regulations contemplate that the definitions of well-capitalized, adequately capitalized and undercapitalized will be the same as the definitions adopted by the agencies to implement the prompt corrective action provisions of FDICIA. Management does not believe that these regulations will have a materially adverse effect on the Bank's current operations.

**Legislative Initiatives**

Additional legislative and administrative actions affecting the banking industry may be considered by the United States Congress, state legislatures and various regulatory agencies, including those referred to above. It cannot be predicted with certainty whether such legislative or administrative action will be enacted or the extent to which the banking industry in general or Horizon and its affiliates will be affected.

**BANK HOLDING COMPANY STATISTICAL DISCLOSURES**

**I. DISTRIBUTION OF ASSETS, LIABILITIES AND STOCKHOLDERS' EQUITY; INTEREST RATES AND INTEREST DIFFERENTIAL**

Information required by this section of Securities Act Industry Guide 3 is presented in Management's Discussion and Analysis of Financial Condition and Results of Operations as set forth in Item 7 below, herein incorporated by reference.



**Table of Contents****HORIZON BANCORP****II. INVESTMENT PORTFOLIO**

A. The following is a schedule of the amortized cost and fair value of investment securities available for sale and held to maturity.

	December 31, 2014		December 31, 2013		December 31, 2012	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<b>Available for sale</b>						
U.S. Treasury and federal agencies	\$ 26,996	\$ 26,823	\$ 43,808	\$ 43,134	\$ 51,458	\$ 51,779
State and municipal	46,535	47,952	176,670	177,898	162,147	172,905
Federal agency collateralized mtg. obligations	122,930	122,860	116,047	114,706	95,337	96,831
Federal agency mortgage-backed pools	122,583	125,395	170,006	170,894	152,372	159,204
Private labeled mortgage-backed pools	670	689	1,188	1,226	1,960	2,031
Corporate notes	32	45	708	733	32	51
<b>Total available for sale</b>	<b>319,746</b>	<b>323,764</b>	<b>508,427</b>	<b>508,591</b>	<b>463,306</b>	<b>482,801</b>
Total held to maturity, state and municipal	165,767	169,904	9,910	9,910		
<b>Total investment securities</b>	<b>\$ 485,513</b>	<b>\$ 493,668</b>	<b>\$ 518,337</b>	<b>\$ 518,501</b>	<b>\$ 463,306</b>	<b>\$ 482,801</b>

B. The following is a schedule of maturities of each category of available for sale and held-to-maturity debt securities and the related weighted-average yield of such securities as of December 31, 2014:

Available for sale	One Year or Less		After One Year Through Five Years		After Five Years Through Ten Years		After Ten Years	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
U.S. Treasury and federal agencies <sup>(1)</sup>	\$ 2,422	3.66%	\$ 23,755	1.18%	\$ 646	2.03%	\$	0.00%
State and municipal	3,747	3.66%	21,338	3.67%	16,122	4.02%	6,745	3.51%
Federal agency collateralized mtg. obligations <sup>(2)</sup>		0.00%	1,098	3.89%	18,154	2.98%	103,608	2.51%
Federal agency mortgage-backed pools <sup>(2)</sup>	3	4.28%	1,675	4.51%	17,069	3.10%	106,648	2.85%
Private labeled mortgage-backed pools <sup>(2)</sup>		0.00%	689	5.05%		0.00%		0.00%

Edgar Filing: HORIZON BANCORP /IN/ - Form 10-K

Corporate notes		0.00%		0.00%		0.00%	45	0.00%
<b>Total available for sale</b>	\$ 6,172	3.66%	\$ 48,555	2.43%	\$ 51,991	3.33%	\$ 217,046	2.71%
Total held to maturity, state and municipal	\$	0.00%	\$ 592	3.62%	\$ 115,222	3.61%	\$ 54,090	3.64%
<b>Total investment securities</b>	\$ 6,172	3.66%	\$ 49,147	2.45%	\$ 167,213	3.52%	\$ 271,136	2.89%

(1) Fair value is based on contractual maturity or call date where a call option exists

(2) Maturity based upon final maturity date

The weighted-average interest rates are based on coupon rates for securities purchased at par value and on effective interest rates considering amortization or accretion if the securities were purchased at a premium or discount. Yields are not presented on a tax-equivalent basis.

Excluding those holdings of the investment portfolio in Treasury securities and other agencies and corporations of the U.S. Government, there were no investments in securities of any one issuer that exceeded 10% of the consolidated stockholders' equity of Horizon at December 31, 2014.

**Table of Contents****HORIZON BANCORP****III. LOAN PORTFOLIO**

A. **Types of Loans** Total loans on the balance sheet are comprised of the following classifications for the years indicated.

	<b>December 31 2014</b>	<b>December 31 2013</b>	<b>December 31 2012</b>	<b>December 31 2011</b>	<b>December 31 2010</b>
Commercial	\$ 674,314	\$ 505,189	\$ 460,471	\$ 352,376	\$ 330,018
Real estate	254,625	185,958	189,714	157,141	162,435
Mortgage warehouse	129,156	98,156	251,448	208,299	123,743
Consumer	320,459	279,525	289,084	265,377	266,681
	1,378,554	1,068,828	1,190,717	983,193	882,877
Allowance for loan losses	(16,501)	(15,992)	(18,270)	(18,882)	(19,064)
<b>Total loans</b>	<b>\$ 1,362,053</b>	<b>\$ 1,052,836</b>	<b>\$ 1,172,447</b>	<b>\$ 964,311</b>	<b>\$ 863,813</b>

B. **Maturities and Sensitivities of Loans to Changes in Interest Rates** The following is a schedule of maturities and sensitivities of loans to changes in interest rates, excluding real estate mortgage, mortgage warehouse and installment loans, as of December 31, 2014:

	<b>One Year or Less</b>	<b>One Through Five Years</b>	<b>After Five Years</b>	<b>Total</b>
Maturing or repricing Commercial, financial, agricultural and commercial tax-exempt loans	\$ 432,485	\$ 212,742	\$ 29,087	\$ 674,314

The following is a schedule of fixed-rate and variable-rate commercial, financial, agricultural and commercial tax-exempt loans due after one year. (Variable-rate loans are those loans with floating or adjustable interest rates.)

	<b>Fixed Rate</b>	<b>Variable Rate</b>
Total commercial, financial, agricultural and commercial tax-exempt loans due after one year	\$ 192,620	\$ 49,208

**Table of Contents****HORIZON BANCORP****C. Risk Elements**

**Non-accrual, Past Due and Restructured Loans** The following schedule summarizes non-accrual, past due and restructured loans.

	December 31 2014	December 31 2013	December 31 2012	December 31 2011	December 31 2010
<b>Non-performing loans</b>					
Commercial					
More than 90 days past due	\$	\$ 45	\$	\$	\$
Non-accrual	10,024	4,014	5,754	6,905	7,508
Trouble debt restructuring accruing	610	1,296	1,265		574
Trouble debt restructuring non-accrual	1,221	2,116	3,674	1,053	
Real estate					
More than 90 days past due	40	2	2		222
Non-accrual	2,297	2,459	4,565	4,694	5,483
Trouble debt restructuring accruing	2,526	2,686	1,761	2,682	3,380
Trouble debt restructuring non-accrual	1,031	999	2,827	1,120	241
Mortgage warehouse					
More than 90 days past due					
Non-accrual					
Trouble debt restructuring accruing					
Trouble debt restructuring non-accrual					
Consumer					
More than 90 days past due	75	2	52	37	136
Non-accrual	2,991	3,275	3,055	2,769	3,682
Trouble debt restructuring accruing	1,236	1,072	676	858	165
Trouble debt restructuring non-accrual	391	311	148	25	37
<b>Total non-performing loans</b>	<b>22,442</b>	<b>18,277</b>	<b>23,779</b>	<b>20,143</b>	<b>21,428</b>
<b>Other real estate owned and repossessed collateral</b>					
Commercial	411	830	1,337	1,092	1,622
Real estate	636	1,277	1,228	1,708	1,042
Mortgage warehouse					
Consumer	154	14	11	49	
<b>Total other real estate owned and repossessed collateral</b>	<b>1,201</b>	<b>2,121</b>	<b>2,576</b>	<b>2,849</b>	<b>2,664</b>
<b>Total non-performing assets</b>	<b>\$ 23,643</b>	<b>\$ 20,398</b>	<b>\$ 26,355</b>	<b>\$ 22,992</b>	<b>\$ 24,092</b>

Gross interest income that would have been recorded on non-accrual loans outstanding as of December 31, 2014, in the period if the loans had been current, in accordance with their original terms and had been outstanding throughout the period or since origination if held for part of the period.	\$ 1,143
Interest income actually recorded on non-accrual loans outstanding as of December 31, 2014, and included in net income for the period.	487
Interest income not recognized during the period on non-accrual loans outstanding as of December 31, 2014.	\$ 656

**Table of Contents**

**HORIZON BANCORP**

**Discussion of Non-Accrual Policy**

1. From time to time, the Bank obtains information, which may lead management to believe that the collection of payments may be doubtful on a particular loan. In recognition of such, it is management's policy to convert the loan from an earning asset to a non-accruing loan. Further, it is management's policy to place a commercial loan on a non-accrual status when delinquent in excess of 90 days or it has had the accrual of interest discontinued by management. The officer responsible for the loan, the Chief Operating Officer and the senior collection officer must review all loans placed on non-accrual status.

2. Potential Problem Loans:

Impaired and non-accrual loans for which the discounted cash flows or collateral value exceeded the carrying value of the loan totaled \$18.3 million and \$23.8 million at December 31, 2014 and 2013. The allowance for impaired and non-accrual loans included in the Bank's allowance for loan losses totaled \$3.6 million and \$5.5 million at those respective dates. The average balance of impaired loans during 2014 and 2013 was \$23.6 million and \$22.2 million.

3. Foreign Outstandings:

None

4. Loan Concentrations:

As of December 31, 2014, there are no significant concentrations of loans exceeding 10% of total loans. See Item III A above for a listing of the types of loans by concentration.

**D. Other Interest-Bearing Assets**

There are no other interest-bearing assets as of December 31, 2014, which would be required to be disclosed under Item III C.1 or 2 if such assets were loans.

**IV. SUMMARY OF LOAN LOSS EXPERIENCE**



A. The following is an analysis of the activity in the allowance for loan losses account:

	December 31 2014	December 31 2013	December 31 2012	December 31 2011	December 31 2010
Loans outstanding at the end of the period <sup>(1)</sup>	\$ 1,378,554	\$ 1,068,828	\$ 1,190,717	\$ 983,193	\$ 882,877
Average loans outstanding during the period <sup>(1)</sup>	1,247,510	1,092,662	1,043,620	862,498	878,181

<sup>(1)</sup> Net of unearned income and deferred loan fees

	December 31 2014	December 31 2013	December 31 2012	December 31 2011	December 31 2010
Balance at beginning of the period	\$ 15,992	\$ 18,270	\$ 18,882	\$ 19,064	\$ 16,015
Loans charged-off:					
Commercial	1,802	2,532	2,388	967	3,856
Real estate	328	1,055	597	956	811
Consumer	1,999	2,663	2,958	4,757	5,067
Total loans charged-off	4,129	6,250	5,943	6,680	9,734
Recoveries of loans previously charged-off:					
Commercial	773	668	782	163	233
Real estate	21	114	77	10	1
Consumer	786	1,270	948	1,043	995
Total loan recoveries	1,580	2,052	1,807	1,216	1,229
Net loans charged-off	2,549	4,198	4,136	5,464	8,505
Provision charged to operating expense	3,058	1,920	3,524	5,282	11,554
Balance at the end of the period	\$ 16,501	\$ 15,992	\$ 18,270	\$ 18,882	\$ 19,064
Percent of net charge-offs to average loans outstanding for the period	0.20%	0.38%	0.40%	0.63%	0.97%

**Table of Contents****HORIZON BANCORP**

B. The following schedule is a breakdown of the allowance for loan losses allocated by type of loan and the percentage of loans in each category to total loans.

	<b>December 31 2014</b>		<b>December 31 2013</b>		<b>December 31 2012</b>		<b>December 31 2011</b>		<b>December 31 2010</b>	
	<b>% of Loans to Allowance Amount</b>	<b>Total Loans</b>	<b>% of Loans to Allowance Amount</b>	<b>Total Loans</b>	<b>% of Loans to Allowance Amount</b>	<b>Total Loans</b>	<b>% of Loans to Allowance Amount</b>	<b>Total Loans</b>	<b>% of Loans to Allowance Amount</b>	<b>Total Loans</b>
Commercial, financial and agricultural	\$ 7,910	50%	\$ 6,663	48%	\$ 7,771	39%	\$ 8,017	36%	\$ 7,554	38%
Real estate	2,508	18%	3,462	17%	3,204	16%	2,472	16%	2,379	18%
Mortgage warehousing	1,132	9%	1,638	9%	1,705	21%	1,695	21%	1,435	14%
Consumer	4,951	23%	4,229	26%	5,590	24%	6,698	27%	7,696	30%
Unallocated										
<b>Total</b>	<b>\$ 16,501</b>	<b>100%</b>	<b>\$ 15,992</b>	<b>100%</b>	<b>\$ 18,270</b>	<b>100%</b>	<b>\$ 18,882</b>	<b>100%</b>	<b>\$ 19,064</b>	<b>100%</b>

In 1999, Horizon began a mortgage warehousing program. This program is described in Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 7 below and in the Notes to the Consolidated Financial Statements in Item 8 below, which are incorporated herein by reference. The greatest risk related to these loans is transaction and fraud risk. During 2014, Horizon processed approximately \$2.9 billion in mortgage warehouse loans.

**V. DEPOSITS**

Information required by this section is found in Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 7 below and in the Consolidated Financial Statements and related Notes in Item 8 below, which are incorporated herein by reference.

**VI. RETURN ON EQUITY AND ASSETS**

Information required by this section is found in Management's Discussion and Analysis of Financial Condition and Results of Operation in Item 7 below and in the Consolidated Financial Statements and related notes in Item 8 below, which are incorporated herein by reference.

**VII. SHORT TERM BORROWINGS**

The following is a schedule of statistical information relative to securities sold under agreements to repurchase which are secured by Treasury and U.S. Government agency securities and mature within one year. There were no other categories of short-term borrowings for which the average balance outstanding during the period was 30 % or more of

stockholders' equity at the end of the period.

	<b>December 31 2014</b>	<b>December 31 2013</b>
Outstanding at year end	\$ 44,725	\$ 45,247
Approximate weighted-average interest rate at year-end	0.12%	0.14%
Highest amount outstanding as of any month-end during the year	\$ 49,325	\$ 46,371
Approximate average outstanding during the year	\$ 45,899	\$ 42,602
Approximate weighted-average interest during the year	0.12%	0.14%

Table of Contents

**HORIZON BANCORP**

**ITEM 1A. RISK FACTORS**

An investment in Horizon's securities is subject to risks inherent to our business. The material risks and uncertainties that management believes currently affect Horizon are described below. Before making an investment decision, you should carefully consider these risks as well as information we include or incorporate by reference in this report and other filings we make with the SEC. The risks and uncertainties we have described are not the only ones facing our company. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may affect our business operations.

If any of these risks or uncertainties materializes or any of these assumptions proves incorrect, our results could differ materially from the forward-looking statements. All forward-looking statements in this report are current only as of the date on which the statements were made. We do not undertake any obligation to publicly update any forward-looking statement to reflect events or circumstances after the date on which any statement is made or to reflect the occurrence of unanticipated events.

**Risks Related to Our Business**

As a financial institution, we are subject to a number of risks relating to our daily business. Although we undertake a variety of efforts to manage and control those risks, many of the risks are outside of our control. Among the risks we face are the following:

**Credit risk:** the risk that loan customers or other parties will be unable to perform their contractual obligations;

**Market risk:** the risk that changes in market rates and prices will adversely affect our financial condition or results of operation;

**Liquidity risk:** the risk that Horizon or the Bank will have insufficient cash or access to cash to meet its operating needs;

**Operational risk:** the risk of loss resulting from fraud, inadequate or failed internal processes, people and systems, or external events;

**Economic risk:** the risk that the economy in our markets could decline further resulting in increased unemployment, decreased real estate values and increased loan charge-offs; and

**Compliance risk:** the risk of additional action by our regulators or additional regulation could hinder our ability to do business profitably.

*The current economic environment poses significant challenges for us and could adversely affect our financial condition and results of operations.*

We are operating in a challenging and uncertain economic environment, including generally uncertain world, national and local conditions in our markets. The capital and credit markets have been experiencing volatility and disruption since 2008. This presents financial institutions with unprecedented circumstances and challenges that in some cases have resulted in large declines in the fair values of investments and other assets, constraints on liquidity and significant credit quality problems, including severe volatility in the valuation of real estate and other collateral supporting loans. Our financial statements have been prepared using values and information currently available to us, but given this volatility, the values of assets and liabilities recorded in the financial statements could change rapidly, resulting in material future adjustments in asset values and the allowance for loan losses, which could negatively impact our ability to meet regulatory capital requirements and maintain sufficient liquidity. The risks associated with our business become more acute in periods of a slowing economy or slow growth such as we began experiencing in the latter half of 2008 and which continued through 2014. Financial institutions continue to be affected by sharp declines in the real estate market and constrained financial markets. While we continue to take steps to decrease and limit our exposure to residential construction and land development loans and home equity loans, we nonetheless retain direct exposure to the residential and commercial real estate markets, and we are affected by these events.

Continued declines in real estate values, home sales volumes and financial stress on borrowers as a result of the uncertain economic environment, including job loss, could have an adverse effect on our borrowers or their customers, which could adversely affect our financial condition and results of operations. Further deterioration in local economic conditions in our

**Table of Contents**

**HORIZON BANCORP**

markets could drive losses beyond that which is provided for in our allowance for loan losses and result in the following other consequences: increases in loan delinquencies, problem assets and foreclosures; demand for our products and services may decline; deposits may decrease, which would adversely impact our liquidity position; and collateral for our loans, especially real estate, may decline in value, in turn reducing customers' borrowing power, and reducing the value of assets and collateral associated with our existing loans.

***Our financial performance may be adversely impacted if we are unable to continue to grow our commercial and consumer loan portfolios, obtain low-cost funds and compete with other providers of financial services.***

Our ability to maintain our history of record earnings year after year will depend, in large part, on our ability to continue to grow our loan portfolios and obtain low-cost funds.

We have funded our growth with low-cost consumer deposits, and our ability to sustain our growth will depend in part on our continued success in attracting and retaining such deposits or finding other sources of low-cost funds.

Another factor in maintaining our history of record earnings will be our ability to expand our scope of available financial services to our customers in an increasingly competitive environment. In addition to other banks, our competitors include credit unions, securities brokers and dealers, mortgage brokers, mortgage bankers, investment advisors, and finance and insurance companies. Competition is intense in most of our markets. We compete on price and service with our competitors. Competition could intensify in the future as a result of industry consolidation, the increasing availability of products and services from non-banks, greater technological developments in the industry, and banking reform.

***Our commercial and consumer loans expose us to increased credit risks.***

We have a large percentage of commercial and consumer loans. Commercial loans generally have greater credit risk than residential mortgage loans because repayment of these loans often depends on the successful business operations of the borrowers. These loans also typically have much larger loan balances than residential mortgage loans. Consumer loans generally involve greater risk than residential mortgage loans because they are unsecured or secured by assets that depreciate in value. Although we undertake a variety of underwriting, monitoring and reserving protections with respect to these types of loans, there can be no guarantee that we will not suffer unexpected losses, and recently, we have experienced an increase in the default rates in our consumer loan portfolio, particularly relating to indirect auto loans.

***Our holdings of construction, land and home equity loans may pose more credit risk than other types of mortgage loans.***

Construction loans, loans secured by commercial real estate and home equity loans generally entail more risk than other types of mortgage loans. When real estate values decrease, the developers to whom we lend are likely to experience a decline in sales of new homes from their projects. Land and construction loans are more likely to become non-performing as developers are unable to build and sell homes in volumes large enough for orderly repayment of loans and as other owners of such real estate (including homeowners) are unable to keep up with their payments. We strive to establish what we believe are adequate reserves on our financial statements to cover the credit risk of these loan portfolios. However, there can be no assurance that losses will not exceed our reserves, and ultimately result in a

material level of charge-offs, which could adversely impact our results of operations, liquidity and capital.

**Table of Contents**

**HORIZON BANCORP**

***The allowance for loan losses may prove inadequate or be negatively affected by credit risk exposures.***

Our business depends on the creditworthiness of our customers. We periodically review the allowance for loan and lease losses for adequacy considering economic conditions and trends, collateral values, and credit quality indicators, including past charge-off experience and levels of past due loans and non-performing assets. There is no certainty that the allowance for loan losses will be adequate over time to cover credit losses in the portfolio because of unanticipated adverse changes in the economy, market conditions or events adversely affecting specific customers, industries or markets. If the credit quality of the customer base materially decreases, if the risk profile of a market, industry or group of customers changes materially, or if the allowance for loan losses is not adequate, our business, financial condition, liquidity, capital, and results of operations could be materially adversely affected.

***Changes in market interest rates could adversely affect our financial condition and results of operations.***

Our financial condition and results of operations are significantly affected by changes in market interest rates. Our results of operations depend substantially on our net interest income, which is the difference between the interest income that we earn on our interest-earning assets and the interest expense that we pay on our interest-bearing liabilities. Our profitability depends on our ability to manage our assets and liabilities during periods of changing market interest rates. If rates increase rapidly as a result of an improving economy, we may have to increase the rates paid on our deposits and borrowed funds more quickly than loans and investments re-price, resulting in a negative impact on interest spreads and net interest income. The impact of rising rates could be compounded if deposit customers move funds from savings accounts to higher rate certificate of deposit accounts. Conversely, should market interest rates fall below current levels, our net interest margin could also be negatively affected, as competitive pressures could keep us from further reducing rates on our deposits, and prepayments and curtailments on assets may continue. Such movements may cause a decrease in our interest rate spread and net interest margin, and therefore, decrease our profitability.

Changes in interest rates also could affect loan volume. For instance, an increase in interest rates could cause a decrease in the demand for mortgage loans (and other loans), which could result in a significant decline in our revenue stream.

We also are subject to reinvestment risk associated with changes in interest rates. Changes in interest rates may affect the average life of loans and mortgage-related securities. Increases in interest rates may decrease loan demand and/or may make it more difficult for borrowers to repay adjustable rate loans. Decreases in interest rates often result in increased prepayments of loans and mortgage-related securities, as borrowers refinance their loans to reduce borrowing costs. Under these circumstances, we are subject to reinvestment risk to the extent that we are unable to reinvest the cash received from such prepayments in loans or other investments that have interest rates that are comparable to the interest rates on existing loans and securities.

***An economic slowdown in our primary market areas could affect our business.***

Our primary market area for deposits and loans consists of Northwest and Central Indiana and Southwest and Central Michigan. During 2014, unemployment rates have lowered, however remain at elevated levels. An economic slowdown could hurt our business and the possible consequences of such a downturn could include the following:



increases in loan delinquencies and foreclosures;

declines in the value of real estate and other collateral for loans;

an increase in loans charged off;

an increase in the Company's expense to fund loan loss reserves;

an increase in collection costs;

a decline in the demand for our products and services;

an increase in non-accrual loans and other real estate owned.

**Table of Contents**

**HORIZON BANCORP**

***The loss of key members of our senior management team could affect our ability to operate effectively.***

We depend heavily on the services of our existing senior management team, particularly our CEO Craig M. Dwight, to carry out our business and investment strategies. As we continue to grow and expand our business and our locations, products and services, we will increasingly need to rely on Mr. Dwight's experience, judgment and expertise as well as that of the other members of our senior management team and will also need to continue to attract and retain qualified banking personnel at all levels. Competition for such personnel is intense in our geographic market areas. If we are unable to attract and retain talented people, our business could suffer. The loss of the services of any senior management personnel, particularly Mr. Dwight, or the inability to recruit and retain qualified personnel in the future, could have a material adverse effect on our consolidated results of operations, financial condition and prospects.

***Potential acquisitions may disrupt our business and dilute stockholder value.***

We periodically evaluate merger and acquisition opportunities and conduct due diligence activities related to possible transactions with other financial institutions and financial services companies. We generally seek merger or acquisition partners that are culturally similar and possess either significant market presence or have potential for improved profitability through financial management, economies of scale or expanded services. Acquiring other banks, businesses, or branches involves various risks commonly associated with acquisitions, including, among other things:

Potential exposure to unknown or contingent liabilities of the target company,

Exposure to potential asset quality issues of the target company,

Potential disruption to our business,

Potential diversion of our management's time and attention away from day-to-day operations,

The possible loss of key employees, business and customers of the target company,

Difficulty in estimating the value of the target company, and

Potential problems in integrating the target company's systems, customers and employees with ours.

As a result, merger or acquisition discussions and, in some cases, negotiations may take place and future mergers or acquisitions involving the payment of cash or the issuance of our debt or equity securities may occur at any time.

Acquisitions typically involve the payment of a premium over book and market values, and, therefore, some dilution of our tangible book value and net income per common share may occur in connection with any future transaction. To the extent we were to issue additional common shares in any such transaction, our current shareholders would be diluted and such an issuance may have the effect of decreasing our stock price, perhaps significantly. Furthermore, failure to realize the expected revenue increases, cost savings, increases in geographic or product presence, and/or other projected benefits from an acquisition could have a material adverse effect on our financial condition and results of operations.

In addition, merger and acquisition costs incurred by Horizon may temporarily increase operating expenses.

***We may need to raise additional capital in the future, and such capital may not be available when needed or at all.***

We may need to raise additional capital in the future to fund acquisitions and to provide us with sufficient capital resources and liquidity to meet our commitments, regulatory capital requirements and business needs, particularly if our asset quality or earnings were to deteriorate significantly. Although we are currently, and have historically been, well capitalized for regulatory purposes, our capital levels are not far in excess of the well capitalized threshold, and in the past we have been required to maintain increased levels of capital in connection with certain acquisitions. Additionally, we periodically explore acquisition opportunities with other financial institutions, some of which are in distressed financial condition. Any future acquisition, particularly the acquisition of a significantly troubled institution or an institution of comparable size to us, may require us to raise additional capital in order to obtain regulatory approval and/or to remain well capitalized.

Our ability to raise additional capital, if needed, will depend on, among other things, conditions in the capital markets at that time, which are outside of our control, and our financial performance. Economic conditions and the loss of confidence in financial institutions may increase our cost of funding and limit access to certain customary sources of capital, including inter-bank borrowings, repurchase agreements and borrowings from the discount window of the Federal Reserve.

We cannot guarantee that such capital will be available on acceptable terms or at all. Any occurrence that may limit our access to the capital markets, such as a decline in the confidence of debt purchasers, our depositors or counterparties participating in the capital markets may adversely affect our capital costs and our ability to raise capital and, in turn, our

**Table of Contents**

**HORIZON BANCORP**

liquidity. Moreover, if we need to raise capital in the future, we may have to do so when many other financial institutions are also seeking to raise capital and would have to compete with those institutions for investors. An inability to raise additional capital on acceptable terms when needed could have a materially adverse effect on our businesses, financial condition and results of operations and may restrict our ability to grow.

***The preparation of our financial statements requires the use of estimates that may vary from actual results.***

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make significant estimates that affect the financial statements. One of our most critical estimates is the level of the allowance for loan losses. Due to the inherent nature of these estimates, we cannot provide absolute assurance that we will not have to increase the allowance for loan losses and/or sustain loan losses that are significantly higher than the provided allowance.

***Our mortgage warehouse and indirect lending operations are subject to a higher fraud risk than our other lending operations.***

We buy loans originated by mortgage bankers and automobile dealers. Because we must rely on the mortgage bankers and automobile dealers in making and documenting these loans, there is an increased risk of fraud to us on the part of the third-party originators and the underlying borrowers. In order to guard against this increased risk, we perform investigations on the mortgage companies with whom we do business, and we review the loan files and loan documents we purchase to attempt to detect any irregularities or legal noncompliance. However, there is no guarantee that our procedures will detect all cases of fraud or legal noncompliance.

***Our mortgage lending profitability could be significantly reduced if we are not able to resell mortgages or experience other problems with the secondary market process or are unable to retain our mortgage loan sales force due to regulatory changes.***

Currently, we sell a substantial portion of the mortgage loans we originate. The profitability of our mortgage banking operations depends in large part upon our ability to aggregate a high volume of loans and to sell them in the secondary market at a gain. Thus, we are dependent upon the existence of an active secondary market and our ability to profitably sell loans into that market.

Our ability to sell mortgage loans readily is dependent upon the availability of an active secondary market for single-family mortgage loans, which in turn depends in part upon the continuation of programs currently offered by Fannie Mae, Freddie Mac and Ginnie Mae (the Agencies) and other institutional and non-institutional investors. These entities account for a substantial portion of the secondary market in residential mortgage loans. Some of the largest participants in the secondary market, including the Agencies, are government-sponsored enterprises whose activities are governed by federal law. Any future changes in laws that significantly affect the activity of such government-sponsored enterprises could, in turn, adversely affect our operations.

In September 2008, Fannie Mae and Freddie Mac were placed into conservatorship by the U.S. government. Although to date, the conservatorship has not had a significant or adverse effect on our operations, and during 2010 and 2012 the Federal Housing Finance Agency indicated that the Treasury Department is committed to fund Fannie Mae and Freddie Mac to levels needed in order to sufficiently meet their funding needs, it is currently unclear whether further

changes would significantly and adversely affect our operations. In addition, our ability to sell mortgage loans readily is dependent upon our ability to remain eligible for the programs offered by the Agencies and other institutional and non-institutional investors. Our ability to remain eligible may also depend on having an acceptable peer-relative delinquency ratio for the Federal Housing Administration ( FHA ) and maintaining a delinquency rate with respect to Ginnie Mae pools that are below Ginnie Mae guidelines. In the case of Ginnie Mae pools, we have repurchased delinquent loans from them in the past to maintain compliance with the minimum required delinquency ratios. Although these loans are typically insured as to principal by the FHA, such repurchases increase our capital and liquidity needs, and there can be no assurance that we will have sufficient capital or liquidity to continue to purchase such loans out of the Ginnie Mae pools if required to do so.

**Table of Contents**

**HORIZON BANCORP**

Any significant impairment of our eligibility with any of the Agencies could materially and adversely affect our operations. Further, the criteria for loans to be accepted under such programs may be changed from time-to-time by the sponsoring entity which could result in a lower volume of corresponding loan originations. The profitability of participating in specific programs may vary depending on a number of factors, including our administrative costs of originating and purchasing qualifying loans and our costs of meeting such criteria.

***We are exposed to intangible asset risk in that our goodwill may become impaired.***

As of December 31, 2014, we had \$32.1 million of goodwill and other intangible assets. A significant and sustained decline in our stock price and market capitalization, a significant decline in our expected future cash flows, a significant adverse change in the business climate, or slower growth rates could result in impairment of goodwill. If we were to conclude that a future write-down of our goodwill is necessary, then we would record the appropriate charge, which could be materially adverse to our operating results and financial position. For further discussion, see Notes 1 and 11, Nature of Operations and Summary of Significant Accounting Policies and Intangible Assets, to the Consolidated Financial Statements included in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2014.

***We are subject to extensive regulation and changes in laws and regulatory policies could adversely affect our business.***

Our operations are subject to extensive regulation by federal agencies. See Regulation and Supervision in the description of our Business in Item 1 of Part I of this report for detailed information on the laws and regulations to which we are subject. Changes in applicable laws, regulations or regulator policies can materially affect our business. The likelihood of any major changes in the future and their effects are impossible to determine. As an example, the Bank could experience higher credit losses because of federal or state legislation or by regulatory or bankruptcy court action that reduces the amount the Bank's borrowers are otherwise contractually required to pay under existing loan contracts. Also, the Bank could experience higher credit losses because of federal or state legislation or regulatory action that limits its ability to foreclose on property or other collateral or makes foreclosure less economically feasible.

Legislation enacted in recent years, together with additional actions announced by the U.S. Treasury and other regulatory agencies, continue to develop. It is not clear at this time what impact the Dodd-Frank Act, other recent legislation and liquidity and funding initiatives of the U.S. Treasury and other bank regulatory agencies, and additional programs that may be initiated in the future will have on the financial markets and the financial services industry.

***Our inability to continue to accurately process large volumes of transactions could adversely impact our business and financial results.***

In the normal course of business, we process large volumes of transactions. If systems of internal control should fail to work as expected, if systems are used in an unauthorized manner, or if employees subvert the system of internal controls, significant losses could result.

We process large volumes of transactions on a daily basis and are exposed to numerous types of operational risk. Operational risk resulting from inadequate or failed internal processes, people and systems includes the risk of fraud by persons inside or outside Horizon, the execution of unauthorized transactions by employees, errors relating to transaction processing and systems, and breaches of the internal control system and compliance requirements. This risk of loss also includes the potential legal actions that could arise as a result of the operational deficiency or as a result of noncompliance with applicable regulatory standards.

We establish and maintain systems of internal operational controls that are designed to provide us with timely and accurate information about our level of operational risk. While not foolproof, these systems have been designed to manage operational risk at appropriate, cost-effective levels. Procedures also exist that are designed to ensure that policies relating to conduct, ethics and business practices are followed. From time to time, losses from operational risk may occur, including the consequences of operational errors.

**Table of Contents**

**HORIZON BANCORP**

While we continually monitor and improve the system of internal controls, data processing systems and corporate-wide processes and procedures, there can be no assurance that future losses will not occur.

***Our information systems may experience an interruption or breach in security.***

We rely heavily on communications and information systems to conduct our business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our customer relationship management, general ledger, deposit, loan and other systems. While we have policies and procedures designed to prevent or limit the effect of the failure, interruption or security breach of our information systems, there can be no assurance that any such failures, interruptions or security breaches will not occur or, if they do occur, that they will be adequately or timely addressed. The occurrence of any failures, interruptions or security breaches of our information systems could damage our reputation, result in a loss of business, loss of customer information, subject us to additional regulatory scrutiny, or expose us to civil litigation and possible financial liability, any of which could have a material adverse effect on our financial condition and results of operations. Although we are insured against many of these risks, including privacy breach response costs, notification expenses, breach support and credit monitoring expenses, cyber extortion and cyber terrorism, there can be no assurances that such insurance will be sufficient to cover all costs arising from a data or information technology breach and our exposure may exceed our coverage.

***We continually encounter technological changes.***

The financial services industry is continually undergoing rapid technological change with frequent introductions of new technology-driven products and services. The effective use of technology increases efficiency and enables financial institutions to better serve customers and to reduce costs. Our future success depends, in part, upon our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands, as well as to create additional efficiencies in our operations. Many of our competitors have substantially greater resources to invest in technological improvements, and we may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers. Failure to successfully keep pace with technological change affecting the financial services industry could have a material adverse impact on our business and, in turn, our financial condition and results of operations.

***We rely on other companies to provide key components of our business infrastructure.***

Third-party vendors provide key components of our business infrastructure, including Internet connections, mobile and internet banking, network access and transaction and other processing services. Although we have selected these third-party vendors carefully, we do not control their actions. Any problems caused by these third parties, including as a result of inadequate or interrupted service or breach of customer information, could adversely affect our ability to deliver products and services to our customers and otherwise to conduct our business. In addition, any breach in customer information could affect our reputation and cause a loss of business. Replacing these third-party vendors also could result in significant delay and expense.

***Damage to our reputation could damage our business.***

Our business depends upon earning and maintaining the trust and confidence of our customers, investors and employees. Damage to our reputation could cause significant harm to our business and prospects. Harm to our



reputation can arise from numerous sources, including, among others, employee misconduct, compliance failures, litigation or regulatory outcomes or governmental investigations. In addition, a failure to deliver appropriate standards of service and quality, or a failure or perceived failure to treat customers and clients fairly, can result in customer dissatisfaction, litigation, privacy breach and heightened regulatory scrutiny, all of which can lead to lost revenue, higher operating costs and harm to our reputation. Adverse publicity about Horizon, whether or not true, may result in harm to our existing business, customer relationships and prospects. Should any events or factors that can undermine our reputation occur, there is no assurance that the additional costs and expenses that we may need to incur to address the issues giving rise to the reputational harm would not adversely affect our earnings and results of operations.

**Table of Contents**

**HORIZON BANCORP**

***The soundness of other financial institutions could adversely affect us.***

Financial services institutions are interrelated as a result of trading, clearing, counterparty, or other relationships. We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds, and other institutional clients. Many of these transactions expose us to credit risk in the event of default by our counterparty or client. In addition, our credit risk may be exacerbated when the collateral held by us cannot be realized or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due us. There is no assurance that any such losses would not materially and adversely affect our results of operations or earnings.

**Risks Related to our Common Stock**

***The price of our common stock may fluctuate significantly, and this may make it difficult for you to resell our common stock at times or at prices you find attractive.***

Although our common stock is listed on the NASDAQ Global Market, our stock price constantly changes, and we expect our stock price to continue to fluctuate in the future. Our stock price is impacted by a variety of factors, some of which are beyond our control.

These factors include:

variations in our operating results or the quality of our assets;

operating results that vary from the expectations of management, securities analysts and investors;

increases in loan losses, non-performing loans and other real estate owned;

changes in expectations as to our future financial performance;

announcements of new products, strategic developments, acquisitions and other material events by us or our competitors;

the operating and securities price performance of other companies that investors believe are comparable to us;

loss of our inclusion on the Russell 3000 or other indices;

actual or anticipated sales of our equity or equity-related securities;

our past and future dividend practice;

our creditworthiness;

interest rates;

the credit, mortgage and housing markets, the markets for securities relating to mortgages or housing;

developments with respect to financial institutions generally; and

economic, financial, geopolitical, regulatory, congressional or judicial events that affect us or the financial markets.

In addition the stock market in general has recently experienced extreme price and volume fluctuations. This volatility has had a significant effect on the market price of securities issued by many companies and particularly those in the financial services and banking sector, including for reasons unrelated to their operating performance. These broad market fluctuations may adversely affect our stock price, notwithstanding our operating results.

***Because our stock is thinly traded, it may be more difficult for you to sell your shares or buy additional shares when you desire to do so and the price may be volatile.***

Although our common stock has been listed on the NASDAQ stock market since December 2001, our common stock is thinly traded. The prices of thinly traded stocks, such as ours, are typically more volatile than stocks traded in a large, active public market and can be more easily impacted by sales or purchases of large blocks of stock. Thinly traded stocks are also less liquid, and because of the low volume of trades, you may be unable to sell your shares when you desire to do so.

---

**Table of Contents**

**HORIZON BANCORP**

***Our participation in the Small Business Lending Fund program restricts our ability to pay dividends and to repurchase our securities and could have other negative effects.***

On August 25, 2011, we sold 12,500 shares of our Series B Preferred Stock to the U.S. Treasury pursuant to the Small Business Lending Fund program, a \$30 billion fund established under the Small Business Jobs Act of 2010 that encourages lending to small businesses by providing capital to qualified community banks with assets of less than \$10 billion. The terms of the Series B Preferred Stock impose limits on our ability to pay dividends and repurchase shares of common stock. Under the terms of the Series B Preferred Stock, no repurchases may be effected, and no dividends may be declared or paid on preferred shares ranking *pari passu* with the Series B Preferred Stock, junior preferred shares, or other junior securities (including our common stock) during the current quarter and for the next three quarters following the failure to declare and pay dividends on the Series B Preferred Stock, except that, in any such quarter in which the dividend is paid, dividend payments on shares ranking *pari passu* may be paid to the extent necessary to avoid any resulting material covenant breach. In addition, we may declare and pay a dividend on our common stock or other stock ranking junior to the Series B Preferred Stock, or repurchase shares of any such class or series of stock, only if, after payment of such dividend, the dollar amount of the Company's Tier 1 Capital would be at least 90% of the Signing Date Tier 1 Capital, which was \$118,724,000, excluding any subsequent net charge-offs and any redemption of the Series B Preferred Stock. Horizon does not anticipate that these restrictions will affect its ability to pay dividends on its common stock; however, given the possibility of unforeseen developments or events, there can be no guarantee that Horizon will be able to pay dividends on its common stock.

***Provisions in our articles of incorporation, our by-laws, and Indiana law may delay or prevent an acquisition of us by a third party.***

Our articles of incorporation and by-laws and Indiana law contain provisions that have certain anti-takeover effects. While the purpose of these provisions is to strengthen the negotiating position of the board in the event of a hostile takeover attempt, the overall effects of these provisions may be to render more difficult or discourage a merger, tender offer or proxy contest, the assumption of control by a holder of a larger block of our shares, and the removal of incumbent directors and key management.

Our articles of incorporation provide for a staggered board, which means that only one-third of our board can be replaced by shareholders at any annual meeting. Our articles also provide that our directors may only be removed without cause by shareholders owning 70% or more of our outstanding common stock. Furthermore, our articles provide that only our board of directors, and not our shareholders, may adopt, alter, amend and repeal our by-laws.

Our articles also preempt Indiana law with respect to business combinations with a person who acquires 10% or more of our common stock and provide that such transactions are subject to independent and super-majority shareholder approval requirements unless certain pricing and board pre-approval requirements are satisfied.

Our by-laws do not permit cumulative voting of shareholders in the election of directors, allowing the holders of a majority of our outstanding shares to control the election of all our directors, and our directors are elected by plurality (not majority) voting. Our by-laws also establish detailed procedures that shareholders must follow if they desire to nominate directors for election or otherwise present issues for consideration at a shareholders' meeting. We also have a mandatory retirement age for directors.

These and other provisions of our governing documents and Indiana law are intended to provide the board of directors with the negotiating leverage to achieve a more favorable outcome for our shareholders in the event of an offer for the company. However, there is no assurance that these same anti-takeover provisions could not have the effect of delaying, deferring or preventing a transaction or a change in control that might be in the best interest of our shareholders.

---

**Table of Contents**

**HORIZON BANCORP**

**Risks Related to the Series B Preferred Stock**

*The Series B Preferred Stock is equity and is subordinate to all of our existing and future indebtedness; regulatory and contractual restrictions may limit or prevent us from paying dividends on the Series B Preferred Stock; and the Series B Preferred Stock places no limitations on the amount of indebtedness we and our subsidiaries may incur in the future.*

Shares of the Series B Preferred Stock are equity interests in Horizon and do not constitute indebtedness. As such, the Series B Preferred Stock, like our common stock, ranks junior to all indebtedness and other non-equity claims against Horizon with respect to assets available to satisfy claims against Horizon, including in a liquidation of Horizon. Additionally, unlike indebtedness, where principal and interest would customarily be payable on specified due dates, in the case of preferred stock like the Series B Preferred Stock, dividends are payable only when, as and if authorized and declared by our Board of Directors and depend on, among other things, our results of operations, financial condition, debt service requirements, other cash needs and any other factors our Board of Directors deems relevant. The current terms of the Series B Preferred Stock require dividends to be paid in arrears on January 1, April 1, July 1 and October 1 of each year.

Horizon is an entity separate and distinct from the Bank, our principal subsidiary, and derives a significant portion of its revenue in the form of dividends from the Bank. Accordingly, Horizon is and will be dependent upon dividends from the Bank to pay the principal of, and interest on, its indebtedness, to satisfy its other cash needs and to pay dividends on the Series B Preferred Stock. Horizon's ability to pay dividends is subject to its ability to earn net income and to meet certain regulatory requirements while maintaining its required capital. In the event the Bank is unable to pay dividends to Horizon, Horizon may not be able to pay dividends on the Series B Preferred Stock. In addition, the Series B Preferred Stock does not limit the amount of debt or other obligations we or our subsidiaries may incur in the future. Accordingly, we and our subsidiaries may incur substantial amounts of additional debt and other obligations that will rank senior to the Series B Preferred Stock or to which the Series B Preferred Stock will be structurally subordinated.

*An active trading market for the Series B Preferred Stock does not currently exist and is unlikely to develop.*

The Series B Preferred Stock is not currently listed on any national securities exchange, and we do not intend to list the Series B Preferred Stock on a national securities exchange unless we are requested to do so by the U.S. Treasury. Even if requested to do so by the U.S. Treasury, it is not certain that such a listing can be achieved given the current exchange listing requirements, and even if listing is achieved, it is unlikely that an active trading market for the Series B Preferred Stock will develop, or, if developed, that an active trading market will be maintained. If an active trading market does not develop, the market value and liquidity of the Series B Preferred Stock may be adversely affected.

*Dividends on the Series B Preferred Stock are non-cumulative.*

Dividends on the shares of Series B Preferred Stock are non-cumulative. If our Board of Directors does not authorize and declare a dividend on the Series B Preferred Stock for any dividend period, such unpaid dividend will not accrue and will not be payable to holders of the Series B Preferred Stock even if dividends are declared for any subsequent dividend period. However, a failure to pay dividends on the Series B Preferred Stock will restrict our ability to pay dividends with respect to and repurchase shares of other classes and series of stock.

***The dividend rate on the Series B Preferred Stock fluctuated based on our level of Qualified Small Business Lending as compared to our Small Business Lending Baseline.***

The per annum dividend rate on the shares of Series B Preferred Stock applicable to the first quarter they were outstanding was 5%. For the second through tenth quarters, the rate was adjusted quarterly to reflect the percent of change in our Qualified Small Business Lending from our Small Business Lending baseline and fluctuated between 1% and 5% per annum. The dividend rate became a fixed rate for the eleventh quarter through February 2016, which is the date that is four-and-a-half years from the issuance date of the shares of Series B Preferred Stock, and was based on the rate in effect for the tenth quarter. At the beginning of the tenth full calendar quarter after issuance (January 1, 2014), the amount of Qualified Small Business Lending had increased over the baseline enough to maintain the dividend rate at 1% until February 2016. For all quarters subsequent to the four-and-one-half year anniversary of issuance, the rate will be 9% per annum.

**Table of Contents**

**HORIZON BANCORP**

***Holders of the Series B Preferred Stock have limited voting rights.***

Holders of the Series B Preferred Stock only have the right to vote as a separate class on certain matters relating to the rights of holders of Series B Preferred Stock and on certain corporate transactions. Except with respect to such matters, the Series B Preferred Stock does not have voting rights. The matters on which the holders of Series B Preferred Stock would have the right to vote include amendments to Horizon's Articles of Incorporation adversely affecting the Series B Preferred Stock or certain fundamental transactions affecting the Series B Preferred Stock, and in connection with the authorization of stock senior to the Series B Preferred Stock. If Horizon misses five dividend payments on the Series B Preferred Stock, whether or not consecutive, the holder of the Series B Preferred Stock will have the right, but not the obligation, to appoint a representative as an observer who will attend all meetings of Horizon's Board of Directors, but such observer will not have the right to vote.



**Table of Contents****HORIZON BANCORP****ITEM 1B. UNRESOLVED STAFF COMMENTS**

Not applicable.

**ITEM 2. PROPERTIES**

The main office and full service branch of Horizon and the Bank is located at 515 Franklin Square, Michigan City, Indiana. The building located across the street from the main office of Horizon and the Bank, at 502 Franklin Square, houses the credit administration, operations, facilities and purchasing, and information technology departments of the Bank. In addition to these principal facilities, the Bank has 30 sales offices located at:

3631 South Franklin Street	Michigan City	Indiana
113 West First Street	Wanatah	Indiana
1500 West Lincolnway	LaPorte	Indiana
423 South Roosevelt Street	Chesterton	Indiana
4208 North Calumet	Valparaiso	Indiana
902 East Lincolnway	Valparaiso	Indiana
455 Morthland Drive	Valparaiso	Indiana
2650 Willowcreek Road	Portage	Indiana
8590 Broadway	Merrillville	Indiana
10429 Calumet Avenue	Munster	Indiana
17400 State Road 23	South Bend	Indiana
1909 East Bristol Street	Elkhart	Indiana
4574 Elkhart Road	Goshen	Indiana
1321 119 <sup>th</sup> Street	Whiting	Indiana
1349 Calumet Avenue	Hammond	Indiana
1300 North Main Street	Crown Point	Indiana
420 North Morton Street	Franklin	Indiana
151 Marlin Drive	Greenwood	Indiana
800 US 31	Greenwood	Indiana
2433 East Main Street	Greenwood	Indiana
507 Three Notch Lane	Bargersville	Indiana
302 N. Alabama	Indianapolis	Indiana
811 Ship Street	St. Joseph	Michigan
2608 Niles Road	St. Joseph	Michigan
1041 East Napier Avenue	Benton Harbor	Michigan
500 West Buffalo Street	New Buffalo	Michigan
6801 West U.S. 12	Three Oaks	Michigan
3250 West Centre Avenue	Portage	Michigan
1600 Abbot Road	East Lansing	Michigan
2151 West Grand River	Okemos	Michigan

Horizon owns all of the facilities except for the Indiana office located at 800 US 31, Greenwood, and the Michigan office located at 1600 Abbot Road, each of which is leased.

**ITEM 3. LEGAL PROCEEDINGS**

Horizon and its subsidiaries are involved in various legal proceedings incidental to the conduct of their business. Management does not expect that the outcome of any such proceedings will have a material adverse effect on our consolidated financial position or results of operations.

**Table of Contents**

**HORIZON BANCORP**

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable

31

**Table of Contents**

**HORIZON BANCORP**

**SPECIAL ITEM: EXECUTIVE OFFICERS OF REGISTRANT**

Craig M. Dwight	58	Chairman and Chief Executive Officer of the Bank since January 2003; Chairman of Horizon since July 1, 2014; Chief Executive Officer of Horizon and the Bank since July 1, 2001.
Thomas H. Edwards	62	President of the Bank since January 2003.
Mark E. Secor	48	Executive Vice President of Horizon since January 1, 2014; Chief Financial Officer and Executive Vice President of Horizon and the Bank since January 2009; Vice President, Chief Investment and Asset Liability Manager since June 2007; Chief Financial Officer of St. Joseph Capital Corp., Mishawaka, Indiana since January 2004.
James D. Neff	55	Corporate Secretary of Horizon since 2007; Executive Vice President-Mortgage Banking of the Bank since January 2004; Senior Vice President of the Bank since October 1999.
Dave G. Rose	56	Executive Vice President of Horizon since January 1, 2014; President of the Bank's Northwest Indiana Region since January 1999.
Kathie A. DeRuiter	53	Executive Vice President of Horizon and Senior Bank Operations Officer since January 1, 2014; Senior Vice President, Senior Bank Operations Officer since January 1, 2003; Vice President, Senior Bank Operations Officer since January 1, 2000.

All officers are appointed annually by the Board of Directors of Horizon and the Bank, as applicable.

**Table of Contents****HORIZON BANCORP****PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES****Repurchases of Securities**

There were no purchases by the Company of its common stock during the fourth quarter of 2014.

**Performance Graph**

The SEC requires Horizon to include a line graph comparing Horizon's cumulative five-year total shareholder returns on the common shares with market and industry returns over the past five years. SNL Financial LC prepared the following graph. The return represented in the graph assumes the investment of \$100 on January 1, 2010, and further assumes reinvestment of all dividends. The Company's common stock began trading on the NASDAQ Global Market on February 1, 2007. Prior to that date, the common stock was traded on the NASDAQ Capital Market.

<b>Index</b>	<b>Period Ending</b>					
	<b>December 31 2009</b>	<b>December 31 2010</b>	<b>December 31 2011</b>	<b>December 31 2012</b>	<b>December 31 2013</b>	<b>December 31 2014</b>
Horizon Bancorp	100.00	169.00	169.51	294.82	387.34	408.48
Russell 2000	100.00	126.86	121.56	141.43	196.34	205.95
SNL Bank \$1B-\$5B	100.00	112.05	86.78	117.11	160.79	179.74
SNL Micro Cap Bank	100.00	102.92	97.89	123.70	159.60	180.99

Source : SNL Financial LC, Charlottesville, VA  
Copyright 2014

[www.snl.com](http://www.snl.com)

**Table of Contents****HORIZON BANCORP**

The following chart compares the change in market price of Horizon's common stock since December 31, 2009 to that of publicly traded banks in Indiana and Michigan with assets greater than \$500 million, excluding the reinvestment of dividends.

<b>Index</b>	<b>Period Ending</b>					
	<b>December 31 2009</b>	<b>December 31 2010</b>	<b>December 31 2011</b>	<b>December 31 2012</b>	<b>December 31 2013</b>	<b>December 31 2014</b>
Horizon Bancorp	100.00	164.00	160.27	272.58	351.37	362.61
Indiana Banks <sup>(1)</sup>	100.00	116.33	118.06	127.83	174.97	182.34
Michigan Banks <sup>(1)</sup>	100.00	67.31	45.77	79.67	96.94	94.56

(1) excludes merger targets

Source : SNL Financial LC, Charlottesville, VA

Copyright 2014

[www.snl.com](http://www.snl.com)

The other information regarding Horizon's common stock, including the approximate number of holders of the common stock, is included under the caption "Horizon's Common Stock and Related Stockholders' Matters" in Item 8 below, which is incorporated by reference.

**ITEM 6. SELECTED FINANCIAL DATA**

The information required under this item is incorporated by reference to the information appearing under the caption "Summary of Selected Financial Data" in Item 8 of this Form 10-K.

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Management's Discussion and Analysis of**

**Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**Overview**

Horizon is a registered bank holding company incorporated in Indiana and headquartered in Michigan City, Indiana. Horizon provides a broad range of banking services in Northwestern and Central Indiana and Southwestern and Central Michigan through its bank subsidiary. Horizon operates as a single segment, which is commercial banking. Horizon's common stock is traded on the NASDAQ Global Market under the symbol HBNC. The Bank was chartered as a national banking association in 1873 and has operated continuously since that time. The Bank is a full-service commercial bank offering commercial and retail banking services, corporate and individual trust and agency services, and other services incident to banking. All share data included below has been adjusted to reflect Horizon's three-for-two stock splits paid on November 9, 2012 and December 9, 2011.

Following are some highlights of Horizon's financial performance during 2014:

Assets surpassed \$2.0 billion during 2014, ending the year at \$2.1 billion as of December 31, 2014.

Net income for the year ending December 31, 2014 was \$18.1 million or \$1.90 diluted earnings per share.

Fourth quarter 2014 net income was \$4.9 million or \$.51 diluted earnings per share.

Total loans, excluding mortgage warehouse loans, increased 28.9% or \$281.6 million during the year ended December 31, 2014.

The quarterly dividend was increased twice during the year ended December 31, 2014 from 11 cents to 13 cents in the second quarter and to 14 cents in the fourth quarter.

Return on average assets was 0.96% for the fourth quarter of 2014 and 0.93% for the year ending December 31, 2014.

Return on average common equity was 10.72% for the fourth quarter of 2014 and 10.60% for the year ending December 31, 2014.

Non-performing loans to total loans as of December 31, 2014 were 1.62% compared to 1.70% as of December 31, 2013.

Substandard loans totaled \$27.7 million as of December 31, 2014, a decrease of \$7.1 million from \$34.7 million as of December 31, 2013.

Horizon's full-service Carmel, Indiana office opened in February of 2015.

### **Critical Accounting Policies**

The Notes to the Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K for 2014 contain a summary of the Company's significant accounting policies. Certain of these policies are important to the portrayal of the Company's financial condition, since they require management to make difficult, complex or subjective judgments, some of which may relate to matters that are inherently uncertain. Management has identified the allowance for loan losses, goodwill and intangible assets, mortgage servicing rights, derivative instruments and valuation measurements as critical accounting policies.

#### ***Allowance for Loan Losses***

An allowance for loan losses is maintained to absorb probable incurred loan losses inherent in the loan portfolio. The determination of the allowance for loan losses is a critical accounting policy that involves management's ongoing quarterly assessments of the probable incurred losses inherent in the loan portfolio. The identification of loans that have probable incurred losses is subjective; therefore, a general reserve is maintained to cover all probable losses within the entire loan portfolio. Horizon utilizes a loan grading system that helps identify, monitor and address asset quality problems in an adequate and timely manner. Each quarter, various factors affecting the quality of the loan portfolio are reviewed. Large credits are reviewed on an individual basis for loss potential. Other loans are reviewed as a group based upon previous trends of loss experience. Horizon also reviews the current and anticipated economic conditions of its lending market as well as transaction risk to determine the effect they may have on the loss experience of the loan portfolio.



**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Management's Discussion and Analysis of**

**Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

Acquired credit-impaired loans are accounted for under the accounting guidance for loans and debt securities acquired with deteriorated credit quality (FASB ASC 310-30) and initially measured at fair value, which includes estimated future credit losses expected to be incurred over the life of the loans. Accordingly, allowances for credit losses related to these loans are not carried over and recorded at the acquisition dates. Loans acquired through business combinations that do not meet the specific criteria of FASB ASC 310-30, but for which a discount is attributable, at least in part to the credit quality, are also accounted for under this guidance. As a result, related discounts are recognized subsequently through accretion based on the expected cash flows of the acquired loans. For purposes of applying FASB ASC 310-30, loans acquired in business combinations are aggregated into pools of loans with common risk characteristics.

***Goodwill and Intangible Assets***

Management believes that the accounting for goodwill and other intangible assets also involves a higher degree of judgment than most other significant accounting policies. FASB ASC 350-10 establishes standards for the amortization of acquired intangible assets and impairment assessment of goodwill. At December 31, 2014, Horizon had core deposit intangibles of \$4.0 million subject to amortization and \$28.2 million of goodwill, which is not subject to amortization. Goodwill arising from business combinations represents the value attributable to unidentifiable intangible assets in the business acquired. Horizon's goodwill relates to the value inherent in the banking industry and that value is dependent upon the ability of Horizon to provide quality, cost effective banking services in a competitive marketplace. The goodwill value is supported by revenue that is in part driven by the volume of business transacted. A decrease in earnings resulting from a decline in the customer base or the inability to deliver cost effective services over sustained periods can lead to impairment of goodwill that could adversely affect earnings in future periods. FASB ASC 350-10 requires an annual evaluation of goodwill for impairment. The evaluation of goodwill for impairment requires the use of estimates and assumptions. Market price at the close of business on December 31, 2014 was \$26.14 per share compared to a tangible book value of \$16.26 per common share. Horizon's return on average assets was 93 basis points for the year ending December 31, 2014.

***Mortgage Servicing Rights***

Servicing assets are recognized as separate assets when rights are acquired through purchase or through the sale of financial assets on a servicing-retained basis. Capitalized servicing rights are amortized into non-interest income in proportion to, and over the period of, the estimated future net servicing income of the underlying financial assets. Servicing assets are evaluated regularly for impairment based upon the fair value of the rights as compared to amortized cost. Impairment is determined by stratifying servicing rights by predominant characteristics, such as interest rates, original loan terms and whether the loans are fixed or adjustable rate mortgages. Fair value is determined using prices for similar assets with similar characteristics, when available, or based upon discounted cash flows using market-based assumptions. When the book value of an individual stratum exceeds its fair value, an impairment reserve is recognized so that each individual stratum is carried at the lower of its amortized book value or

fair value. In periods of falling market interest rates, accelerated loan prepayment can adversely affect the fair value of these mortgage-servicing rights relative to their book value. In the event that the fair value of these assets was to increase in the future, Horizon can recognize the increased fair value to the extent of the impairment allowance but cannot recognize an asset in excess of its amortized book value. Future changes in management's assessment of the impairment of these servicing assets, as a result of changes in observable market data relating to market interest rates, loan prepayment speeds, and other factors, could impact Horizon's financial condition and results of operations either positively or negatively.

Generally, when market interest rates decline and other factors favorable to prepayments occur, there is a corresponding increase in prepayments as customers refinance existing mortgages under more favorable interest rate terms. When a mortgage loan is prepaid, the anticipated cash flows associated with servicing that loan are terminated, resulting in a reduction of the fair value of the capitalized mortgage servicing rights. To the extent that actual borrower prepayments do not react as anticipated by the prepayment model (i.e., the historical data observed in the model does not correspond to

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Management's Discussion and Analysis of**

**Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

actual market activity), it is possible that the prepayment model could fail to accurately predict mortgage prepayments and could result in significant earnings volatility. To estimate prepayment speeds, Horizon utilizes a third-party prepayment model, which is based upon statistically derived data linked to certain key principal indicators involving historical borrower prepayment activity associated with mortgage loans in the secondary market, current market interest rates and other factors, including Horizon's own historical prepayment experience. For purposes of model valuation, estimates are made for each product type within the mortgage servicing rights portfolio on a monthly basis. In addition, on a quarterly basis Horizon engages a third party to independently test the value of its servicing asset.

***Derivative Instruments***

As part of the Company's asset/liability management program, Horizon utilizes, from time-to-time, interest rate floors, caps or swaps to reduce the Company's sensitivity to interest rate fluctuations. These are derivative instruments, which are recorded as assets or liabilities in the consolidated balance sheets at fair value. Changes in the fair values of derivatives are reported in the consolidated income statements or other comprehensive income (OCI) depending on the use of the derivative and whether the instrument qualifies for hedge accounting. The key criterion for the hedge accounting is that the hedged relationship must be highly effective in achieving offsetting changes in those cash flows that are attributable to the hedged risk, both at inception of the hedge and on an ongoing basis.

Horizon's accounting policies related to derivatives reflect the guidance in FASB ASC 815-10. Derivatives that qualify for the hedge accounting treatment are designated as either: a hedge of the fair value of the recognized asset or liability or of an unrecognized firm commitment (a fair value hedge) or a hedge of a forecasted transaction or the variability of cash flows to be received or paid related to a recognized asset or liability (a cash flow hedge). For fair value hedges, the cumulative change in fair value of both the hedge instruments and the underlying loans is recorded in non-interest income. For cash flow hedges, changes in the fair values of the derivative instruments are reported in OCI to the extent the hedge is effective. The gains and losses on derivative instruments that are reported in OCI are reflected in the consolidated income statement in the periods in which the results of operations are impacted by the variability of the cash flows of the hedged item. Generally, net interest income is increased or decreased by amounts receivable or payable with respect to the derivatives, which qualify for hedge accounting. At inception of the hedge, Horizon establishes the method it uses for assessing the effectiveness of the hedging derivative and the measurement approach for determining the ineffective aspect of the hedge. The ineffective portion of the hedge, if any, is recognized currently in the consolidated statements of income. Horizon excludes the time value expiration of the hedge when measuring ineffectiveness.

***Valuation Measurements***

Valuation methodologies often involve a significant degree of judgment, particularly when there are no observable active markets for the items being valued. Investment securities, residential mortgage loans held for sale and derivatives are carried at fair value, as defined in FASB ASC 820, which requires key judgments affecting how fair

value for such assets and liabilities is determined. In addition, the outcomes of valuations have a direct bearing on the carrying amounts of goodwill, mortgage servicing rights, and pension and other post-retirement benefit obligations. To determine the values of these assets and liabilities, as well as the extent, to which related assets may be impaired, management makes assumptions and estimates related to discount rates, asset returns, prepayment speeds and other factors. The use of different discount rates or other valuation assumptions could produce significantly different results, which could affect Horizon's results of operations.

### **Analysis of Financial Condition**

Horizon's total assets were \$2.1 billion as of December 31, 2014, an increase of \$318.6 million from December 31, 2013.

#### ***Investment Securities***

Investment securities totaled \$489.5 million at December 31, 2014, and consisted of Treasury and federal agency securities of \$26.8 million (7.5%); state and municipal securities of \$177.5 million (36.3%); federal agency mortgage-backed pools of \$147.7 million, federal agency collateralized mortgage obligations of \$126.9 million, private label mortgage-backed pools of \$689,000 (56.2%); and corporate securities of \$45,000 (0.0%). Investment securities decreased \$29.0 million during 2014 primarily as a result of the redeployment of securities to fund loan growth.

---

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Management's Discussion and Analysis of**

**Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

The Company elected to transfer 319 available-for-sale ( AFS ) securities with an aggregate fair value of \$167.1 million to a classification of held-to-maturity ( HTM ) on April 1, 2014. In accordance with FASB ASC 320-10-55-24, the transfer from AFS to HTM must be recorded at the fair value of the AFS securities at the time of transfer. The net unrealized holding gain of \$1.3 million, net of tax, at the date of transfer was retained in accumulated other comprehensive income (loss), with the associated pre-tax amount retained in the carrying value of the HTM securities. Such amounts will be amortized to comprehensive income over the remaining life of the securities. The fair value of the transferred AFS securities became the book value of the HTM securities at April 1, 2014, with no unrealized gain or loss at this date. Future reporting periods, with potential changes in market value for these securities, would likely record an unrealized gain or loss for disclosure purposes.

As indicated above, 56.2% of the investment portfolio consists of mortgage-backed securities and collateralized mortgage obligations. Approximately 0.1% of the portfolio or \$689,000 are private label collateralized mortgage obligations, the remainder are issued by agencies of the Federal Government. Horizon had three private label CMOs at December 31, 2014, with an amortized cost of \$670,000 and carried at a market value of \$689,000. The gross unrealized gain on these investments at December 31, 2014 was approximately \$19,000. The private label securities generally have loan to value ratios of approximately 25% and management feels these securities are not impaired. These instruments are secured by residential mortgages of varying maturities. Principal and interest payments are received monthly as the underlying mortgages are repaid. These payments also include prepayments of mortgage balances as borrowers either sell their homes or refinance their mortgages. Therefore, mortgage-backed securities and collateralized mortgage obligations have maturities that are stated in terms of average life. The average life is the average amount of time that each dollar of principal is expected to be outstanding. As of December 31, 2014, the mortgage-backed securities and collateralized mortgage obligations in the investment portfolio had an average life of two years. Securities that have interest rates above current market rates are purchased at a premium. Management monitors these investments periodically for other than temporary impairment by obtaining and reviewing the underlying collateral details and has concluded at December 31, 2014, any unrealized loss is temporary and that the Company has the intent and ability to hold these investments to maturity.

Available-for-sale municipal securities are priced by a third party using a pricing grid which estimates prices based on recent sales of similar securities. All municipal securities are investment grade or local non-rated issues and management does not believe there is other than temporary deterioration in market value. A credit review is performed annually on the municipal securities portfolio.

At December 31, 2014, 66.1% and at December 31, 2013, 98.1% of investment securities were classified as available for sale. Securities classified as available for sale are carried at their fair value, with both unrealized gains and losses recorded, net of tax, directly to stockholders' equity. Net appreciation on these securities totaled \$4.0 million, which resulted in a balance of \$2.6 million, net of tax, included in stockholders' equity at December 31, 2014. This compared to \$108,000, net of tax, included in stockholders' equity at December 31, 2013.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value hierarchy is also established which requires an entity to maximize the use of observable and minimize the use of unobservable inputs. There are three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Management's Discussion and Analysis of**

**Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

When quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. There are no Level 1 securities. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Level 2 securities include U.S. Treasury and Federal agency securities, State and municipal securities, Federal agency collateralized mortgage obligations and Federal agency mortgage-backed pools. For Level 2 securities, Horizon uses a third party service to determine fair value. In performing the valuations, the pricing service relies on models that consider security-specific details as well as relevant industry and economic factors. The most significant of these inputs are quoted market prices, interest rate spreads on relevant benchmark securities and certain prepayment assumptions. To verify the reasonableness of the fair value determination by the service, Horizon has a portion of the Level 2 securities priced by an independent securities broker-dealer.

Unrealized gains and losses on available-for-sale securities, deemed temporary, are recorded, net of income tax, in a separate component of other comprehensive income on the balance sheet. No unrealized losses were deemed to be other-than-temporary.

As a member of the Federal Reserve and Federal Home Loan Bank systems, Horizon is required to maintain an investment in the common stock of each entity. The investment in common stock is based on a predetermined formula. At December 31, 2014, Horizon had investments in the common stock of the Federal Reserve and Federal Home Loan Banks totaling \$11.3 million and at December 31, 2013, investments totaled \$14.2 million.

At December 31, 2014, Horizon did not maintain a trading account.

For more information about securities, see Note 4 Securities to the Consolidated Financial Statements.

***Loans***

Total loans, net of deferred fees/costs, the principal earning asset of the Bank, were \$1.4 billion at December 31, 2014. The current level of loans is an increase of 29.0% from the December 31, 2013, level of \$1.1 billion. The table below provides comparative detail on the loan categories.

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of****Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

	December 31 2014	December 31 2013	Dollar Change	Percent Change
<b>Commercial</b>				
Working capital and equipment	\$ 300,940	\$ 241,569	\$ 59,371	24.6%
Real estate, including agriculture	343,455	245,313	98,142	40.0%
Tax exempt	8,595	2,898	5,697	196.6%
Other	21,324	15,409	5,915	38.4%
<b>Total</b>	<b>674,314</b>	505,189	169,125	33.5%
<b>Real estate</b>				
1-4 family	250,799	181,393	69,406	38.3%
Other	3,826	4,565	(739)	-16.2%
<b>Total</b>	<b>254,625</b>	185,958	68,667	36.9%
<b>Consumer</b>				
Auto	154,538	139,915	14,623	10.5%
Recreation	5,673	4,839	834	17.2%
Real estate/home improvement	38,288	30,729	7,559	24.6%
Home equity	112,426	96,924	15,502	16.0%
Unsecured	3,613	3,825	(212)	-5.5%
Other	5,921	3,293	2,628	79.8%
<b>Total</b>	<b>320,459</b>	279,525	40,934	14.6%
Mortgage warehouse	129,156	98,156	31,000	31.6%
<b>Total loans</b>	<b>1,378,554</b>	1,068,828	309,726	29.0%
Allowance for loan losses	(16,501)	(15,992)	(509)	
<b>Loans, net</b>	<b>\$ 1,362,053</b>	\$ 1,052,836	\$ 309,217	

The acceptance and management of credit risk is an integral part of the Bank's business as a financial intermediary. The Bank has established underwriting standards including a policy that monitors the lending function through strict administrative and reporting requirements as well as an internal loan review of consumer and small business loans. The Bank also uses an independent third-party loan review function that regularly reviews asset quality.

Changes in the mix of the loan portfolio averages are shown in the following table.



	<b>December 31 2014</b>	<b>December 31 2013</b>	<b>December 31 2012</b>
Commercial	\$ 620,809	\$ 490,137	\$ 393,580
Real estate	234,335	195,520	179,622
Mortgage warehouse	95,070	126,912	193,006
Consumer	297,296	280,093	277,412
<b>Total average loans</b>	<b>\$ 1,247,510</b>	<b>\$ 1,092,662</b>	<b>\$ 1,043,620</b>

### *Commercial Loans*

Commercial loans totaled \$674.3 million, or 48.9% of total loans as of December 31, 2014, compared to \$505.2 million, or 47.3% as of December 31, 2013. The increase during 2014 was primarily related to organic growth and the Summit acquisition net of principal reductions from payments.

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of****Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

Commercial loans consisted of the following types of loans at December 31:

	December 31, 2014			December 31, 2013		
	Number	Amount	Percent of Portfolio	Number	Amount	Percent of Portfolio
SBA guaranteed loans	232	\$ 47,269	7.0%	184	\$ 33,159	6.6%
Municipal government	1	548	0.1%	1	646	0.1%
Lines of credit	714	114,779	17.0%	551	75,172	14.9%
Real estate and equipment term loans	1,432	511,718	75.9%	1,278	396,212	78.4%
<b>Total</b>	<b>2,379</b>	<b>\$ 674,314</b>	<b>100.0%</b>	<b>2,014</b>	<b>\$ 505,189</b>	<b>100.0%</b>

Fixed rate term loans with a book value of \$102.7 million and a fair value of \$101.4 million have been swapped to a variable rate using derivative instruments. The loans are carried at fair value in the financial statements and the related swap is carried at fair value and is included with other liabilities in the balance sheet. The recognition of the loan and swap fair values are recorded in the income statement and for 2014 equally offset each other. Fair values are determined by the counter party using a proprietary model that uses live market inputs to value interest rate swaps. The model is subject to daily market tests as current and future positions are priced and valued. These are Level 3 inputs under the fair value hierarchy as described above.

At December 31, 2014, the commercial loan portfolio held \$57.6 million of adjustable rate loans that had interest rate floors in the terms of the note. Of the commercial loans with interest rate floors, loans totaling \$50.9 million were at their floor at December 31, 2014.

***Residential Real Estate Loans***

Residential real estate loans totaled \$254.6 million or 18.5% of total loans as of December 31, 2014, compared to \$186.0 million or 17.4% of total loans as of December 31, 2013. This category consists of home mortgages that generally require a loan to value of no more than 80%. Some special guaranteed or insured real estate loan programs do permit a higher loan to collateral value ratio. The increase during 2014 was primarily related to the \$43.4 million of real estate loans acquired in the Summit acquisition along with organic growth net of principal reductions from payments.

In addition to the customary real estate loans described above, the Bank also had outstanding on December 31, 2014, \$112.4 million in home equity lines of credit compared to \$96.9 million at December 31, 2013. Credit lines normally limit the loan to collateral value to no more than 89%. Home equity credit lines are primarily not combined with a first

mortgage and are therefore evaluated in the allowance for loan losses as a separate pool. These loans are classified as consumer loans in the table above and in Note 5 of the Consolidated Financial Statements.

Residential real estate lending is a highly competitive business. As of December 31, 2014, the real estate loan portfolio reflected a wide range of interest rates and repayment patterns, but could generally be categorized as follows:

	December 31, 2014			December 31, 2013		
	Amount	Percent of Portfolio	Yield	Amount	Percent of Portfolio	Yield
Fixed rate						
Monthly payment	\$ 91,605	36.0%	4.50%	\$ 87,367	47.0%	4.49%
Biweekly payment	198	0.1%	6.14%	321	0.2%	5.81%
Adjustable rate						
Monthly payment	162,822	63.9%	3.69%	98,270	52.8%	3.91%
Biweekly payment		0.0%	0.00%		0.0%	0.00%
Sub total	254,625	100.0%	3.98%	185,958	100.0%	4.19%
Loans held for sale	6,143			3,281		
Total real estate loans	\$ 260,768			\$ 189,239		

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of****Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

The increase in fixed and adjustable rate residential mortgage loans during 2014 was primarily due to the real estate loans acquired in the Summit acquisition as well as organic growth. In addition to the real estate loan portfolio, the Bank originates and sells real estate loans and retains the servicing rights. During 2014 and 2013, approximately \$229.2 million and \$346.4 million, respectively, of residential mortgages were sold into the secondary market. Loans serviced for others are not included in the consolidated balance sheets. The unpaid principal balances of loans serviced for others totaled approximately \$1.0 billion and \$943.1 million at December 31, 2014 and 2013.

The Bank began capitalizing mortgage servicing rights during 2000, and the aggregate fair value of capitalized mortgage servicing rights at December 31, 2014, totaled approximately \$10.5 million compared to the carrying value of \$7.6 million. Comparable market values and a valuation model that calculates the present value of future cash flows were used to estimate fair value. For purposes of measuring impairment, risk characteristics including product type, investor type and interest rates, were used to stratify the originated mortgage servicing rights.

	December 31 2014	December 31 2013	December 31 2012
<b>Mortgage servicing rights</b>			
Balances, January 1	\$ 7,428	\$ 6,169	\$ 5,049
Servicing rights capitalized	2,280	2,535	2,439
Amortization of servicing rights	(1,728)	(1,276)	(1,319)
<b>Balances, December 31</b>	<b>7,980</b>	<b>7,428</b>	<b>6,169</b>
<b>Impairment allowance</b>			
Balances, January 1	(389)	(1,024)	(856)
Additions	(95)	(54)	(762)
Reductions	146	689	594
<b>Balances, December 31</b>	<b>(338)</b>	<b>(389)</b>	<b>(1,024)</b>
<b>Mortgage servicing rights, net</b>	<b>\$ 7,642</b>	<b>\$ 7,039</b>	<b>\$ 5,145</b>

***Mortgage Warehouse Loans***

Horizon's mortgage warehousing lending has specific mortgage companies as customers of Horizon Bank. Individual mortgage loans originated by these mortgage companies are funded as a secured borrowing with pledge of collateral under Horizon's agreement with the mortgage company. Each individual mortgage and the related mortgagee are

underwritten by Horizon to the end investor guidelines and assigned to Horizon until the loan is sold to the secondary market by the mortgage company. In addition, Horizon takes possession of each original note and forwards such note to the end investor once the mortgage company has sold the loan. At the time a loan is transferred to the secondary market, the mortgage company repurchases the loan under its option within the agreement. Due to the repurchase feature contained in the agreement, the transaction does not qualify as a sale and therefore is accounted for as a secured borrowing with pledge of collateral pursuant to the agreement with the mortgage company. When the individual loan is sold to the end investor by the mortgage company the proceeds from the sale of the loan are received by Horizon and used to pay off the loan balance with Horizon along with any accrued interest and any related fees. The remaining balance from the sale is forwarded to the mortgage company. These individual loans typically are sold by the mortgage company within 30 days and are seldom held more than 90 days. Interest income is accrued during this period and collected at the time each loan is sold. Fee income for each loan sold is collected when the loan is sold and no costs are deferred due to the term between each loan funding and related payoff, which is typically less than 30 days.

Based on the agreements with each mortgage company, at any time a mortgage company can repurchase from Horizon its outstanding loan balance on an individual mortgage and regain possession of the original note. Horizon also has the option to request that the mortgage company repurchase an individual mortgage. Should this occur, Horizon would return the original note and reassign the assignment of the mortgage to the mortgage company. Also, in the event that the end investor would not be able to honor the sales commitment and the mortgage company would not be able to repurchase its loan on an individual mortgage, Horizon would be able to exercise its rights under the agreement.

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Management's Discussion and Analysis of**

**Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

At December 31, 2014, the mortgage warehouse loan balance was \$129.2 million compared to \$98.2 million as of December 31, 2013. The increase in mortgage warehouse loans reflected a decrease in long-term interest rates during 2014 resulting in higher refinance volume.

***Consumer Loans***

Consumer loans totaled \$320.5 million, or 23.2% of total loans as of December 31, 2014, compared to \$279.5 million, or 26.2% as of December 31, 2013. The increase during 2014 was primarily related to the \$10.2 million of consumer loans acquired in the Summit acquisition along with organic growth net of principal reductions from payments.

***Allowance and Provision for Loan Losses/Critical Accounting Policy***

At December 31, 2014, the allowance for loan losses was \$16.5 million, or 1.19% of total loans outstanding, compared to \$16.0 million, or 1.49% at December 31, 2013. The decrease in the ratio was primarily due to an increase in total loans from both organic growth and the Summit acquisition, partially offset by an increase in the allowance for loan losses. During 2014, the expense for provision for loan losses totaled \$3.1 million compared to \$1.9 million in 2013.

Horizon assesses the adequacy of its Allowance for Loan and Lease Losses (ALLL) by regularly reviewing the performance of all of its loan portfolios. As a result of its quarterly reviews, a provision for loan losses is determined to bring the total ALLL to a level called for by the analysis. For the year 2014, the provision of \$3.1 million represented a 59.3% increase from the prior year and was primarily due to loan growth as well as \$1.0 million in charge-off expense related to one commercial credit in the third quarter of 2014 and a specific reserve of \$560,000 placed on one commercial real estate loan that was moved to non-accrual status during the fourth quarter of 2014.

No assurance can be given that Horizon will not, in any particular period, sustain loan losses that are significant in relation to the amount reserved, or that subsequent evaluations of the loan portfolio, in light of factors then prevailing, including economic conditions and management's ongoing quarterly assessments of the portfolio, will not require increases in the allowance for loan losses. Horizon considers the allowance for loan losses to be adequate to cover losses inherent in the loan portfolio as of December 31, 2014.

***Non-performing Loans***

Non-performing loans are defined as loans that are greater than 90 days delinquent or have had the accrual of interest discontinued by management. Management continues to work diligently toward returning non-performing loans to an earning asset basis. Non-performing loans for the previous three years ending December 31 are as follows:

	<b>December 31 2014</b>	<b>December 31 2013</b>	<b>December 31 2012</b>
Non-performing loans	\$ 22,442	\$ 18,277	\$ 23,779

Non-performing loans total 136.0%, 114.3% and 130.2% of the allowance for loan losses at December 31, 2014, 2013 and 2012, respectively. Non-performing loans at December 31, 2014 totaled \$22.4 million, an increase from a balance of \$18.3 million as of December 31, 2013 and a decrease from \$23.8 million as of December 31, 2012.

Non-performing loans as a percentage of total loans was 1.62% as of December 31, 2014, a decrease from 1.70% and 1.97% as of December 31, 2013 and December 31, 2012, respectively.

A loan becomes impaired when, based on current information, it is probable that a creditor will be unable to collect all amounts due according to the contractual terms of the loan agreement. When a loan is classified as impaired, the degree of impairment must be recognized by estimating future cash flows from the debtor. The present value of these cash flows is computed at a discount rate based on the interest rate contained in the loan agreement. However, if a particular loan has a determinable market value, the creditor may use that value. Also, if the loan is secured and considered collateral dependent, the creditor may use the fair value of the collateral. (See Note 8 of the audited financial statements for further discussion of impaired loans.)

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of****Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

Smaller-balance, homogeneous loans are evaluated for impairment in total. Such loans include residential first mortgage loans secured by 1-4 family residences, residential construction loans, automobile, home equity, second mortgage loans and mortgage warehouse loans. Commercial loans and mortgage loans secured by other properties are evaluated individually for impairment. When analysis of borrower operating results and financial condition indicate that underlying cash flows of a borrower's business are not adequate to meet its debt service requirements, the loan is evaluated for impairment. Often this is associated with a delay or shortfall in payments of 30 days or more. Loans are generally moved to non-accrual status when 90 days or more past due. These loans are often considered impaired. Impaired loans, or portions thereof, are charged off when deemed uncollectible.

Other Real Estate Owned (OREO) net of any related allowance for OREO losses for the previous three years ending December 31 were as follows:

	<b>December 31 2014</b>	<b>December 31 2013</b>	<b>December 31 2012</b>
Other real estate owned	\$ 1,047	\$ 2,107	\$ 2,565

OREO totaled \$1.0 million on December 31, 2014, a decrease from \$2.1 million on December 31, 2013. On December 31, 2014, OREO was comprised of 16 properties. Of these properties, four totaling \$411,000 were commercial real estate and 12 totaling \$636,000 were residential real estate.

No mortgage warehouse loans were non-performing or OREO as of December 31, 2014, 2013 or 2012.

**Deferred Tax**

Horizon had a net deferred tax asset totaling \$6.0 million and \$5.7 million as of December 31, 2014 and December 31, 2013, respectively. The following table shows the major components of deferred tax:

	<b>December 31 2014</b>	<b>December 31 2013</b>
<b>Assets</b>		
Allowance for loan losses	\$ 5,680	\$ 5,677
Net operating loss	3,509	2,977
Director and employee benefits	1,953	1,828
Unrealized loss on AFS securities and fair value hedge	588	931



Other	596	537
<b>Total assets</b>	<b>12,326</b>	<b>11,950</b>
<b>Liabilities</b>		
Depreciation	(1,563)	(1,424)
Difference in expense recognition		(368)
State tax	(126)	(236)
Federal Home Loan Bank stock dividends	(200)	(295)
Difference in basis of intangible assets	(2,839)	(2,189)
FHLB Penalty	(283)	(508)
Other	(1,303)	(1,188)
<b>Total liabilities</b>	<b>(6,314)</b>	<b>(6,208)</b>
<b>Net deferred tax asset</b>	<b>\$ 6,012</b>	<b>\$ 5,742</b>

Horizon anticipates continued earnings and therefore determined there is no impairment to this asset.

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of****Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

**Deposits**

The primary source of funds for the Bank comes from the acceptance of demand and time deposits. However, at times the Bank will use its ability to borrow funds from the Federal Home Loan Bank and other sources when it can do so at interest rates and terms that are more favorable than those required for deposited funds or loan demand is greater than the ability to grow deposits. Total deposits were \$1.5 billion at December 31, 2014, compared to \$1.3 billion at December 31, 2013. Average deposits and rates by category for the three years ended December 31 are as follows:

	Average Balance Outstanding for the Year Ending December 31			Average Rate Paid for the Year Ending December 31		
	2014	2013	2012	2014	2013	2012
Noninterest-bearing demand deposits	\$ 258,523	\$ 219,323	\$ 165,340			
Interest-bearing demand deposits	582,916	528,738	489,877	0.12%	0.13%	0.14%
Savings deposits	142,420	134,242	106,898	0.05%	0.08%	0.11%
Money market	161,146	123,226	90,339	0.23%	0.21%	0.13%
Time deposits	296,349	306,590	305,766	1.39%	1.50%	1.72%
Total deposits	\$ 1,441,354	\$ 1,312,119	\$ 1,158,220			

The \$129.2 million increase in average deposits during 2014 was the result of an increase in the depositor base due to organic growth as well the Summit acquisition. The transactional accounts average balances, as the lower cost funding sources, increased \$139.5 million and the average balances for higher cost time deposits decreased \$10.2 million. Horizon continually enhances its interest-bearing consumer and commercial demand deposit products based on local market conditions and its need for funding to support various types of assets.

Certificates of deposit of \$100,000 or more, which are considered to be rate sensitive and are not considered a part of core deposits, mature as follows as of December 31, 2014:

Due in three months or less	\$ 14,687
Due after three months through six months	22,114
Due after six months through one year	25,180
Due after one year	75,166
	\$ 137,147

Interest expense on time certificates of \$100,000 or more was approximately \$2.2 million, \$2.4 million, and \$2.9 million for 2014, 2013 and 2012.

***Off-Balance Sheet Arrangements***

As of December 31, 2014, Horizon did not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, change in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors. The term "off-balance sheet arrangement" generally means any transaction, agreement, or other contractual arrangement to which an entity unconsolidated with the Company is a party and under which the Company has (i) any obligation arising under a guarantee contract, derivative instrument or variable interest; or (ii) a retained or contingent interest in assets transferred to such entity or similar arrangement that serves as credit, liquidity or market risk support for such assets.

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of  
Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

**Contractual Obligations**

The following tables summarize Horizon's contractual obligations and other commitments to make payments as of December 31, 2014:

	<b>Total</b>	<b>Within One Year</b>	<b>One to Three Years</b>	<b>Three to Five Years</b>	<b>After Five Years</b>
Certificates of Deposit	\$ 284,070	\$ 125,381	\$ 98,726	\$ 41,607	\$ 18,356
Borrowings <sup>(1)</sup>	351,198	214,340	74,971	51,404	10,483
Subordinated debentures <sup>(2)</sup>	32,642				32,642

(1) Includes debt obligations to the Federal Home Loan Bank and term repurchase agreements with maturities beyond one year borrowed by Horizon's banking subsidiary. See Note 13 in Horizon's Consolidated Financial Statements.

(2) Includes Trust Preferred Capital Securities issued by Horizon Statutory Trusts II and III and those assumed in the acquisitions of Alliance Bank in 2005, American Trust in 2009 and Heartland in 2012. See Note 14 in Horizon's Consolidated Financial Statements.

	<b>Expiration by Period</b>	
	<b>Within One Year</b>	<b>Greater Than One Year</b>
Letters of credit	\$ 3,261	\$ 649
Unfunded loan commitments	113,843	294,805

**Capital Resources**

The capital resources of Horizon and the Bank exceed regulatory capital ratios for well capitalized banks at December 31, 2014. Stockholders' equity totaled \$194.4 million as of December 31, 2014, compared to \$164.5 million as of December 31, 2013. At year-end 2014, the ratio of stockholders' equity to assets was 9.36%, compared to 9.36% for 2013. Tangible equity to tangible assets was 7.32% at December 31, 2014, compared to 7.44% at December 31, 2013. Book value per common share at December 31, 2014 increased to \$19.75, compared to \$17.65 at December 31, 2013. Horizon's capital increased during 2014 as a result of earnings, an increase in other comprehensive income and common stock issued in the Summit acquisition, partially offset by dividends declared.

In 2008, in connection with the issuance of preferred stock that was subsequently redeemed, Horizon issued a warrant to the Treasury to purchase shares of Horizon's common stock. The Treasury sold the warrant to a third party, and at December 31, 2014, the warrant covered 481,510 shares with an exercise price of \$7.79 per share.

On August 25, 2011, the Company sold 12,500 shares of Series B Preferred Stock for aggregate consideration of \$12.5 million, to the Treasury pursuant to the Small Business Lending Fund program. Concurrently with this transaction, Horizon redeemed all 18,750 shares of our Series A Preferred Stock that remained outstanding under the Treasury's Capital Purchase Program. The redemption of the Series A Preferred stock was funded by the \$12.5 million in proceeds from the sale of the Series B Preferred Stock together with other available funds.

The Company currently intends to continue its participation in the Small Business Lending Fund, pursuant to which it issued preferred stock to the Treasury, since the growth in the Company's small business lending has reduced the dividend cost. For the three months ending December 31, 2014, the dividend cost was approximately \$31,250, or 1.0% annualized. Quarterly dividend payments for the year ending December 31, 2015 will be approximately \$31,250, or 1.0% annualized. The Company plans to reserve cash so that it has the ability to redeem this preferred stock if and when the cost of this capital exceeds the cost of other forms of capital.

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Management's Discussion and Analysis of**

**Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

Horizon declared dividends in the amount of \$.51 per share in 2014, \$.42 per share in 2013, and \$.38 per share in 2012. The dividend payout ratio (dividends as a percent of net income) was 25.7% for 2014, 18.6% for 2013, and 15.9% for 2012. For additional information regarding dividend conditions, see Note 1 of the Notes to the Consolidated Financial Statements.

In October of 2004, Horizon formed Horizon Statutory Trust II (Trust II), a wholly owned statutory business trust. Trust II sold \$10.3 million of Trust Preferred Capital Securities as a participant in a pooled trust preferred securities offering. The proceeds from the sale of the trust preferred securities were used by the trust to purchase an equivalent amount of junior subordinated debentures from Horizon. The junior subordinated debentures are the sole assets of Trust II and are fully and unconditionally guaranteed by Horizon. The junior subordinated debentures and the trust preferred securities pay interest and dividends on a quarterly basis. The junior subordinated debentures and the securities bear interest at a rate of 90-day LIBOR plus 1.95% (2.19% at December 31, 2014) and mature on October 21, 2034, and securities may be called at any quarterly interest payment date at par. Costs associated with the issuance of the securities totaling \$17,500 were capitalized and were amortized to the October 31, 2009, first call date of the securities.

In December of 2006, Horizon formed Horizon Bancorp Capital Trust III (Trust III), a wholly owned statutory business trust. Trust III sold \$12.4 million of Trust Preferred Capital Securities as a participant in a pooled trust preferred securities offering. The proceeds from the sale of the trust preferred securities were used by the trust to purchase an equivalent amount of junior subordinated debentures from Horizon. The junior subordinated debentures are the sole assets of Trust III and are fully and unconditionally guaranteed by Horizon. The junior subordinated debentures and the trust preferred securities pay interest and dividends on a quarterly basis. The junior subordinated debentures and the securities bear interest at a rate of 90-day LIBOR plus 1.65% (1.88% at December 31, 2014) and mature on January 30, 2037, and securities may be called at any quarterly interest payment date at par. Costs associated with the issuance of the securities totaling \$12,647 were capitalized and are being amortized to the first call date of the securities.

The Company assumed additional debentures as the result of the acquisition of Alliance Bank Corporation in 2005. In June 2004, Alliance formed Alliance Financial Statutory Trust I, a wholly owned business trust (Alliance Trust) to sell \$5.2 million in trust preferred securities. The proceeds from the sale of the trust preferred securities were used by the trust to purchase an equivalent amount of junior subordinated debentures from Alliance. The junior subordinated debentures are the sole assets of Alliance Trust and are fully and unconditionally guaranteed by Horizon. The junior subordinated debentures and the trust preferred securities pay interest and dividends on a quarterly basis. The junior subordinated debentures and the securities bear interest at a rate of 90-day LIBOR plus 2.65% (2.89% at December 31, 2014) and mature in June 2034, and securities may be called at any quarterly interest payment date at par.

The Company assumed additional debentures as the result of the American Trust & Savings Bank purchase and assumption in 2010. In March 2004, Am Tru Inc., the holding company for American Trust & Savings Bank, formed Am Tru Statutory Trust I a wholly owned business trust (Am Tru Trust), to sell \$3.5 million in trust preferred securities. The proceeds from the sale of the trust preferred securities were used by the trust to purchase an equivalent amount of junior subordinated debentures from Am Tru Inc. The junior subordinated debentures are the sole assets of Am Tru Trust and are fully and unconditionally guaranteed by Horizon. The junior subordinated debentures and the trust preferred securities pay interest and dividends on a quarterly basis. The junior subordinated debentures and the securities bear interest at a rate of 90-day LIBOR plus 2.85% (3.09% at December 31, 2014) and mature in March 2034, and securities may be called at any quarterly interest payment date at par. The carrying value was \$3.0 million, net of the remaining purchase discount, at December 31, 2014.

The Company assumed additional debentures as the result of the Heartland merger in July 2013. In December 2006, Heartland, formed Heartland (IN) Statutory Trust II a wholly owned business trust (Heartland Trust), to sell \$3.0 million in trust preferred securities. The proceeds from the sale of the trust preferred securities were used by the trust to purchase an equivalent amount of junior subordinated debentures from Heartland. The junior subordinated debentures are the sole assets of Heartland Trust and are fully and unconditionally guaranteed by Horizon. The junior subordinated debentures and the trust preferred securities pay interest and dividends on a quarterly basis. The junior subordinated debentures and

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Management's Discussion and Analysis of**

**Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

the securities bear interest at a rate of 90-day LIBOR plus 1.67% (1.91% at December 31, 2014) and mature in December 2036, and securities may be called at any quarterly interest payment date at par. The carrying value was \$1.6 million, net of the remaining purchase discount, at December 31, 2014.

The Trust Preferred Capital Securities, subject to certain limitations, are included in Tier 1 Capital for regulatory purposes. Dividends on the Trust Preferred Capital Securities are recorded as interest expense.

**Results of Operations**

***Net Income***

Consolidated net income was \$18.1 million or \$1.90 per diluted share in 2014, \$19.9 million or \$2.17 per diluted share in 2013, and \$19.5 million or \$2.30 per diluted share in 2012. Diluted earnings per share decreased by \$.27 compared to the same period in 2013 due primarily to lower interest income on loans as a result of a decrease in accretion income from acquisition-related purchase accounting adjustments, an increase in provision expense, an increase in non-interest expenses primarily due to an increase in salaries and employee benefits from company growth and transaction expenses related to the Summit acquisition. Additionally, the decrease in diluted earnings per share reflects the shares issued to Summit shareholders as part of the transaction. Diluted earnings per share were also reduced by \$0.01 for the twelve months ending December 31, 2014, \$0.04 for the twelve months ending December 31, 2013 and \$0.06 for the twelve months ending December 31, 2012 resulting from the payment of preferred stock dividends.

***Net Interest Income***

The largest component of net income is net interest income. Net interest income is the difference between interest income, principally from loans and investment securities, and interest expense, principally on deposits and borrowings. Changes in the net interest income are the result of changes in volume and the net interest spread which affects the net interest margin. Volume refers to the average dollar levels of interest-earning assets and interest-bearing liabilities. Net interest spread refers to the difference between the average yield on interest-earning assets and the average cost of interest-bearing liabilities. Net interest margin refers to net interest income divided by average interest-earning assets and is influenced by the level and relative mix of interest-earning assets and interest-bearing liabilities.

Net interest income during 2014 was \$63.0 million, an increase of \$1.6 million or 2.6% over the \$61.4 million earned in 2013. Yields on the Company's interest-earning assets decreased by 44 basis points to 4.36% during 2014 from 4.80% in 2013. Interest income increased \$1.3 million to \$76.2 million for 2014 from \$74.9 million in 2013. This increase was due to increased volume in interest-earning assets partially offset by the lower yield on interest-earning assets. Interest income was also partially decreased due to the recognition of interest income from the



acquisition-related purchase accounting adjustments of approximately \$2.7 million in 2014 compared to \$6.3 million in 2013.

Rates paid on interest-bearing liabilities decreased by 11 basis points during the same period due to the lower interest rate environment. Interest expense decreased \$281,000 from \$13.5 million for 2013 to \$13.2 million in 2014. This decrease was due to the lower rates being paid on the Company's interest-bearing liabilities but offset by the increased volume of interest-bearing liabilities. Due to a larger decrease in the yield on the Company's interest-earning assets compared to the decrease in the rates paid on the Company's interest-bearing liabilities and a decrease in the recognition of income recognized from acquisition-related purchase accounting adjustments of \$3.5 million from \$6.4 million in 2013 to \$2.7 million in 2014, the net interest margin decreased 34 basis points from 3.96% for 2013 to 3.62% in 2014. Excluding the interest income recognized from the acquisition-related purchase accounting adjustments, the margin would have been 3.47% for 2014 compared to 3.57% for 2013. Management believes that the current level of interest rates is driven by external factors and therefore impacts the results of the Company's net interest margin. Management does not expect a significant rise in interest rates in the short term, but an increase in rates is expected at some time in the future due to the current historically low interest rate environment.

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of  
Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

	Twelve Months Ended			Twelve Months Ended			Twelve Months Ended		
	December 31, 2014			December 31, 2013			December 31, 2012		
	Average Balance	Average Interest	Average Rate	Average Balance	Average Interest	Average Rate	Average Balance	Average Interest	Average Rate
<b>ASSETS</b>									
Interest-earning assets									
Federal funds sold	\$ 6,246	\$ 11	0.18%	\$ 8,468	\$ 21	0.25%	\$ 5,609	\$ 13	0.23%
Interest-earning deposits	7,087	10	0.14%	7,720	19	0.25%	2,770	6	0.22%
Investment securities - taxable	387,013	9,323	2.41%	371,594	8,401	2.26%	365,693	8,814	2.41%
Investment securities - non-taxable (1)	146,407	4,426	4.32%	136,584	4,216	4.98%	115,398	3,968	4.65%
Loans receivable (2)(3)	1,247,510	62,435	5.01%	1,092,662	62,229	5.70%	1,043,620	59,727	5.73%
Total interest-earning assets (1)	1,794,263	76,205	4.36%	1,617,028	74,886	4.80%	1,533,090	72,528	4.83%
Noninterest-earning assets									
Cash and due from banks	27,168			24,548			19,365		
Allowance for loan losses	(15,945)			(18,677)			(18,738)		
Other assets	144,803			134,220			112,739		
	\$ 1,950,289			\$ 1,757,119			\$ 1,646,456		
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>									
Interest-bearing liabilities									
Interest-bearing deposits	\$ 1,182,831	\$ 5,257	0.44%	\$ 1,092,796	\$ 5,672	0.52%	\$ 992,880	\$ 6,206	0.63%
Borrowings	281,649	5,956	2.11%	234,927	5,821	2.48%	297,597	6,166	2.07%

Subordinated debentures	32,561	2,009	6.17%	32,406	2,010	6.20%	32,408	1,950	6.02%
<b>Total interest-bearing liabilities</b>	<b>1,497,041</b>	<b>13,222</b>	<b>0.88%</b>	<b>1,360,129</b>	<b>13,503</b>	<b>0.99%</b>	<b>1,322,885</b>	<b>14,322</b>	<b>1.08%</b>
<b>Noninterest-bearing liabilities</b>									
Demand deposits	258,523			219,323			165,340		
Accrued interest payable and other liabilities	12,776			13,534			16,190		
Shareholders equity	181,949			164,133			142,041		
	\$ 1,950,289			\$ 1,757,119			\$ 1,646,456		
<b>Net interest income/spread</b>		<b>\$ 62,983</b>	<b>3.48%</b>		<b>\$ 61,383</b>	<b>3.81%</b>		<b>\$ 58,206</b>	<b>3.75%</b>

- (1) Horizon has no foreign office and, accordingly, no assets or liabilities to foreign operations. Horizon's subsidiary bank had no funds invested in Eurodollar Certificates of Deposit at December 31, 2014.
- (2) Yields are presented on a tax-equivalent basis.
- (3) Non-accruing loans for the purpose of the computations above are included in the daily average loan amounts outstanding. Loan totals are shown net of unearned income and deferred loans fees.
- (4) Loan fees and late fees included in interest on loans aggregated \$4.3 million, \$4.6 million, and \$5.0 million in 2014, 2013 and 2012.

	2014-2013			2013 - 2012		
	Total Change	Change Due To Volume	Change Due To Rate	Total Change	Change Due To Volume	Change Due To Rate
<b>Interest Income</b>						
Federal funds sold	\$ (10)	\$ (5)	\$ (5)	\$ 8	\$ 7	\$ 1
Interest-earning deposits	(9)	(1)	(8)	13	12	1
Investment securities - taxable	922	357	565	(413)	140	(553)
Investment securities - non-taxable	210	466	(256)	248	1,035	(787)
Loans receivable	206	8,254	(8,048)	2,502	2,798	(296)
<b>Total interest income</b>	<b>1,319</b>	<b>9,071</b>	<b>(7,752)</b>	<b>2,358</b>	<b>3,992</b>	<b>(1,634)</b>
<b>Interest Expense</b>						
Interest-bearing deposits	(415)	443	(858)	(534)	585	(1,119)
Borrowings	135	1,060	(925)	(345)	(1,430)	1,085
Subordinated debentures	(1)	10	(11)	60		60
<b>Total interest expense</b>	<b>(281)</b>	<b>1,513</b>	<b>(1,794)</b>	<b>(819)</b>	<b>(845)</b>	<b>26</b>
<b>Net interest income</b>	<b>\$ 1,600</b>	<b>\$ 7,558</b>	<b>\$ (5,958)</b>	<b>\$ 3,177</b>	<b>\$ 4,837</b>	<b>\$ (1,660)</b>



**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Management's Discussion and Analysis of**

**Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

Net interest income during 2013 was \$61.4 million, an increase of \$3.2 million or 5.5% over the \$58.2 million earned in 2012. Yields on the Company's interest-earning assets decreased by 3 basis points to 4.80% during 2013 from 4.83% in 2012. Interest income increased \$2.4 million to \$74.9 million for 2013 from \$72.5 million in 2012. This increase was due to increased volume in interest earning assets partially offset by the lower yield on interest-earning assets. Interest income was also increased due to the recognition of interest income from the acquisition-related purchase accounting adjustments of approximately \$6.3 million in 2013 compared to \$1.5 million in 2012.

Rates paid on interest-bearing liabilities decreased by 9 basis points during the same period due to the lower interest rate environment. Interest expense decreased \$819,000 from \$14.3 million for 2012 to \$13.5 million in 2013. This decrease was due to the lower rates being paid on the Company's interest-bearing liabilities partially offset by the increased volume of interest-bearing liabilities. Due to a larger decrease in the rates paid on the Company's interest-bearing liabilities compared to the decrease in the yield on the Company's interest-earning assets, along with the growth of the Company's interest earning assets and interest bearing liabilities, the net interest margin increased 7 basis points from 3.89% for 2012 to 3.96% in 2013. The increase in the margin was due to the recognition of approximately \$6.3 million of interest income from acquisition-related purchase accounting adjustments in 2013 compared to \$1.5 million in 2012. Excluding the interest income from acquisition-related purchase accounting adjustments, the margin would have been 3.57% for 2013 compared to 3.79% for 2012.

***Provision for Loan Losses***

Horizon assesses the adequacy of its Allowance for Loan and Lease Losses (ALLL) by regularly reviewing the performance of its loan portfolios. During 2014, the provision for loan losses totaled \$3.1 million, compared to \$1.9 million in the prior year. The higher provision for loan losses for the year ending December 31, 2014 compared to the same period of 2013 was due to loan growth as well as \$1.0 million in charge-off expense related to one commercial credit in the third quarter of 2014 and a specific reserve of \$560,000 placed on one commercial real estate loan that was moved to non-accrual status during the fourth quarter of 2014. Commercial loan net charge-offs during 2014 were \$1.0 million, residential mortgage loan net charge-offs were \$307,000, and installment loan net charge-offs were \$1.2 million for the year ending December 31, 2014.

During 2013, the provision for loan losses totaled \$1.9 million, compared to \$3.5 million in 2012. The lower provision for 2013 compared to 2012 was primarily due to the improvement of nonperforming and substandard loans resulting in the release of specific reserves. Commercial loan net charge-offs during 2013 were \$1.9 million, residential mortgage loan net charge-offs were \$941,000, and installment loan net charge-offs were \$1.4 million for the year ending December 31, 2013.

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of****Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

**Non-interest Income**

The following is a summary of changes in non-interest income:

	Twelve Months Ended		2013 - 2014		2012 - 2013		
	December 31, 2014	December 31, 2013	Amount Change	Percent Change	December 31, 2012	Amount Change	Percent Change
<b>Non-interest Income</b>							
Service charges on deposit accounts	\$ 4,085	\$ 3,989	\$ 96	2.4%	\$ 3,470	\$ 519	15.0%
Wire transfer fees	557	697	(140)	-20.1%	892	(195)	-21.9%
Interchange fees	4,649	4,056	593	14.6%	3,122	934	29.9%
Fiduciary activities	4,738	4,337	401	9.2%	3,997	340	8.5%
Gain on sale of investment securities	988	374	614	164.2%	2	372	18600.0%
Gain on sale of mortgage loans	8,395	8,794	(399)	-4.5%	14,123	(5,329)	-37.7%
Mortgage servicing net of impairment	805	1,521	(716)	-47.1%	234	1,287	550.0%
Increase in cash surrender value of bank owned life insurance	1,047	1,035	12	1.2%	1,025	10	1.0%
Other income	1,013	1,103	(90)	-8.2%	466	637	136.7%
<b>Total non-interest income</b>	<b>\$ 26,277</b>	<b>\$ 25,906</b>	<b>\$ 371</b>	<b>1.4%</b>	<b>\$ 27,331</b>	<b>\$ (1,425)</b>	<b>-5.2%</b>

The increase in service charges on deposit accounts and interchange fee income in 2014 compared to 2013 was the result of growth in transactional deposit accounts and volume during 2014. Fiduciary activities income increased \$401,000 during 2014 as a result of asset and market value increase. Gain on sale of securities increased \$614,000 due to a gain on sale of securities of \$988,000 during the third quarter of 2014. This gain was the result of an analysis that determined market conditions provided the opportunity to add gains to capital without negatively impacting long-term earnings. The sale of securities was also used to fund loan growth. These increases were partially offset by decreases compared to 2013 in wire transfer fees, gain on sale of mortgage loans and mortgage servicing net of impairment. During 2014, the Company originated approximately \$229.2 million of mortgage loans to be sold on the secondary market, compared to \$346.4 million in 2013. This lower volume, partially offset by an increase in the percentage earned on the sale of mortgage loans, decreased the overall gain on sale of mortgage loans by \$399,000 compared to

the prior year. Mortgage servicing net of impairment decreased by \$716,000 during 2014 compared to 2013 due to the recovery of impairment charges totaling \$635,000 in 2013, partially offset by a larger portfolio of mortgage loans serviced during 2014.

The increase in service charges on deposit accounts and interchange fee income in 2013 compared to 2012 was the result of growth in transactional deposit accounts and volume during the year. Fiduciary activities income increased \$934,000 during 2013 as a result of asset and market value increase. Mortgage servicing net of impairment increased by \$1.3 million during 2013 compared to 2012 due to an impairment recovery of \$635,000 and an increase in servicing income realized. In addition, there was a larger portfolio of mortgage loans serviced during 2013 compared to 2012. These increases were offset by decreases in gain on the sale of mortgage loans and wire transfer fees compared to 2012. During 2013, the Company originated approximately \$346.4 million of mortgage loans to be sold on the secondary market, compared to \$386.9 million in 2012. The decrease in the percentage earned on the sale of mortgage loans, and to a lesser extent, the lower volume, decreased the overall gain on sale of mortgage loans compared to the prior year.

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of****Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

**Non-interest Expense**

The following is a summary of changes in non-interest expense:

	Twelve Months Ended		2013 - 2014		2012 - 2013		Percent Change
	December 31, 2014	December 31, 2013	Amount Change	Percent Change	December 31, 2012	Amount Change	
<b>Non-interest expense</b>							
Salaries	\$ 22,859	\$ 21,164	\$ 1,695	8.0%	\$ 18,471	\$ 2,693	14.6%
Commission and bonuses	4,111	4,290	(179)	-4.2%	4,878	(588)	-12.1%
Employee benefits	5,712	5,578	134	2.4%	5,034	544	10.8%
Net occupancy expenses	5,607	4,984	623	12.5%	4,529	455	10.0%
Data processing	3,663	3,045	618	20.3%	2,717	328	12.1%
Professional fees	1,731	1,668	63	3.8%	1,990	(322)	-16.2%
Outside services and consultants	3,250	2,412	838	34.7%	2,313	99	4.3%
Loan expense	4,770	4,668	102	2.2%	4,276	392	9.2%
FDIC deposit insurance	1,175	1,089	86	7.9%	1,108	(19)	-1.7%
Other losses	(70)	807	(877)	-108.7%	619	188	30.4%
Other expense	9,138	8,740	398	4.6%	8,089	651	8.0%
<b>Total non-interest expense</b>	<b>\$ 61,946</b>	<b>\$ 58,445</b>	<b>\$ 3,501</b>	<b>6.0%</b>	<b>\$ 54,024</b>	<b>\$ 4,421</b>	<b>8.2%</b>

Salaries increased during 2014 compared to 2013. These increases were primarily the result of changes to annual merit pay. In addition, salary expense, employee benefits, net occupancy expense and other expense was higher due to the Summit merger and Horizon's investments in growth markets. Data processing and other expenses increased during 2014 from the cost of continued growth and expansion. Outside services and consultants increased due to \$1.0 million in fees associated with the Summit acquisition. Loan expense increased in 2014 compared to 2013 due to collection costs. Commission and bonuses decreased due to lower commissions earned as a result of a decrease in mortgage loans originated. Other losses decreased in 2014 due to the recovery of a previously recorded loss contingency and higher one-time losses in 2013.

Salaries and employee benefits increased during 2013 compared to 2012. These increases were primarily the result of changes to annual merit pay and increased employee benefits costs due to health insurance expense and ESOP contributions. In addition, compensation expense and net occupancy expense was higher due to Horizon's expansion efforts and investment in growth markets. Data processing, outside services and consultants and other expenses



increased during 2013 compared to 2012 from the cost of continued growth and expansion. Loan expense increased in 2013 compared to 2012 due to collection costs and indirect loan dealer fees. Other losses increased in 2013 compared to 2012 due a contingent liability related to one specific commercial loan. Professional fees decreased in 2013 as 2012 included professional costs related to the Heartland transaction.

### ***Income Taxes***

Income tax expense for 2014 was \$6.2 million, compared to \$7.0 million of tax expense during 2013. The effective tax rate for 2014 was 25.4% compared to 26.2% in 2013 and 30.2% in 2012. The decrease in the effective tax rate in 2014 compared to 2013 was primarily due to lower net income during the year ended December 31, 2014. The decrease in the effective tax rate in 2013 compared to 2012 was primarily due to tax planning strategies implemented in 2013 including a captive real estate investment trust subsidiary ( REIT ) and a captive insurance subsidiary reducing both the federal and state tax liabilities.

### ***Use of Non-GAAP Financial Measures***

Certain information set forth in this report on Form 10-K refers to financial measures determined by methods other than in accordance with GAAP. Specifically, we have included non-GAAP financial measures of the net interest income and net interest margin excluding the impact of acquisition-related purchase accounting adjustments and net income and diluted earnings per share excluding the impact of one-time costs related to the Summit acquisition. Horizon believes these non-GAAP financial measures are helpful to investors and provide a greater understanding of our business without giving effect to the purchase accounting impacts and one-time costs of acquisitions, although these measures are not necessarily comparable to similar measures that may be presented by other companies and should not be considered in isolation or as a substitute for the related GAAP measure.

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of  
Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

**Non-GAAP Reconciliation of Net Interest Margin**

(Dollar Amounts in Thousands)

	<b>Twelve Months Ended</b>		
	<b>December 31</b>		
	<b>2014</b>	<b>2013</b>	<b>2012</b>
<b><u>Net Interest Margin As Reported</u></b>			
Net interest income	\$ 62,983	\$ 61,383	\$ 58,206
Average interest-earning assets	1,794,263	1,617,028	1,533,090
Net interest income as a percent of average interest-earning assets	3.62%	3.96%	3.89%
<b><u>Impact of Acquisitions</u></b>			
Interest income from acquisition-related purchase accounting adjustments	\$ (2,745)	\$ (6,294)	\$ (1,474)
<b><u>Net Interest Margin Excluding Impact of Acquisitions</u></b>			
Net interest income	\$ 60,238	\$ 55,089	\$ 56,732
Average interest-earning assets	1,794,263	1,617,028	1,533,090
Net interest income as a percent of average interest-earning assets	3.47%	3.57%	3.79%

**Non-GAAP Reconciliation of Net Income and Diluted Earnings per Share**

(Dollar Amounts in Thousands Except per Share Data)

	<b>Twelve Months Ended</b>		
	<b>December 31</b>		
	<b>2014</b>	<b>2013</b>	<b>2012</b>
<b><u>Non-GAAP Reconciliation of Net Income</u></b>			
Net income as reported	\$ 18,101	\$ 19,876	\$ 19,543
Transaction expenses	1,335		1,490
Tax effect	(467)		(522)

Net income excluding Summit expenses	<b>18,969</b>	19,876	20,512
Acquisition related purchase accounting adjustments ( PAUs )	<b>(2,745)</b>	(6,294)	(1,474)
Tax effect	<b>961</b>	2,203	516
Net income excluding Summit expenses and PAUs	<b>17,185</b>	15,785	19,553
Gain on sale of investment securities	<b>(988)</b>	(374)	(2)
Tax effect	<b>346</b>	131	
Net income excluding gain on sale of investment securities	<b>\$ 16,543</b>	\$ 15,542	\$ 19,551
<b><u>Non-GAAP Reconciliation of Diluted Earnings per Share</u></b>			
Diluted earnings per share as reported	<b>\$ 1.90</b>	\$ 2.17	\$ 2.30
Transaction expenses	<b>0.14</b>		0.18
Tax effect	<b>(0.05)</b>		(0.06)
Diluted earnings per share excluding Summit expenses	<b>1.99</b>	2.17	2.42
Acquisition related PAUs	<b>(0.29)</b>	(0.70)	(0.18)
Tax effect	<b>0.10</b>	0.24	0.06
Diluted earnings per share excluding Summit expenses and PAUs	<b>\$ 1.80</b>	\$ 1.71	\$ 2.31
Gain on sale of investment securities	<b>\$ (0.10)</b>	\$ (0.04)	\$
Tax effect	<b>0.04</b>	0.01	
Net income excluding gain on sale of investment securities	<b>\$ 1.74</b>	\$ 1.69	\$ 2.31

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Management's Discussion and Analysis of**

**Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

***Liquidity and Rate Sensitivity Management***

Management and the Board of Directors meet regularly to review both the liquidity and rate sensitivity position of Horizon. Effective asset and liability management ensures Horizon's ability to monitor the cash flow requirements of depositors along with the demands of borrowers and to measure and manage interest rate risk. Horizon utilizes an interest rate risk assessment model designed to highlight sources of existing interest rate risk and consider the effect of these risks on strategic planning. Management maintains (within certain parameters) an essentially balanced ratio of interest sensitive assets to liabilities in order to protect against the effects of wide interest rate fluctuations.

***Liquidity***

The Bank maintains a stable base of core deposits provided by long standing relationships with consumers and local businesses. These deposits are the principal source of liquidity for Horizon. Other sources of liquidity for Horizon include earnings, loan repayments, investment security sales and maturities, sale of real estate loans and borrowing relationships with correspondent banks, including the FHLB and the Federal Reserve Bank (FRB). At December 31, 2014, Horizon had available approximately \$301.4 million in available credit from various money center banks, including the FHLB and the FRB Discount Window. Factors which could impact Horizon's funding needs in the future include:

Horizon had outstanding borrowings of over \$116.5 million with the FHLB and total borrowing capacity with the FHLB of \$287.2 million. Generally, the loan terms from the FHLB are better than the terms Horizon can receive from other sources, making it less expensive to borrow money from the FHLB. Financial difficulties at the FHLB could reduce or eliminate Horizon's additional borrowing capacity with the FHLB or FHLB could change collateral requirements, which could lower the Company's borrowing availability.

If residential mortgage loan rates remain low, Horizon's mortgage warehouse loans could create an additional need for funding.

Horizon had a total of \$135.0 million of Federal Fund lines from various money center banks. These are uncommitted lines and could be withdrawn at any time by the correspondent banks.

Horizon had a total of \$91.4 million of available collateral at the FRB secured by municipal securities. These securities may mature, call, or be sold, which would reduce the available collateral.

A downgrade in Horizon's public credit rating by a rating agency due to factors such as deterioration in asset quality, a large charge to earnings, a decline in profitability or other financial measures, or a significant merger or acquisition.

An act of terrorism or war, natural disasters, political events, or the default or bankruptcy of a major corporation, mutual fund, hedge fund or a government agency.

Market speculation or rumors about Horizon or the banking industry in general may adversely affect the cost and availability of normal funding sources.

If any of these events occur, they could force Horizon to borrow money from other sources including negotiable certificates of deposit. Such other monies may only be available at higher interest rates and on less advantageous terms, which will impact our net income and could impact our ability to grow. Management believes Horizon has adequate funding sources to meet short and long term needs.

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

During 2014, cash flows were generated primarily from the sales, maturities, and prepayments of investment securities of \$131.4 million and increase in deposits and borrowings of \$69.8 million and \$78.1 million, respectively. Cash flows were used to purchase investments totaling \$93.4 million and increase loans by \$190.8 million. The net cash and cash equivalent position increased by \$11.8 million during 2014.

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of****Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

The following table sets forth contractual obligations and other commitments representing required and potential cash outflows as of December 31, 2014. Interest on subordinated debentures and long-term borrowed funds is calculated based on current contractual interest rates.

	<b>Total</b>	<b>Within one year</b>	<b>After one but within three years</b>	<b>After three but within five years</b>	<b>After five years</b>
Remaining contractual maturities of time deposits	\$ 284,070	\$ 125,381	\$ 98,726	\$ 41,607	\$ 18,356
Borrowings	351,198	214,340	74,971	51,404	10,483
Subordinated debentures	32,642				32,642
Loan Commitments	408,648	113,843	294,805		
Preferred stock	12,500		12,500		
Letters of credit	3,910	3,261	649		
<b>Total</b>	<b>\$ 1,092,968</b>	<b>\$ 456,825</b>	<b>\$ 481,651</b>	<b>\$ 93,011</b>	<b>\$ 61,481</b>

**Interest Rate Sensitivity**

The degree by which net interest income may fluctuate due to changes in interest rates is monitored by Horizon using computer simulation models, incorporating not only the current GAP position but the effect of expected repricing of specific financial assets and liabilities. When repricing opportunities are not properly aligned, net interest income may be affected when interest rates change. Forecasting results of the possible outcomes determines the exposure to interest rate risk inherent in Horizon's balance sheet. The goal is to manage imbalanced positions that arise when the total amount of assets that reprice or mature in a given time period differs significantly from liabilities that reprice or mature in the same time period. The theory behind managing the difference between repricing assets and liabilities is to have more assets repricing in a rising rate environment and more liabilities repricing in a declining rate environment. Based on one model that assumes a lag in repricing, at December 31, 2014, the amount of assets that reprice within one year was 226% of liabilities that reprice within one year. At December 31, 2013, this same model reported that the amount of assets that reprice within one year was approximately 257% of the amount of liabilities that reprice within the same time period. The year 2014 was a stable rate environment and the yields on assets continued to reprice at lower rates due to current asset pricing and a more competitive environment. The impact of lower yields offset partially by slightly lower funding costs negatively impacted the net interest margin during 2014.



**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of****Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

	Rate Sensitivity				Total
	3 Months or Less	> 3 Months & < 6 Months	> 6 Months & < 1 Year	Greater Than 1 Year	
Loans	\$ 599,052	\$ 106,957	\$ 140,218	\$ 538,470	\$ 1,384,697
Federal Funds Sold	2,994				2,994
Interest-Bearing balances with Banks	8,694				8,694
Investment securities and FRB and FHLB stock	33,061	24,551	44,418	398,849	500,879
Other assets				179,658	179,658
<b>Total Assets</b>	<b>\$ 643,801</b>	<b>\$ 131,508</b>	<b>\$ 184,636</b>	<b>\$ 1,116,977</b>	<b>\$ 2,076,922</b>
Noninterest-bearing deposits	\$ 6,424	\$ 6,424	\$ 12,848	\$ 241,971	\$ 267,667
Interest-bearing deposits	60,897	62,393	96,153	995,209	1,214,652
Borrowed Funds	129,698	23,837	25,340	204,965	383,840
Other Liabilities				16,349	16,349
Stockholders' equity				194,414	194,414
<b>Total liabilities and stockholder's equity</b>	<b>\$ 197,019</b>	<b>\$ 92,654</b>	<b>\$ 134,341</b>	<b>\$ 1,652,908</b>	<b>\$ 2,076,922</b>
GAP	\$ 446,782	\$ 38,854	\$ 50,295	\$ (535,931)	
Cumulative GAP	\$ 446,782	\$ 485,636	\$ 535,931		

**Quantitative and Qualitative Disclosures about Market Risk**

Horizon's primary market risk exposure is interest rate risk. Interest rate risk (IRR) is the risk that Horizon's earnings and capital will be adversely affected by changes in interest rates. The primary approach to IRR management is one that focuses on adjustments to the asset/liability mix in order to limit the magnitude of IRR.

Horizon's exposure to interest rate risk arises from repricing or mismatch risk, embedded options risk, and yield curve risk. Repricing risk is the risk of adverse consequence from a change in interest rates that arises because of differences in the timing of when those interest rate changes affect Horizon's assets and liabilities. Basis risk is the risk that the spread, or rate difference, between instruments of similar maturities will change. Options risk arises whenever products give the customer the right, but not the obligation, to alter the quantity or timing of cash flows. Yield curve risk is the risk that changes in prevailing interest rates will affect instruments of different maturities by different amounts. Horizon's objective is to remain reasonably neutral with respect to IRR. Horizon utilizes a variety of strategies to maintain this position, including the sale of mortgage loans on the secondary market, hedging certain balance sheet items using derivatives, varying maturities of FHLB advances, certificates of deposit funding and



investment securities.

The table which follows provides information about Horizon's financial instruments that were sensitive to changes in interest rates as of December 31, 2014. The table incorporates Horizon's internal system generated data related to the maturity and repayment/withdrawal of interest-earning assets and interest-bearing liabilities. For loans, securities and liabilities with contractual maturities, the table presents principal cash flows and related weighted-average interest rates by contractual maturities as well as the historical experience of Horizon related to the impact of interest rate fluctuations on the prepayment of residential loans and mortgage-backed securities. From a risk management perspective, Horizon believes that repricing dates are more relevant than contractual maturity dates when analyzing the value of financial instruments. For deposits with no contractual maturity dates, the table presents principal cash flows and weighted average rate, as applicable, based upon Horizon's experience and management's judgment concerning the most likely withdrawal behaviors.

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Management's Discussion and Analysis of  
Financial Condition and Results of Operations**

(Table dollars in thousands except per share data)

	2015	2016	2017	2018	2019	2020 & Beyond	Total	Fair Value December 31 2014
<b>Rate-sensitive assets</b>								
Fixed interest rate loans	\$ 319,727	\$ 148,547	\$ 96,594	\$ 54,359	\$ 27,954	\$ 62,335	\$ 709,516	\$ 652,069
Average interest rate	4.65%	4.74%	4.67%	4.67%	4.70%	4.77%	4.69%	
Variable interest rate loans	517,993	37,446	28,152	25,846	25,389	40,355	675,181	767,154
Average interest rate	3.75%	4.42%	4.51%	4.49%	4.29%	3.95%	3.88%	
Total loans	837,720	185,993	124,746	80,205	53,343	102,690	1,384,697	1,419,223
Average interest rate	4.10%	4.68%	4.63%	4.62%	4.50%	4.45%	4.29%	
Securities, including FRB and FHLB stock	102,030	93,715	67,240	49,481	35,836	152,575	500,877	505,016
Average interest rate	2.97%	3.08%	2.55%	3.07%	3.36%	3.70%	3.19%	
Other interest-bearing assets	11,688						11,688	11,688
Average interest rate	0.87%	0.00%	0.00%	0.00%	0.00%	0.00%	0.87%	
Total earnings assets	\$ 951,438	\$ 279,708	\$ 191,986	\$ 129,686	\$ 89,179	\$ 255,265	\$ 1,897,263	\$ 1,935,927
Average interest rate	3.94%	4.14%	3.90%	4.03%	4.14%	4.00%	3.98%	
<b>Rate-sensitive liabilities</b>								
Noninterest-bearing deposits	\$ 25,696	\$ 23,229	\$ 20,999	\$ 18,983	\$ 17,161	\$ 161,599	\$ 267,667	\$ 267,667
NOW accounts	53,442	48,734	44,441	40,525	36,955	382,108	606,205	573,443

Average interest rate	0.12%	0.12%	0.12%	0.12%	0.12%	0.12%	0.12%	0.12%
Savings and money market accounts	41,024	31,249	27,643	25,196	21,579	177,687	324,377	299,292
Average interest rate	0.17%	0.17%	0.16%	0.16%	0.16%	0.14%	0.15%	
Certificates of deposit	125,381	53,567	45,159	26,332	15,275	18,356	284,070	286,177
Average interest rate	0.73%	1.91%	2.11%	1.93%	1.62%	1.81%	1.40%	
Total deposits	245,543	156,779	138,242	111,037	90,970	739,749	1,482,319	1,426,580
Average interest rate	0.43%	0.73%	0.76%	0.54%	0.36%	0.14%	0.35%	
Fixed interest rate borrowings	170,325	27,805	46,931	1,152	50,106	10,154	306,474	307,318
Average interest rate	0.37%	2.84%	3.86%	1.45%	3.29%	3.17%	1.70%	
Variable interest rate borrowings	77,366						77,366	77,394
Average interest rate	2.45%	0.00%	0.00%	0.00%	0.00%	0.00%	2.45%	
Total funds	\$ 493,234	\$ 184,585	\$ 185,174	\$ 112,189	\$ 141,075	\$ 749,903	\$ 1,866,159	\$ 1,811,292
Average interest rate	0.73%	1.04%	1.55%	0.55%	1.40%	0.18%	0.66%	

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The information required under this item is incorporated by reference to the information appearing in Management's Discussion and Analysis of Financial Condition and Results of Operations included in Item 7.

**Table of Contents**

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**HORIZON BANCORP AND SUBSIDIARIES**

**Consolidated Financial Statements**

**Table of Contents**

	<b>Page</b>
<b>Consolidated Financial Statements</b>	
<u>Balance Sheets</u>	59
<u>Statements of Income</u>	60
<u>Statements of Comprehensive Income</u>	61
<u>Statements of Stockholders' Equity</u>	62
<u>Statements of Cash Flows</u>	63
<u>Notes to Financial Statements</u>	64
<b><u>Reports of Independent Registered Public Accounting Firm</u></b>	116
<b>Other Information</b>	
<u>Management's Report on Financial Statements</u>	119
<u>Summary of Selected Financial Data</u>	120
<u>Horizon's Common Stock and Related Stockholders' Matters</u>	121

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Consolidated Balance Sheets**

(Dollar Amounts in Thousands)

	<b>December 31 2014</b>	<b>December 31 2013</b>
<b>Assets</b>		
Cash and due from banks	\$ 43,476	\$ 31,721
Investment securities, available for sale	323,764	508,591
Investment securities, held to maturity (fair value of \$169,904 and \$9,910)	165,767	9,910
Loans held for sale	6,143	3,281
Loans, net of allowance for loan losses of \$16,501 and \$15,992	1,362,053	1,052,836
Premises and equipment, net	52,461	46,194
Federal Reserve and Federal Home Loan Bank stock	11,348	14,184
Goodwill	28,176	19,748
Other intangible assets	3,965	3,288
Interest receivable	8,246	7,501
Cash value life insurance	39,382	36,190
Other assets	32,141	24,832
Total assets	\$ 2,076,922	\$ 1,758,276
<b>Liabilities</b>		
Deposits		
Non-interest bearing	\$ 267,667	\$ 231,096
Interest bearing	1,214,652	1,060,424
Total deposits	1,482,319	1,291,520
Borrowings	351,198	256,296
Subordinated debentures	32,642	32,486
Interest payable	497	506
Other liabilities	15,852	12,948
Total liabilities	1,882,508	1,593,756
<b>Commitments and contingent liabilities</b>		
<b>Stockholders Equity</b>		
Preferred stock, Authorized, 1,000,000 shares		
Series B shares \$.01 par value, \$1,000 liquidation value		
Issued 12,500 shares	12,500	12,500
Common stock, no par value		
Authorized, 22,500,000 shares		
Issued, 9,278,916 and 8,706,971 shares		
Outstanding, 9,213,036 and 8,630,966 shares		

Additional paid-in capital	<b>45,916</b>	32,496
Retained earnings	<b>134,477</b>	121,253
Accumulated other comprehensive income (loss)	<b>1,521</b>	(1,729)
<b>Total stockholders' equity</b>	<b>194,414</b>	164,520
<b>Total liabilities and stockholders' equity</b>	<b>\$ 2,076,922</b>	\$ 1,758,276

See notes to consolidated financial statements

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Consolidated Statements of Income**

(Dollar Amounts in Thousands, Except Per Share Data)

	<b>Years Ended December 31</b>		
	<b>2014</b>	<b>2013</b>	<b>2012</b>
<b>Interest Income</b>			
Loans receivable	<b>\$ 62,435</b>	\$ 62,229	\$ 59,727
Investment securities			
Taxable	<b>9,344</b>	8,441	8,833
Tax exempt	<b>4,426</b>	4,216	3,968
Total interest income	<b>76,205</b>	74,886	72,528
<b>Interest Expense</b>			
Deposits	<b>5,257</b>	5,672	6,206
Borrowed funds	<b>5,956</b>	5,821	6,166
Subordinated debentures	<b>2,009</b>	2,010	1,950
Total interest expense	<b>13,222</b>	13,503	14,322
<b>Net Interest Income</b>	<b>62,983</b>	61,383	58,206
Provision for loan losses	<b>3,058</b>	1,920	3,524
<b>Net Interest Income after Provision for Loan Losses</b>	<b>59,925</b>	59,463	54,682
<b>Non-interest Income</b>			
Service charges on deposit accounts	<b>4,085</b>	3,989	3,470
Wire transfer fees	<b>557</b>	697	892
Interchange fees	<b>4,649</b>	4,056	3,122
Fiduciary activities	<b>4,738</b>	4,337	3,997
Gain on sale of investment securities (includes \$988, \$374 and \$2 for the years ended December 31, 2014, 2013 and 2012 related to accumulated other comprehensive earnings reclassifications)	<b>988</b>	374	2
Gain on sale of mortgage loans	<b>8,395</b>	8,794	14,123
Mortgage servicing income net of impairment	<b>805</b>	1,521	234
Increase in cash value of bank owned life insurance	<b>1,047</b>	1,035	1,025
Other income	<b>1,013</b>	1,103	466
Total non-interest income	<b>26,277</b>	25,906	27,331
<b>Non-interest Expense</b>			
Salaries and employee benefits	<b>32,682</b>	31,032	28,383
Net occupancy expenses	<b>5,607</b>	4,984	4,529

Data processing	<b>3,663</b>	3,045	2,717
Professional fees	<b>1,731</b>	1,668	1,990
Outside services and consultants	<b>3,250</b>	2,412	2,313
Loan expense	<b>4,770</b>	4,668	4,276
FDIC insurance expense	<b>1,175</b>	1,089	1,108
Other losses	<b>(70)</b>	807	619
Other expense	<b>9,138</b>	8,740	8,089
Total non-interest expense	<b>61,946</b>	58,445	54,024
<b>Income Before Income Tax</b>	<b>24,256</b>	26,924	27,989
Income tax expense (includes \$346, \$131 and \$0 for the years ended December 31, 2014, 2013 and 2012 related to income tax expense from reclassification items)	<b>6,155</b>	7,048	8,446
<b>Net Income</b>	<b>18,101</b>	19,876	19,543
Preferred stock dividend	<b>(133)</b>	(370)	(481)
<b>Net Income Available to Common Shareholders</b>	<b>\$ 17,968</b>	\$ 19,506	\$ 19,062
<b>Basic Earnings Per Share</b>	<b>\$ 1.98</b>	\$ 2.26	\$ 2.39
<b>Diluted Earnings Per Share</b>	<b>1.90</b>	2.17	2.30

See notes to consolidated financial statements



**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Consolidated Statements of Comprehensive Income**

(Dollar Amounts in Thousands)

	<b>Years Ended December 31</b>		
	<b>2014</b>	<b>2013</b>	<b>2012</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>Net Income</b>	<b>\$ 18,101</b>	<b>\$ 19,876</b>	<b>\$ 19,543</b>
<b>Other Comprehensive Income</b>			
Change in fair value of derivative instruments:			
Change in fair value of derivative instruments for the period	(511)	2,668	(579)
Income tax effect	179	(934)	203
Changes from derivative instruments	(332)	1,734	(376)
Change in securities available-for-sale:			
Unrealized appreciation (depreciation) for the period on available-for-sale securities	4,841	(18,956)	2,517
Unrealized appreciation for the period on held-to-maturity (1)	1,658		
Reclassification adjustment for securities gains realized in income	(988)	(374)	(2)
Income tax effect	(1,929)	6,766	(880)
Unrealized gains (losses) on available-for-sale securities	3,582	(12,564)	1,635
<b>Other Comprehensive Income (Loss), Net of Tax</b>	<b>3,250</b>	<b>(10,830)</b>	<b>1,259</b>
<b>Comprehensive Income</b>	<b>\$ 21,351</b>	<b>\$ 9,046</b>	<b>\$ 20,802</b>

(1) - The amortization of the unrealized holding gains in accumulated other comprehensive income at the date of the transfer partially offsets the accretion of the difference between the par value and the fair value of the investment securities at the date of the transfer.

See notes to consolidated financial statements

Table of Contents

## HORIZON BANCORP AND SUBSIDIARIES

## Consolidated Statements of Stockholders Equity

(Dollar Amounts in Thousands, Except Per Share Data)

	Preferred Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
<b>Balances, January 1, 2012</b>	<b>\$ 12,500</b>	<b>\$ 11,736</b>	<b>\$ 89,387</b>	<b>\$ 7,842</b>	<b>\$ 121,465</b>
Net income			19,543		19,543
Other comprehensive income, net of tax				1,259	1,259
Amortization of unearned compensation		187			187
Issuance of restricted shares		115			115
Exercise of stock options		226			226
Stock option expense		33			33
Stock issued from acquisition		19,668			19,668
Cash dividends on preferred stock (3.85%)			(481)		(481)
Cash dividends on common stock (\$.38 per share)			(3,047)		(3,047)
<b>Balances, December 31, 2012</b>	<b>\$ 12,500</b>	<b>\$ 31,965</b>	<b>\$ 105,402</b>	<b>\$ 9,101</b>	<b>\$ 158,968</b>
Net income			19,876		19,876
Other comprehensive loss, net of tax				(10,830)	(10,830)
Amortization of unearned compensation		288			288
Exercise of stock options		195			195
Stock option expense		48			48
Cash dividends on preferred stock (2.96%)			(370)		(370)
Cash dividends on common stock (\$.42 per share)			(3,655)		(3,655)
<b>Balances, December 31, 2013</b>	<b>\$ 12,500</b>	<b>\$ 32,496</b>	<b>\$ 121,253</b>	<b>\$ (1,729)</b>	<b>\$ 164,520</b>
Net income			18,101		18,101
Other comprehensive income, net of tax				3,250	3,250
Amortization of unearned compensation		363			363
Exercise of stock options		165			165
Stock option expense		203			203
Stock issued from acquisition		12,689			12,689
Cash dividends on preferred stock (1.06%)			(133)		(133)
Cash dividends on common stock (\$.51 per share)			(4,744)		(4,744)
<b>Balances, December 31, 2014</b>	<b>\$ 12,500</b>	<b>\$ 45,916</b>	<b>\$ 134,477</b>	<b>\$ 1,521</b>	<b>\$ 194,414</b>

See notes to consolidated financial statements

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Consolidated Statements of Cash Flows**

(Dollar Amounts in Thousands)

	<b>Twelve Months Ended December 31</b>		
	<b>2014</b>	<b>2013</b>	<b>2012</b>
<b>Operating Activities</b>			
Net income	\$ 18,101	\$ 19,876	\$ 19,543
Items not requiring (providing) cash			
Provision for loan losses	3,058	1,920	3,524
Depreciation and amortization	3,779	3,356	2,875
Share based compensation	203	48	33
Issuance of restricted stock			115
Mortgage servicing rights (recovery) impairment	(51)	(635)	168
Premium amortization on securities available for sale, net	2,299	2,861	3,344
Gain on sale of investment securities	(988)	(374)	(2)
Gain on sale of mortgage loans	(8,395)	(8,794)	(14,123)
Proceeds from sales of loans	234,776	365,654	401,068
Loans originated for sale	(229,243)	(346,397)	(386,945)
Change in cash value of life insurance	(1,007)	(998)	(990)
Gain on sale of other real estate owned	(186)	(116)	129
Net change in			
Interest receivable	(398)	215	(225)
Interest payable	(50)	(54)	(126)
Other assets	(4,945)	9,905	1,030
Other liabilities	712	498	(3,072)
<b>Net cash provided by operating activities</b>	<b>17,665</b>	<b>46,965</b>	<b>26,346</b>
<b>Investing Activities</b>			
Purchases of securities available for sale	(93,375)	(168,886)	(113,945)
Proceeds from sales, maturities, calls, and principal repayments of securities available for sale	117,533	121,309	125,071
Purchases of securities held to maturity	(4,839)	(12,050)	
Proceeds from maturities of securities held to maturity	13,851	2,110	7,100
Purchase of Federal Reserve Bank stock		(851)	
Proceeds from the sale of FHLB stock	4,972		
Net change in loans	(190,838)	112,140	(102,580)
Proceeds on the sale of OREO and repossessed assets	2,726	2,343	4,672
Purchases of premises and equipment	(6,255)	(6,318)	(6,984)
Acquisition of SCB	7,914		
Acquisition of Heartland			26,283
Purchase of Mortgage Company	(735)		

Net cash provided by (used in) by investing activities	(149,046)	49,797	(60,383)
<b>Financing Activities</b>			
Net change in			
Deposits	69,780	(2,633)	73,042
Borrowings	78,068	(89,313)	(25,415)
Proceeds from issuance of stock	165	195	226
Dividends paid on common shares	(4,744)	(3,655)	(3,047)
Dividends paid on preferred shares	(133)	(370)	(481)
Net cash provided by (used in) financing activities	143,136	(95,776)	44,325
<b>Net Change in Cash and Cash Equivalents</b>	<b>11,755</b>	<b>986</b>	<b>10,288</b>
<b>Cash and Cash Equivalents, Beginning of Period</b>	<b>31,721</b>	<b>30,735</b>	<b>20,447</b>
<b>Cash and Cash Equivalents, End of Period</b>	<b>\$ 43,476</b>	<b>\$ 31,721</b>	<b>\$ 30,735</b>
<b>Additional Supplemental Information</b>			
Interest paid	\$ 13,230	\$ 13,556	\$ 14,358
Income taxes paid	2,800	3,100	8,125
Transfer of loans to other real estate owned	3,905	3,284	5,899
Transfer of available-for -sale securities to held-to-maturity	167,047		
The Company purchased all of the capital stock of Summit for \$18,896. In conjunction with the acquisition, liabilities were assumed as follows:			
Fair value of assets acquired	158,585		
Cash paid to retire Summit debt	6,207		
Cash paid for the capital stock	1,029		
Liabilities assumed	138,660		
See notes to consolidated financial statements			

---

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Note 1 - Nature of Operations and Summary of Significant Accounting Policies**

**Nature of Business** The consolidated financial statements of Horizon Bancorp ( Horizon ) and its wholly owned subsidiaries, Horizon Bank, N.A. ( Bank ) and Horizon Risk Management, Inc., together referred to as Horizon , conform to accounting principles generally accepted in the United States of America and reporting practices followed by the banking industry. Horizon Risk Management, Inc. is a captive insurance company incorporated in Nevada and was formed as a wholly owned subsidiary of Horizon.

The Bank is a full-service commercial bank offering a broad range of commercial and retail banking and other services incident to banking along with a trust department that offers corporate and individual trust and agency services and investment management services. The Bank maintains 31 full service offices. The Bank has wholly owned direct and indirect subsidiaries: Horizon Investments, Inc. ( Horizon Investments ), Horizon Properties, Inc. ( Horizon Properties ), Horizon Insurance Services, Inc. ( Horizon Insurance ) and Horizon Grantor Trust. Horizon Investments manages the investment portfolio of the Bank. Horizon Properties manages the real estate investment trust. Horizon Insurance is used by the Company s Wealth Management to sell certain insurance products. Horizon Grantor Trust holds title to certain company owned life insurance policies. Horizon conducts no business except that incident to its ownership of the subsidiaries.

Horizon formed Horizon Bancorp Capital Trust II in 2004 ( Trust II ) and Horizon Bancorp Capital Trust III in 2006 ( Trust III ) for the purpose of participating in pooled trust preferred securities offerings. The Company assumed additional debentures as the result of the following acquisitions: Alliance Financial Corporation in 2005, which formed Alliance Financial Statutory Trust I ( Alliance Trust ); American Trust & Savings Bank in 2010, which formed Am Tru Statutory Trust I ( Am Tru Trust ); and Heartland Bancshares, Inc. in 2013, which formed Heartland (IN) Statutory Trust II ( Heartland Trust ). See Note 14 of the Consolidated Financial Statements for further discussion regarding these previously consolidated entities that are now reported separately. The business of Horizon is not seasonal to any material degree.

**Basis of Reporting** The consolidated financial statements include the accounts of Horizon and subsidiaries. All material inter-company accounts and transactions have been eliminated in consolidation.

**Use of Estimates** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for loan losses, valuation of other real estate owned, goodwill and intangible assets, mortgage servicing rights, other-than-temporary impairments and fair values of financial instruments.

**Fair Value Measurements** Horizon uses fair value measurements to record fair value adjustments, to certain assets, and liabilities and to determine fair value disclosures. Horizon has adopted Accounting Standards Codification (ASC)

820, Fair Value Measurements and Disclosures for all applicable financial and nonfinancial assets and liabilities. This accounting guidance defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. This guidance applies only when other guidance requires or permits assets or liabilities to be measured at fair value; it does not expand the use of fair value in any new circumstances.

As defined in codification, fair value is the price to sell an asset or transfer a liability in an orderly transaction between market participants. It represents an exit price at the measurement date. Market participants are buyers and sellers, who are independent, knowledgeable, and willing and able to transact in the principal (or most advantageous) market for the asset or liability being measured. Current market conditions, including imbalances between supply and demand, are considered in determining fair value. Horizon values its assets and liabilities in the principal market where it sells the particular asset or

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

transfers the liability with the greatest volume and level of activity. In the absence of a principal market, the valuation is based on the most advantageous market for the asset or liability (i.e., the market where the asset could be sold or the liability transferred at a price that maximizes the amount to be received for the asset or minimizes the amount to be paid to transfer the liability).

In measuring the fair value of an asset, Horizon assumes the highest and best use of the asset by a market participant to maximize the value of the asset, and does not consider the intended use of the asset.

When measuring the fair value of a liability, Horizon assumes that the nonperformance risk associated with the liability is the same before and after the transfer. Nonperformance risk is the risk that an obligation will not be satisfied and encompasses not only Horizon's own credit risk (i.e., the risk that Horizon will fail to meet its obligation), but also other risks such as settlement risk. Horizon considers the effect of its own credit risk on the fair value for any period in which fair value is measured.

There are three acceptable valuation techniques that can be used to measure fair value: the market approach, the income approach and the cost approach. Selection of the appropriate technique for valuing a particular asset or liability takes into consideration the exit market, the nature of the asset or liability being valued, and how a market participant would value the same asset or liability. Ultimately, determination of the appropriate valuation method requires significant judgment, and sufficient knowledge and expertise are required to apply the valuation techniques.

Valuation inputs refer to the assumptions market participants would use in pricing a given asset or liability using one of the three valuation techniques. Inputs can be observable or unobservable. Observable inputs are those assumptions which market participants would use in pricing the particular asset or liability. These inputs are based on market data and are obtained from a source independent of Horizon. Unobservable inputs are assumptions based on Horizon's own information or estimate of assumptions used by market participants in pricing the asset or liability. Unobservable inputs are based on the best and most current information available on the measurement date. All inputs, whether observable or unobservable, are ranked in accordance with a prescribed fair value hierarchy which gives the highest ranking to quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1) and the lowest ranking to unobservable inputs (Level 3). Fair values for assets or liabilities classified as Level 2 are based on one or a combination of the following factors: (i) quoted prices for similar assets; (ii) observable inputs for the asset or liability, such as interest rates or yield curves; or (iii) inputs derived principally from or corroborated by observable market data. The level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company considers an input to be significant if it drives 10% or more of the total fair value of a particular asset or liability.

Assets and liabilities are considered to be fair valued on a recurring basis if fair value is measured regularly (i.e., daily, weekly, monthly or quarterly). Recurring valuation occurs at a minimum on the measurement date. Assets and liabilities are considered to be fair valued on a nonrecurring basis if the fair value measurement of the instrument does not necessarily result in a change in the amount recorded on the balance sheet. Generally, nonrecurring valuation is the



result of the application of other accounting pronouncements which require assets or liabilities to be assessed for impairment or recorded at the lower of cost or fair value. The fair value of assets or liabilities transferred in or out of Level 3 is measured on the transfer date, with any additional changes in fair value subsequent to the transfer considered to be realized or unrealized gains or losses.

**Investment Securities Available for Sale** Horizon designates the majority of its investment portfolio as available for sale based on management's plans to use such securities for asset and liability management, liquidity and not to hold such securities as long-term investments. Management repositions the portfolio to take advantage of future expected interest rate trends when Horizon's long-term profitability can be enhanced. Investment securities available for sale and marketable equity securities are carried at estimated fair value and any net unrealized gains/losses (after tax) on these securities are included in accumulated other comprehensive income. Amortization of premiums and accretion of discounts are recorded as interest income from securities. Gains/losses on the disposition of securities available for sale are recognized at the time of the transaction and are determined by the specific identification method.

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Investment Securities Held to Maturity** Includes any security for which Horizon has the positive intent and ability to hold until maturity. These securities are carried at amortized cost.

**Loans Held for Sale** Mortgage loans originated and intended for sale in the secondary market are carried at the lower of cost or fair value in the aggregate. Net unrealized losses, if any, are recognized through a valuation allowance by charges to noninterest income. Gains and losses on loan sales are recorded in noninterest income, and direct loan origination costs and fees are deferred at origination of the loan and are recognized in noninterest income upon sale of the loan.

**Interest and Fees on Loans** Interest on commercial, mortgage and installment loans is recognized over the term of the loans based on the principal amount outstanding. When principal or interest is past due 90 days or more, and the loan is not well secured or in the process of collection, or when serious doubt exists as to the collectability of a loan, the accrual of interest is discontinued. Loan origination fees, net of direct loan origination costs, are deferred and recognized over the life of the loan as a yield adjustment. Discounts and premiums on purchased loans are amortized to income using the interest method over the remaining period to contractual maturity, adjusted for anticipated prepayments.

**Concentrations of Credit Risk** The Bank grants commercial, real estate, and consumer loans to customers located primarily in Northwest and Central Indiana and Southwest and Central Michigan and provides mortgage warehouse lines to mortgage companies in the United States. Commercial loans make up approximately 50% of the loan portfolio and are secured by both real estate and business assets. These loans are expected to be repaid from cash flows from operations of the businesses. The Bank does not have a concentration in speculative commercial real estate loans. Residential real estate loans make up approximately 18% of the loan portfolio and are secured by residential real estate. Installment loans make up approximately 23% of the loan portfolio and are primarily secured by consumer assets. Mortgage warehouse loans make up approximately 9% of the loan portfolio and are secured by residential real estate.

**Mortgage Warehouse Loans** Horizon's mortgage warehousing has specific mortgage companies as customers of the Bank. Individual mortgage loans originated by these mortgage companies are funded as a secured borrowing with pledge of collateral under Horizon's agreement with the mortgage company. Each individual mortgage is assigned to Horizon until the loan is sold to the secondary market by the mortgage company. In addition, Horizon takes possession of each original note and forwards such note to the end investor once the mortgage company has sold the loan. At the time a loan is transferred to the secondary market, the mortgage company repurchases the loan under its option within the agreement.

Due to the repurchase feature contained in the agreement, the transaction does not qualify as a sale under ASC 860, Transfers and Servicing and therefore is accounted for as a secured borrowing with pledge of collateral pursuant to the agreement with the mortgage company. When the individual loan is sold to the end investor by the mortgage company, the proceeds from the sale of the loan are received by Horizon and used to pay off the loan balance with Horizon along with any accrued interest and any related fees. The remaining balance from the sale is forwarded to the

mortgage company. These individual loans typically are sold by the mortgage company within 30 days and are seldom held more than 90 days. Interest income is accrued during this period and collected at the time each loan is sold. Fee income for each loan sold is collected when the loan is sold and no costs are deferred due to the term between each loan funding and related payoff, which is typically less than 30 days.

Based on the agreements with each mortgage company, at any time a mortgage company can repurchase from Horizon its outstanding loan balance on an individual mortgage and regain possession of the original note. Horizon also has the option to request that the mortgage company repurchase an individual mortgage. Should this occur, Horizon would return the original note and reassign the assignment of the mortgage to the mortgage company. Also, in the event that the end investor would not be able to honor the sales commitment and the mortgage company would not be able to repurchase its loan on an individual mortgage, Horizon would be able to exercise its rights under the agreement.

**Allowance for Loan Losses** An allowance for loan losses is maintained to absorb probable incurred losses inherent in the loan portfolio. The allowance is based on ongoing quarterly assessments of the probable incurred losses inherent in the loan portfolio. The allowance is increased by the provision for credit losses, which is charged against current period

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

operating results and decreased by the amount of charge offs, net of recoveries. Horizon's methodology for assessing the appropriateness of the allowance consists of several key elements, which include the general allowance, specific allowances for identified problem loans and the qualitative allowance.

The general allowance is calculated by applying loss factors to pools of outstanding loans. Loss factors are based on historical loss experience and may be adjusted for significant factors that, in management's judgment, affect the collectability of the portfolio as of the evaluation date.

Specific allowances are established in cases where management has identified conditions or circumstances related to a credit that management believes indicate the probability that a loss will be incurred in excess of the amount determined by the application of the formula allowance.

The qualitative allowance is based upon management's evaluation of various conditions, the effects of which are not directly measured in the determination of the general and specific allowances. The evaluation of the inherent loss with respect to these conditions is subject to a higher degree of uncertainty because they are not identified with specific credits. The conditions evaluated in connection with the qualitative allowance may include factors such as local, regional and national economic conditions and forecasts, concentrations of credit and changes in the composition of the portfolio.

**Loan Impairment** When analysis determines a borrower's operating results and financial condition are not adequate to meet debt service requirements, the loan is evaluated for impairment. Often this is associated with a delay or shortfall in payments of 30 days or more. Loans are generally placed on non-accrual status when 90 days or more past due. These loans are also often considered impaired. Impaired loans or portions thereof, are charged-off when deemed uncollectible. This typically occurs when the loan is 90 or more days past due.

Loans are considered impaired if the borrower does not exhibit the ability to pay or the full principal or interest payments are not expected or made in accordance with the original terms of the loan. Impaired loans are measured and carried at the lower of cost or the present value of expected future cash flows discounted at the loan's effective interest rate, at the loan's observable market price or at the fair value of the collateral if the loan is collateral dependent.

Smaller balance homogenous loans are evaluated for impairment in the aggregate. Such loans include residential first mortgage loans secured by one to four family residences, residential construction loans and automobile, home equity and second mortgages. Commercial loans and mortgage loans secured by other properties are evaluated individually for impairment.

**Loans Acquired in Business Combinations** Loans acquired in business combinations with evidence of credit deterioration since origination and for which it is probable that all contractually required payments will not be collected are considered to be credit impaired. Evidence of credit quality deterioration as of purchase dates may include information such as past-due and nonaccrual status, borrower credit scores and recent loans to value percentages. Acquired credit-impaired loans are accounted for under the accounting guidance for loans and debt

securities acquired with deteriorated credit quality (FASB ASC 310-30) and initially measured at fair value, which includes estimated future credit losses expected to be incurred over the life of the loans. Accordingly, allowances for credit losses related to these loans are not carried over and recorded at the acquisition dates. Loans acquired through business combinations that do not meet the specific criteria of FASB ASC 310-30, but for which a discount is attributable, at least in part to the credit quality, are also accounted for under this guidance. As a result, related discounts are recognized subsequently through accretion based on the expected cash flows of the acquired loans. For purposes of applying FASB ASC 310-30, loans acquired in business combinations are aggregated into pools of loans with common risk characteristics.

The expected cash flows of the acquired loan pools in excess of the fair values recorded is referred to as the accretable yield and is recognized in interest income over the remaining estimated lives of the loan pools. The Company continues to evaluate the fair value of the loans including cash flows expected to be collected. Increases in the Company's cash flow expectation are recognized as increases to the accretable yield while decreases are recognized as impairments through the allowance for loan losses.

---

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Premises and Equipment** Buildings and major improvements are capitalized and depreciated using primarily the straight-line method with useful lives ranging from 3 to 40 years. Furniture and equipment are capitalized and depreciated using primarily the straight-line method with useful lives ranging from 2 to 20 years. Maintenance and repairs are expensed as incurred while major additions and improvements are capitalized. Gains and losses on disposition are included in current operations.

**Federal Reserve and Federal Home Loan Bank of Indianapolis (FHLBI) Stock** The stock is a required investment for institutions that are members of the Federal Reserve Bank ( FRB ) and Federal Home Loan Bank ( FHLB ) systems. The required investment in the common stock is based on a predetermined formula.

**Mortgage Servicing Rights** Mortgage servicing assets are recognized separately when rights are acquired through purchase or through sale of financial assets. Under the servicing assets and liabilities accounting guidance (ASC 860-50), servicing rights resulting from the sale or securitization of loans originated by the Company are initially measured at fair value at the date of transfer. Amortized mortgage servicing rights include commercial mortgage servicing rights. Under the amortization method, servicing rights are amortized in proportion to and over the period of estimated net servicing income. The amortized assets are assessed for impairment or increased obligation based on fair value at each reporting date.

Fair value is based on market prices for comparable mortgage servicing contracts, when available, or alternatively, is based on a valuation model that calculates the present value of estimated future net servicing income. The valuation model incorporates assumptions that market participants would use in estimating future net servicing income, such as the cost to service, the discount rate, the custodial earnings rate, an inflation rate, ancillary income, prepayment speeds and default rates and losses. These variables change from quarter to quarter as market conditions and projected interest rates change, and may have an adverse impact on the value of the mortgage servicing right and may result in a reduction to noninterest income.

Each class of separately recognized servicing assets subsequently measured using the amortization method are evaluated and measured for impairment. Impairment is determined by stratifying rights into tranches based on predominant characteristics, such as interest rate, loan type and investor type. Impairment is recognized through a valuation allowance for an individual tranche, to the extent that fair value is less than the carrying amount of the servicing assets for that tranche. The valuation allowance is adjusted to reflect changes in the measurement of impairment after the initial measurement of impairment. Changes in valuation allowances are reported with mortgage servicing income net of impairment on the income statement. Fair value in excess of the carrying amount of servicing assets for that stratum is not recognized.

Servicing fee income is recorded for fees earned for servicing loans. The fees are based on a contractual percentage of the outstanding principal or a fixed amount per loan and are recorded as income when earned. The amortization of mortgage servicing rights is netted against loan servicing fee income.

**Intangible Assets** Goodwill is tested annually for impairment. At December 31, 2014, Horizon had core deposit intangibles of \$4.0 million subject to amortization and \$28.2 million of goodwill, which is not subject to amortization. Goodwill arising from business combinations represents the value attributable to unidentifiable intangible assets in the business acquired. Horizon's goodwill relates to the value inherent in the banking industry and that value is dependent upon the ability of Horizon to provide quality, cost effective banking services in a competitive marketplace. The goodwill value is supported by revenue that is in part driven by the volume of business transacted. If the implied fair value of goodwill is lower than its carrying amount, goodwill impairment is indicated and goodwill is written down to its implied fair value. Goodwill totaled \$28.2 million at December 31, 2014 and \$19.7 million at December 31, 2013. A large majority of the goodwill relates to the acquisitions of Heartland and Summit.

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Income Taxes** The Company accounts for income taxes in accordance with income tax accounting guidance (ASC 740, *Income Taxes*). The income tax accounting guidance results in two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by applying the provisions of the enacted tax law to the taxable income or excess of deductions over revenues. The Company determines deferred income taxes using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and enacted changes in tax rates and laws are recognized in the period in which they occur. Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are reduced by a valuation allowance if, based on the weight of evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized.

Uncertain tax positions are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances and information available at the reporting date and is subject to management's judgment.

The Company recognizes interest and penalties on income taxes as a component of income tax expense.

The Company files consolidated income tax returns with its subsidiaries.

**Trust Assets and Income** Property, other than cash deposits, held in a fiduciary or agency capacity is not included in the consolidated balance sheets since such property is not owned by Horizon.

**Earnings per Common Share** Basic earnings per share is computed by dividing net income available to common shareholders (net income less dividend requirements for preferred stock and accretion of preferred stock discount) by the weighted-average number of common shares outstanding. Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. The following table shows computation of basic and diluted earnings per share.

	<b>Years Ended December 31</b>		
	<b>2014</b>	<b>2013</b>	<b>2012</b>
<b>Basic earnings per share</b>			
Net income	\$ 18,101	\$ 19,876	\$ 19,543



Less: Preferred stock dividends	<b>133</b>	370	481
Net income available to common shareholders	\$ <b>17,968</b>	\$ 19,506	\$ 19,062
Weighted average common shares outstanding	<b>9,060,702</b>	8,619,330	7,974,241
<b>Basic earnings per share</b>	\$ <b>1.98</b>	\$ 2.26	\$ 2.39
<b>Diluted earnings per share</b>			
Net income available to common shareholders	\$ <b>17,968</b>	\$ 19,506	\$ 19,062
Weighted average common shares outstanding	<b>9,060,702</b>	8,619,330	7,974,241
Effect of dilutive securities:			
Warrants	<b>315,679</b>	303,970	245,514
Restricted stock	<b>39,476</b>	40,160	23,181
Stock options	<b>38,268</b>	37,503	28,241
Weighted average shares outstanding	<b>9,454,125</b>	9,000,963	8,271,177
<b>Diluted earnings per share</b>	\$ <b>1.90</b>	\$ 2.17	\$ 2.30

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

At December 31, 2014 and 2013 there were 2,500 and zero shares and at December 31, 2012 there were 8,438 shares that were not included in the computation of diluted earnings per share because they were non-dilutive.

**Dividend Restrictions** Regulations of the OCC limit the amount of dividends that may be paid by a national bank to its parent holding company without prior approval of the OCC. At December 31, 2014, \$24.7 million was available for payment of dividends from the Bank to Horizon. Additionally, the Federal Reserve Board limits the amount of dividends that may be paid by Horizon to its stockholders under its capital adequacy guidelines.

**Consolidated Statements of Cash Flows** For purposes of reporting cash flows, cash and cash equivalents are defined to include cash and due from banks, money market investments and federal funds sold with maturities of one day or less. Horizon reports net cash flows for customer loan transactions, deposit transactions, short-term investments and borrowings.

**Comprehensive Income** Comprehensive income consists of net income and other comprehensive income, net of applicable income taxes. Other comprehensive income includes unrealized appreciation (depreciation) on available-for-sale securities, unrealized and realized gains and losses in derivative financial instruments and amortization of available-for-sale securities transferred to held-to-maturity.

**Share-Based Compensation** At December 31, 2014, Horizon has share-based compensation plans, which are described more fully in Note 21. All share-based payments to be recognized as expense, based upon their fair values, in the financial statements over the vesting period of the awards. Horizon has recorded approximately \$566,000, \$336,000, and \$220,000 for 2014, 2013 and 2012, in compensation expense relating to vesting of stock options less estimated forfeitures for the 12-month period ended December 31, 2014, 2013 and 2012.

**Reclassifications** Certain reclassifications have been made to the 2013 consolidated financial statements to be comparable to 2014. These reclassifications had no effect on net income.

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Recent Accounting Pronouncements**

**FASB Accounting Standards Update No. 2015-01, *Income Statement – Extraordinary and Unusual Items (Subtopic 225-20): Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items***

The FASB has issued Accounting Standards Update (ASU) No. 2015-01, *Income Statement – Extraordinary and Unusual Items (Subtopic 225-20): Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items*. The FASB issued this ASU as part of its initiative to reduce complexity in accounting standards.

This ASU eliminates from U.S. GAAP the concept of extraordinary items. Subtopic 225-20, *Income Statement – Extraordinary and Unusual Items*, required that an entity separately classify, present, and disclose extraordinary events and transactions. Presently, an event or transaction is presumed to be an ordinary and usual activity of the reporting entity unless evidence clearly supports its classification as an extraordinary item.

If an event or transaction meets the criteria for extraordinary classification, an entity is required to segregate the extraordinary item from the results of ordinary operations and show the item separately in the income statement, net of tax, after income from continuing operations. The entity also is required to disclose applicable income taxes and either present or disclose earnings-per-share data applicable to the extraordinary item.

The amendments in this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. A reporting entity may apply the amendments prospectively. A reporting entity also may apply the amendments retrospectively to all prior periods presented in the financial statements. Early adoption is permitted provided that the guidance is applied from the beginning of the fiscal year of adoption. Adoption of the ASU is not expected to have a significant effect on the Company's consolidated financial statements.

**FASB ASU No. 2014-17 *Business Combinations (Topic 805): Pushdown Accounting***

The amendments in this Update provide an acquired entity with an option to apply pushdown accounting in its separate financial statements upon occurrence of an event in which an acquirer obtains control of the acquired entity.

An acquired entity may elect the option to apply pushdown accounting in the reporting period in which the change-in-control event occurs. An acquired entity should determine whether to elect to apply pushdown accounting for each individual change-in-control event in which an acquirer obtains control of the acquired entity. If pushdown accounting is not applied in the reporting period in which the change-in-control event occurs, an acquired entity will have the option to elect to apply pushdown accounting in a subsequent reporting period to the acquired entity's most recent change-in-control event. An election to apply pushdown accounting in a reporting period after the reporting period in which the change-in-control event occurred should be considered a change in accounting principle in accordance with Topic 250, Accounting Changes and Error Corrections. If pushdown accounting is applied to an individual change-in-control event, that election is irrevocable.

If an acquired entity elects the option to apply pushdown accounting in its separate financial statements, it should disclose information in the current reporting period that enables users of financial statements to evaluate the effect of pushdown accounting.

The amendments in this Update are effective on November 18, 2014. After the effective date, an acquired entity can make an election to apply the guidance to future change-in-control events or to its most recent change-in-control event. However, if the financial statements for the period in which the most recent change-in-control event occurred already have been issued or made available to be issued, the application of this guidance would be a change in accounting principle. Adoption of the ASU is not expected to have a significant effect on the Company's consolidated financial statements.

---

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**FASB ASU 2014-15, Presentation of Financial Statements Going Concern (Subtopic 204-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern**

In August 2014, FASB, issued ASU 2014-15, Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. The update provides U.S. GAAP guidance on management's responsibility in evaluating whether there is substantial doubt about a company's ability to continue as a going concern and about related footnote disclosures. For each reporting period, management will be required to evaluate whether there are conditions or events that raise substantial doubt about a company's ability to continue as a going concern within one year from the date the financial statements are issued. The amendments in this update are effective for annual reporting periods ending after December 15, 2016, and for annual and interim periods thereafter. Early adoption is permitted. Adoption of the ASU is not expected to have a significant effect on the Company's consolidated financial statements.

**FASB ASU 2014-14, Receivables Troubled Debt Restructuring by Creditors (Subtopic 310-40): Classification of Certain Government-Guaranteed Mortgage Loans upon Foreclosure**

In August 2014, FASB, issued ASU 2014-14, Classification of Certain Government-Guaranteed Mortgage Loans upon Foreclosure. The objective of this update is to reduce diversity in practice by addressing the classification of foreclosed mortgage loans that are fully or partially guaranteed under government programs. Currently, some creditors reclassify those loans to real estate as with other foreclosed loans that do not have guarantees; others reclassify the loans to other receivables. The amendments affect creditors that hold government-guaranteed mortgage loans, including those guaranteed by the FHA and the VA. The amendments in this update are effective for annual reporting periods ending after December 15, 2015 and interim periods beginning after December 15, 2015. An entity should adopt the amendments in this update using either a prospective transition method or a modified retrospective transition method. For prospective transition, an entity should apply the amendments in this update to foreclosures that occur after the date of adoption. For the modified retrospective transition, an entity should apply the amendments in the update by means of a cumulative-effect adjustment (through a reclassification to a separate other receivable) as of the beginning of the annual period of adoption. Prior periods should not be adjusted. However, a reporting entity must apply the same method of transition as elected under ASU No. 2014-04. Early adoption, including adoption in an interim period, is permitted if the entity already has adopted update 2014-04. Adoption of the ASU is not expected to have a significant effect on the Company's consolidated financial statements.

**FASB ASU 2014-12, Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved After the Requisite Service Period**

A consensus of the FASB Emerging Issues Task Force. The amendments in this update clarify that entities should treat performance targets that can be met after the requisite service period of a share-based payment award as performance conditions that affect vesting. Therefore, an entity would not record compensation expense (measured as of the grant date without taking into account the effect of the performance target) related to an award for which transfer to the employee is contingent on the entity's satisfaction of a performance target until it becomes probable that the performance target will be met. The ASU does not contain any new disclosure requirements. The ASU is effective

for interim and annual reporting periods beginning after December 15, 2015. Early adoption is permitted. In addition, entities will have the option of applying the guidance either prospectively (i.e., only to awards granted or modified on or after the effective date) or retrospectively. Retrospective application would only apply to awards with performance targets outstanding at or after the beginning of the first annual period presented (i.e., the earliest presented comparative period). Adoption of the ASU is not expected to have a significant effect on the Company's consolidated financial statements.

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**FASB ASU 2014-11, Transfers and Servicing: Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures**

The amendments in this update require entities to account for repurchase-to-maturity transactions as secured borrowings (rather than as sales with forward repurchase agreements), eliminates accounting guidance on linking repurchase financing transactions, and expands disclosure requirements related to certain transfers of financial assets that are accounted for as sales and certain transfers, such as repos, securities lending transactions, and repurchase-to-maturity transactions, accounted for as secured borrowings. The amendments in ASU 2014-11 are effective for annual periods beginning after December 15, 2014. The amendments must present changes in accounting for transactions outstanding on the effective date as a cumulative-effect adjustment to retained earnings as of the beginning of the period of adoption. Early application is prohibited. Adoption of the ASU is not expected to have a significant effect on the Company's consolidated financial statements.

**FASB ASU 2014-09, Revenue from Contracts with Customers**

The amendments in this update supersede virtually all existing GAAP revenue recognition guidance, including most industry-specific revenue recognition guidance. ASU 2014-09 creates a single, principle-based revenue recognition framework and will require entities to apply significantly more judgment and expanded disclosures surrounding revenue recognition. The core principle requires an entity to recognize revenue in a manner that depicts the transfer of goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 applies to contracts with customers to provide goods and services, with certain exclusions such as lease contracts, financing arrangements, and financial instruments. The amendments in ASU 2014-09 are effective for annual reporting periods beginning after December 15, 2017. Early adoption is permitted for annual reporting periods beginning after December 15, 2016. Adoption of the ASU is not expected to have a significant effect on the Company's consolidated financial statements.

**Accounting Standards Update (ASU) 2014-04, Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure**

In January 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-04, Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure, to reduce diversity by clarifying when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan receivable should be derecognized and the real estate property recognized. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2014. Adoption of the ASU is not expected to have a significant effect on the Company's consolidated financial statements.

**ASU 2014-01, Accounting for Investments in Qualified Affordable Housing Projects**

In January 2014, the FASB issued ASU 2014-01, Accounting for Investments in Qualified Affordable Housing Projects, to permit entities to make an accounting policy election to account for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. The ASU modifies the conditions that an entity must meet to be eligible to use a method other than the equity or cost methods to account for qualified affordable housing project investments. The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2014. Adoption of the ASU is not expected to have a significant effect on the Company's consolidated financial statements.



**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Note 2 Acquisition**

On April 3, 2014 Horizon closed its acquisition of SCB Bancorp, Inc. ( Summit ) and Horizon Bank N.A.'s acquisition of Summit Community Bank, through mergers effective as of that date. Under the final terms of the acquisition, the exchange ratio was 0.4904 shares of Horizon's common stock and \$5.15 in cash for each share of Summit common stock outstanding. Summit shares outstanding at the closing were 1,164,442, and the shares of Horizon common stock issued to Summit shareholders totaled 570,820. Horizon's stock price was \$22.23 per share at the close of business on April 3, 2014. Based upon these numbers, the total value of the consideration for the acquisition was \$18.9 million (not including the retirement of Summit debt). For the year ended December 31, 2014, the Company had approximately \$1.3 million in costs related to the acquisition. These expenses are classified in the other expense section of the income statement and primarily located in the salaries and employee benefits, professional services and other expense line items. As a result of the acquisition, the Company experienced, and expects to continue to experience, increases in its deposit base and reductions in transaction costs. The Company also expects to reduce cost through economies of scale.

Under the purchase method of accounting, the total estimated purchase price is allocated to Summit's net tangible and intangible assets based on their current estimated fair values on the date of the acquisition. Based on management's preliminary valuation of the fair value of tangible and intangible assets acquired and liabilities assumed, which are based on estimates and assumptions that are subject to change, the preliminary purchase price for the Summit acquisition is allocated as follows:

<b>ASSETS</b>		<b>LIABILITIES</b>	
Cash and due from banks	\$ 15,161	Deposits	
		Non-interest bearing	\$ 27,274
Commercial	70,441	NOW accounts	16,332
Residential mortgage	43,448	Savings and money market	35,045
Consumer	10,192	Certificates of deposits	42,368
Total loans	124,081	Total deposits	121,019
Premises and equipment, net	2,548	Borrowings	16,990
FRB and FHLB stock	2,136	Interest payable	52
Goodwill	8,428	Other liabilities	599
Core deposit intangible	822		
Interest receivable	347		
Cash value life insurance	2,185		
Other assets	2,877		
Total assets purchased	\$ 158,585	Total liabilities assumed	\$ 138,660

Of the total estimated purchase price of \$19.9 million, \$822,000 has been allocated to core deposit intangible. Additionally, \$8.4 million has been allocated to goodwill and \$4.4 million of the purchase price is deductible and was assigned to the business assets. The core deposit intangible will be amortized over seven years on a straight line basis.

The Company acquired loans in the acquisition and the transferred loans had evidence of deterioration of credit quality since origination and it was probable, at acquisition, that all contractually required payments would not be collected.

Loans purchased with evidence of credit deterioration since origination and for which it is probable that all contractually required payments will not be collected are considered to be credit impaired. Evidence of credit quality deterioration as of the purchase date may include information such as past-due and non-accrual status, borrower credit scores and recent loan-to-value percentages. Purchased credit-impaired loans are accounted for under the accounting guidance for loans and debt securities acquired with deteriorated credit quality (ASC 310-30) and initially measured at fair value, which includes estimated future credit losses expected to be incurred over the life of the loan. Accordingly, an allowance for credit losses related to these loans is not carried over and recorded at the acquisition date. Management estimated the cash flows expected to be collected at acquisition using our internal risk models, which incorporate the estimate of current key assumptions, such as default rates, severity and prepayment speeds.

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

The Company acquired the \$130.5 million loan portfolio at a fair value discount of \$6.4 million. The performing portion of the portfolio, \$106.2 million, had an estimated fair value of \$104.6 million. The excess of expected cash flows above the fair value of the performing portion of loans will be accreted to interest income over the remaining lives of the loans in accordance with ASC 310-20.

Final estimates of loans for which specific credit-related deterioration has been identified, since origination, are recorded at fair value, reflecting the present value of the amounts expected to be collected. Income recognition of these loans is based on reasonable expectation about the timing and amount of cash flows to be collected.

The following table details the acquired loans that are accounted for in accordance with ASC 310-30 as of April 3, 2014.

Contractually required principal and interest at acquisition	\$ 14,460
Contractual cash flows not expected to be collected (nonaccretable differences)	3,146
Expected cash flows at acquisition	11,314
Interest component of expected cash flows (accretable discount)	1,688
Fair value of acquired loans accounted for under ASC 310-30	\$ 9,626

Pro-forma statements were not presented due to the materiality of the transaction.

**Note 3 Cash Equivalents**

The Company considers all liquid investments with original maturities of three months or less to be cash equivalents. At December 31, 2014 and 2013, cash equivalents consisted primarily of money market accounts with brokers and certificates of deposit.

At December 31, 2014, the Company's cash accounts exceeded federally insured limits by approximately \$8.6 million.

**Note 4 Securities**

The fair value of securities is as follows:

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>December 31, 2014</b>				
<b>Available for sale</b>				
U.S. Treasury and federal agencies	\$ 26,996	\$ 56	\$ (229)	\$ 26,823
State and municipal	46,535	1,462	(45)	47,952
Federal agency collateralized mortgage obligations	122,930	975	(1,045)	122,860
Federal agency mortgage-backed pools	122,583	3,172	(360)	125,395
Private labeled mortgage-backed pools	670	19		689
Corporate notes	32	13		45
<b>Total available for sale investment securities</b>	<b>\$ 319,746</b>	<b>\$ 5,697</b>	<b>\$ (1,679)</b>	<b>\$ 323,764</b>
<b>Held to maturity</b>				
U.S. Treasury and federal agencies	\$ 9,804	\$ 82	\$	\$ 9,886
State and municipal	129,595	3,398	(106)	132,887
Federal agency collateralized mortgage obligations	4,039	35	(1)	4,073
Federal agency mortgage-backed pools	22,329	729		23,058
<b>Total held to maturity investment securities</b>	<b>\$ 165,767</b>	<b>\$ 4,244</b>	<b>\$ (107)</b>	<b>\$ 169,904</b>
<b>December 31, 2013</b>				
<b>Available for sale</b>				
U.S. Treasury and federal agencies	\$ 43,808	\$ 133	\$ (807)	\$ 43,134
State and municipal	176,670	4,405	(3,177)	177,898
Federal agency collateralized mortgage obligations	116,047	1,242	(2,583)	114,706
Federal agency mortgage-backed pools	170,006	3,172	(2,284)	170,894
Private labeled mortgage-backed pools	1,188	38		1,226
Corporate notes	708	25		733
<b>Total available for sale investment securities</b>	<b>\$ 508,427</b>	<b>\$ 9,015</b>	<b>\$ (8,851)</b>	<b>\$ 508,591</b>

<b>Held to maturity, State and Municipal</b>	\$	9,910	\$	\$	\$	9,910
--	----	-------	----	----	----	-------

Based on evaluation of available evidence, including recent changes in market interest rates, credit rating information, and information obtained from regulatory filings, management believes the declines in fair value for these securities are temporary. While these securities are held in the available for sale portfolio and held-to-maturity, Horizon intends, and has the ability, to hold them until the earlier of a recovery in fair value or maturity.

Should the impairment of any of these securities become other than temporary, the cost basis of the investment will be reduced and the resulting loss recognized in net income in the period the other-than-temporary impairment is identified. At December 31, 2014, no individual investment security had an unrealized loss that was determined to be other-than-temporary.

The unrealized losses on the Company's investments in securities of state and municipal governmental agencies, U.S. Treasury and federal agencies, federal agency collateralized mortgage obligations, and federal agency mortgage-backed pools were caused by interest rate volatility and not a decline in credit quality. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized cost basis of the investments. The Company expects to recover the amortized cost basis over the term of the securities. Because the Company does not intend to sell the investments and it is not likely that the Company will be required to sell the investments before recovery of their amortized cost basis, which may be at maturity, the Company did not consider those investments to be other-than-temporarily impaired at December 31, 2014.

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

The Company elected to transfer 319 available-for-sale ( AFS ) securities with an aggregate fair value of \$167.1 million to a classification of held-to-maturity ( HTM ) on April 1, 2014. In accordance with FASB ASC 320-10-55-24, the transfer from AFS to HTM must be recorded at the fair value of the AFS securities at the time of transfer. The net unrealized holding gain of \$1.3 million, net of tax, at the date of transfer was retained in accumulated other comprehensive income (loss), with the associated pre-tax amount retained in the carrying value of the HTM securities. Such amounts will be amortized to comprehensive income over the remaining life of the securities. The fair value of the transferred AFS securities became the book value of the HTM securities at April 1, 2014, with no unrealized gain or loss at this date. Future reporting periods, with potential changes in market value for these securities, would likely record an unrealized gain or loss for disclosure purposes.

The amortized cost and fair value of securities available for sale and held-to-maturity at December 31, 2014 and December 31, 2013, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	December 31, 2014		December 31, 2013	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<b>Available for sale</b>				
Within one year	\$ 6,098	\$ 6,169	\$ 3,643	\$ 3,663
One to five years	44,720	45,093	49,198	49,627
Five to ten years	16,147	16,768	106,225	107,424
After ten years	6,598	6,790	62,120	61,051
	73,563	74,820	221,186	221,765
Federal agency collateralized mortgage obligations	122,930	122,860	116,047	114,706
Federal agency mortgage-backed pools	122,583	125,395	170,006	170,894
Private labeled mortgage-backed pools	670	689	1,188	1,226
Total available for sale investment securities	\$ 319,746	\$ 323,764	\$ 508,427	\$ 508,591
<b>Held to maturity</b>				
Within one year	\$	\$	\$ 9,910	\$ 9,910
One to five years	592	593		
Five to ten years	99,225	101,323		
After ten years	39,582	40,857		
	139,399	142,773	9,910	9,910

Edgar Filing: HORIZON BANCORP /IN/ - Form 10-K

Federal agency collateralized mortgage obligations	4,039	4,073		
Federal agency mortgage-backed pools	22,329	23,058		
<b>Total held to maturity investment securities</b>	<b>\$ 165,767</b>	<b>\$ 169,904</b>	<b>\$ 9,910</b>	<b>\$ 9,910</b>

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

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>December 31, 2014</b>						
U.S. Treasury and federal agencies	\$ 2,993	\$ (7)	\$ 20,762	\$ (222)	\$ 23,755	\$ (229)
State and municipal	10,287	(121)	2,050	(30)	12,336	(151)
Federal agency collateralized mortgage obligations	15,013	(88)	39,801	(957)	54,813	(1,046)
Federal agency mortgage-backed pools	5,993	(9)	28,044	(351)	34,037	(360)
Total temporarily impaired securities	\$ 34,286	\$ (225)	\$ 90,657	\$ (1,560)	\$ 124,941	\$ (1,786)

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>December 31, 2013</b>						
U.S. Treasury and federal agencies	\$ 32,099	\$ (807)	\$	\$	\$ 32,099	\$ (807)
State and municipal	57,078	(2,993)	3,206	(184)	60,284	(3,177)
Federal agency collateralized mortgage obligations	64,445	(2,121)	8,601	(462)	73,046	(2,583)
Federal agency mortgage-backed pools	87,919	(2,284)			87,919	(2,284)
Total temporarily impaired securities	\$ 241,541	\$ (8,205)	\$ 11,807	\$ (646)	\$ 253,348	\$ (8,851)

**U.S. Treasury, federal agency, state and municipal**

The unrealized losses on the Company's investments in U.S. Treasury, federal agency and state and political subdivisions were caused by interest rate increases. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized cost bases of the investments. Because the Company does not intend to sell the investments and it is not more likely than not the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at December 31, 2014.

**Federal agency mortgage-backed pools and collateralized mortgage obligations**

The unrealized losses on the Company's investment in collateralized mortgage obligations securities were caused by interest rate increases. The Company expects to recover the amortized cost basis over the term of the securities. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell the investments and it is not more likely than not the Company will be required to



sell the investments before recovery of their amortized cost bases, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at December 31, 2014.

Information regarding security proceeds, gross gains and gross losses are presented below.

	Years ended December 31		
	2014	2013	2012
<b>Sales of securities available for sale</b>			
Proceeds	\$ 45,228	\$ 23,853	\$ 14,989
Gross gains	988	382	2
Gross losses		(8)	

The tax effect of the proceeds from the sale of securities available for sale was \$346, \$131 and \$0 for the years ended December 31, 2014, 2013 and 2012, respectively.

The Company pledges securities to secure retail and corporate repurchase agreements to the Federal Reserve for borrowing availability and as settlements for the fair value of swap agreements. At December 31, 2014, the Company had pledged \$159.7 million of fair value or \$157.4 million of amortized cost, in securities as collateral for \$139.7 million in repurchase agreements, \$94.3 million of fair value or \$91.8 million of amortized cost, in securities as collateral for borrowing availability at the Federal Reserve with no current outstanding borrowings and \$13.0 million of fair value or \$12.5 million of amortized cost, in securities as collateral for \$4.5 million in settlements on the fair value of swap agreements.

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Note 5 Loans**

	<b>December 31 2014</b>	<b>December 31 2013</b>
<b>Commercial</b>		
Working capital and equipment	\$ 300,940	\$ 241,569
Real estate, including agriculture	343,455	245,313
Tax exempt	8,595	2,898
Other	21,324	15,409
<b>Total</b>	<b>674,314</b>	<b>505,189</b>
<b>Real estate</b>		
1-4 family	250,799	181,393
Other	3,826	4,565
<b>Total</b>	<b>254,625</b>	<b>185,958</b>
<b>Consumer</b>		
Auto	154,538	139,915
Recreation	5,673	4,839
Real estate/home improvement	38,288	30,729
Home equity	112,426	96,924
Unsecured	3,613	3,825
Other	5,921	3,293
<b>Total</b>	<b>320,459</b>	<b>279,525</b>
Mortgage warehouse	129,156	98,156
<b>Total loans</b>	<b>1,378,554</b>	<b>1,068,828</b>
Allowance for loan losses	(16,501)	(15,992)
<b>Loans, net</b>	<b>\$ 1,362,053</b>	<b>\$ 1,052,836</b>

**Commercial**

Commercial loans are primarily based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of borrowers, however, may not be as expected, and the collateral securing these loans may fluctuate in value. Most commercial loans are secured by the assets being financed or other business assets such as accounts receivable or inventory and may incorporate a personal guarantee; however, some

short-term loans may be made on an unsecured basis. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers.

Commercial real estate loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves larger loan principal amounts and the repayment of these loans is generally dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Commercial real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. The properties securing the Company's commercial real estate portfolio are diverse in terms of property type, and are monitored for concentrations of credit. Management monitors and evaluates commercial real estate loans based on collateral, cash flow and risk grade criteria. As a general rule, the Company avoids financing single purpose projects unless other underwriting factors are present to help mitigate risk. In addition, management tracks the level of owner-occupied commercial real estate loans versus non-owner occupied loans.

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Real Estate and Consumer**

With respect to residential loans that are secured by 1-4 family residences and are generally owner occupied, the Company generally establishes a maximum loan-to-value ratio and requires private mortgage insurance if that ratio is exceeded. Home equity loans are typically secured by a subordinate interest in 1-4 family residences, and consumer loans are secured by consumer assets such as automobiles or recreational vehicles. Some consumer loans are unsecured such as small installment loans and certain lines of credit. Repayment of these loans is primarily dependent on the personal income of the borrowers, which can be impacted by economic conditions in their market areas such as unemployment levels. Repayment can also be impacted by changes in property values on residential properties. Risk is mitigated by the fact that the loans are of smaller individual amounts and spread over a large number of borrowers.

**Mortgage Warehousing**

Horizon's mortgage warehouse lending has specific mortgage companies as customers of Horizon Bank. Individual mortgage loans originated by these mortgage companies are funded as a secured borrowing with a pledge of collateral under Horizon's agreement with the mortgage company. Each individual mortgage and the related mortgagee are underwritten by Horizon to the end investor guidelines and is assigned to Horizon until the loan is sold to the secondary market by the mortgage company. In addition, Horizon takes possession of each original note and forwards such note to the end investor once the mortgage company has sold the loan. At the time a loan is transferred to the secondary market, the mortgage company repurchases the loan under its option within the agreement. Due to the repurchase feature contained in the agreement, the transaction does not qualify as a sale and therefore is accounted for as a secured borrowing with a pledge of collateral pursuant to the agreement with the mortgage company. When the individual loan is sold to the end investor by the mortgage company, the proceeds from the sale of the loan are received by Horizon and used to pay off the loan balance with Horizon along with any accrued interest and any related fees. The remaining balance from the sale is forwarded to the mortgage company. These individual loans typically are sold by the mortgage company within 30 days and are seldom held more than 90 days. Interest income is accrued during this period and collected at the time each loan is sold. Fee income for each loan sold is collected when the loan is sold, and no costs are deferred due to the term between each loan funding and related payoff, which is typically less than 30 days.

Based on the agreements with each mortgage company, at any time a mortgage company can repurchase from Horizon its outstanding loan balance on an individual mortgage and regain possession of the original note. Horizon also has the option to request that the mortgage company repurchase an individual mortgage. Should this occur, Horizon would return the original note and reassign the assignment of the mortgage to the mortgage company. Also, in the event that the end investor would not be able to honor the purchase commitment and the mortgage company would not be able to repurchase its loan on an individual mortgage, Horizon would be able to exercise its rights under the agreement.

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

The following table shows the recorded investment of individual loan categories.

	<b>Loan Balance</b>	<b>Interest Due</b>	<b>Deferred Fees / (Costs)</b>	<b>Recorded Investment</b>
<b>December 31, 2014</b>				
Owner occupied real estate	\$ 228,380	\$ 385	\$ 680	\$ 229,445
Non owner occupied real estate	297,299	309	506	298,114
Residential spec homes	2,027	2		2,029
Development & spec land loans	12,097	28	30	12,155
Commercial and industrial	133,256	859	39	134,154
<b>Total commercial</b>	<b>673,059</b>	<b>1,583</b>	<b>1,255</b>	<b>675,897</b>
Residential mortgage	242,521	737	599	243,857
Residential construction	11,505	21		11,526
Mortgage warehouse	129,156	480		129,636
<b>Total real estate</b>	<b>383,182</b>	<b>1,238</b>	<b>599</b>	<b>385,019</b>
Direct installment	40,137	129	(375)	39,891
Direct installment purchased	219			219
Indirect installment	141,868	314	(163)	142,019
Home equity	139,007	568	(234)	139,341
<b>Total consumer</b>	<b>321,231</b>	<b>1,011</b>	<b>(772)</b>	<b>321,470</b>
<b>Total loans</b>	<b>1,377,472</b>	<b>3,832</b>	<b>1,082</b>	<b>1,382,386</b>
Allowance for loan losses	(16,501)			(16,501)
<b>Net loans</b>	<b>\$ 1,360,971</b>	<b>\$ 3,832</b>	<b>\$ 1,082</b>	<b>\$ 1,365,885</b>

	<b>Loan Balance</b>	<b>Interest Due</b>	<b>Deferred Fees / (Costs)</b>	<b>Recorded Investment</b>
<b>December 31, 2013</b>				
Owner occupied real estate	\$ 156,262	\$ 257	\$ 207	\$ 156,726
Non owner occupied real estate	224,713	105	299	225,117
Residential spec homes	400			400
Development & spec land loans	21,289	62	42	21,393
Commercial and industrial	101,920	737	57	102,714

Total commercial	504,584	1,161	605	506,350
Residential mortgage	176,068	578	382	177,028
Residential construction	9,508	14		9,522
Mortgage warehouse	98,156	480		98,636
<b>Total real estate</b>	<b>283,732</b>	<b>1,072</b>	<b>382</b>	<b>285,186</b>
Direct installment	29,983	104	(281)	29,806
Direct installment purchased	294			294
Indirect installment	131,384	320		131,704
Home equity	117,958	529	187	118,674
<b>Total consumer</b>	<b>279,619</b>	<b>953</b>	<b>(94)</b>	<b>280,478</b>
<b>Total loans</b>	<b>1,067,935</b>	<b>3,186</b>	<b>893</b>	<b>1,072,014</b>
Allowance for loan losses	(15,992)			(15,992)
<b>Net loans</b>	<b>\$ 1,051,943</b>	<b>\$ 3,186</b>	<b>\$ 893</b>	<b>\$ 1,056,022</b>

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Note 6 Accounting for Certain Loans Acquired in a Transfer**

The Company acquired loans in acquisitions and the transferred loans had evidence of deterioration of credit quality since origination and it was probable, at acquisition, that all contractually required payments would not be collected.

Loans purchased with evidence of credit deterioration since origination and for which it is probable that all contractually required payments will not be collected are considered to be credit impaired. Evidence of credit quality deterioration as of the purchase date may include information such as past-due and non-accrual status, borrower credit scores and recent loan-to-value percentages. Purchased credit-impaired loans are accounted for under the accounting guidance for loans and debt securities acquired with deteriorated credit quality (ASC 310-30) and initially measured at fair value, which includes estimated future credit losses expected to be incurred over the life of the loan. Accordingly, an allowance for credit losses related to these loans is not carried over and recorded at the acquisition date.

Management estimated the cash flows expected to be collected at acquisition using our internal risk models, which incorporate the estimate of current key assumptions, such as default rates, severity and prepayment speeds.

The carrying amounts of those loans included in the balance sheet amounts of loans receivable are as follows:

	<b>December 31 2014 Heartland</b>	<b>December 31 2014 Summit</b>	<b>December 31 2014 Total</b>
Commercial	18,307	66,371	\$ 84,678
Real estate	9,734	24,653	34,387
Consumer	8,447	8,975	17,422
Outstanding balance	\$ 36,488	\$ 99,999	\$ 136,487
Carrying amount, net of allowance of \$359			\$ 136,128

	<b>December 31 2013 Heartland</b>	<b>December 31 2013 Summit</b>	<b>December 31 2013 Total</b>
Commercial	\$ 37,048	\$	\$ 37,048
Real estate	11,761		11,761
Consumer	11,485		11,485
Outstanding balance	\$ 60,294	\$	\$ 60,294

Carrying amount, net of allowance of \$389	\$ 59,905
--	-----------

Accretable yield, or income expected to be collected for the years ended December 31, is as follows:

	<b>Twelve Months Ended December 31, 2014</b>		
	<b>Heartland</b>	<b>Summit</b>	<b>Total</b>
Balance at January 1	\$ 3,185	\$	\$ 3,185
Additions		1,688	1,688
Accretion	(557)	(332)	(889)
Reclassification from nonaccretable difference			
Disposals	(228)	(88)	(316)
Balance at December 31	\$ 2,400	\$ 1,268	\$ 3,668

	<b>Twelve Months Ended December 31, 2013</b>		
	<b>Heartland</b>	<b>Summit</b>	<b>Total</b>
Balance at January 1	\$ 6,111	\$	\$ 6,111
Additions			
Accretion	(1,267)		(1,267)
Reclassification from nonaccretable difference			
Disposals	(1,659)		(1,659)
Balance at December 31	\$ 3,185	\$	\$ 3,185



**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

During the years ended December 31, 2014 and 2013, the Company increased the allowance for loan losses by a charge to the income statement of \$253,000 and \$2.6 million, respectively. \$283,000 and \$0 of allowances for loan losses were reversed for the years ended December 31, 2014 and 2013, respectively.

**Note 7 Allowance for Loan Losses**

The historical loss experience is determined by portfolio segment and is based on the actual loss history experienced by the Company over the prior one to five years. Management believes the five-year historical loss experience methodology is appropriate in the current economic environment, as it captures loss rates that are comparable to the current period being analyzed. The actual allowance for loan loss activity is provided below.

	December 31 2014	December 31 2013	December 31 2012
<b>Balance at beginning of the period</b>	\$ 15,992	\$ 18,270	\$ 18,882
<b>Loans charged-off:</b>			
<b>Commercial</b>			
Owner occupied real estate	40	138	418
Non owner occupied real estate	136	937	1,196
Residential development			
Development & Spec Land Loans	173	182	
Commercial and industrial	1,453	1,275	774
<b>Total commercial</b>	1,802	2,532	2,388
<b>Real estate</b>			
Residential mortgage	328	1,055	597
Residential construction			
Mortgage warehouse			
<b>Total real estate</b>	328	1,055	597
<b>Consumer</b>			
Direct Installment	250	333	327
Direct Installment Purchased			
Indirect Installment	1,233	1,178	1,294
Home Equity	516	1,152	1,337
<b>Total consumer</b>	1,999	2,663	2,958
<b>Total loans charged-off</b>	4,129	6,250	5,943

**Recoveries of loans previously charged-off:**

<b>Commercial</b>			
Owner occupied real estate	13	65	547
Non owner occupied real estate	210	71	98
Residential development			
Development & Spec Land Loans	55		
Commercial and industrial	495	532	137
<b>Total commercial</b>	<b>773</b>	<b>668</b>	<b>782</b>
<b>Real estate</b>			
Residential mortgage	21	114	77
Residential construction			
Mortgage warehouse			
<b>Total real estate</b>	<b>21</b>	<b>114</b>	<b>77</b>
<b>Consumer</b>			
Direct Installment	67	488	84
Direct Installment Purchased			
Indirect Installment	560	658	737
Home Equity	159	124	127
<b>Total consumer</b>	<b>786</b>	<b>1,270</b>	<b>948</b>
<b>Total loan recoveries</b>	<b>1,580</b>	<b>2,052</b>	<b>1,807</b>
<b>Net loans charged-off (recovered)</b>	<b>2,549</b>	<b>4,198</b>	<b>4,136</b>
Provision charged to operating expense			
<b>Commercial</b>	<b>2,277</b>	<b>756</b>	<b>1,360</b>
<b>Real estate</b>	<b>(1,153)</b>	<b>1,132</b>	<b>1,262</b>
<b>Consumer</b>	<b>1,934</b>	<b>32</b>	<b>902</b>
<b>Total provision charged to operating expense</b>	<b>3,058</b>	<b>1,920</b>	<b>3,524</b>
<b>Balance at the end of the period</b>	<b>\$ 16,501</b>	<b>\$ 15,992</b>	<b>\$ 18,270</b>

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

Certain loans are individually evaluated for impairment, and the Company's general practice is to proactively charge down impaired loans to the fair value of the underlying collateral.

Consistent with regulatory guidance, charge-offs on all loan segments are taken when specific loans, or portions thereof, are considered uncollectible. The Company's policy is to promptly charge these loans off in the period the uncollectible loss is reasonably determined.

For all loan portfolio segments except 1-4 family residential properties and consumer, the Company promptly charges-off loans, or portions thereof, when available information confirms that specific loans are uncollectible based on information that includes, but is not limited to, (1) the deteriorating financial condition of the borrower, (2) declining collateral values, and/or (3) legal action, including bankruptcy, that impairs the borrower's ability to adequately meet its obligations. For impaired loans that are considered to be solely collateral dependent, a partial charge-off is recorded when a loss has been confirmed by an updated appraisal or other appropriate valuation of the collateral.

The Company charges-off 1-4 family residential and consumer loans, or portions thereof, when the Company reasonably determines the amount of the loss. The Company adheres to timeframes established by applicable regulatory guidance which provides for the charge-down or specific allocation of 1-4 family first and junior lien mortgages to the net realizable value less costs to sell when the value is known but no later than when a loan is 180 days past due. Pursuant to such guidelines, the Company also charges-off unsecured open-end loans when the loan is 90 days past due, and charges down to the net realizable value other secured loans when they are 90 days past due. Loans at these respective delinquency thresholds for which the Company can clearly document that the loan is both well-secured and in the process of collection, such that collection in full will occur regardless of delinquency status, are not charged off.

The following table presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on impairment analysis:

	Commercial	Real Estate	Mortgage Warehousing	Consumer	Total
<b>December 31, 2014</b>					
<b>Allowance For Loan Losses</b>					
<b>Ending allowance balance attributable to loans:</b>					
Individually evaluated for impairment	\$ 1,589	\$	\$	\$	\$ 1,589
Collectively evaluated for impairment	5,827	2,508	1,132	4,951	14,418
Loans acquired with deteriorated credit quality	494				494

<b>Total ending allowance balance</b>	\$ 7,910	\$ 2,508	\$ 1,132	\$ 4,951	\$ 16,501
---------------------------------------	----------	----------	----------	----------	-----------

**Loans:**

Individually evaluated for impairment	\$ 11,055	\$	\$	\$	\$ 11,055
Collectively evaluated for impairment	664,251	255,383	129,636	321,470	1,370,740
Loans acquired with deteriorated credit quality	591				591

<b>Total ending loans balance</b>	\$ 675,897	\$ 255,383	\$ 129,636	\$ 321,470	\$ 1,382,386
-----------------------------------	------------	------------	------------	------------	--------------

	Commercial	Real Estate	Mortgage Warehousing	Consumer	Total
<b>December 31, 2013</b>					
<b>Allowance For Loan Losses</b>					
<b>Ending allowance balance attributable to loans:</b>					
Individually evaluated for impairment	\$ 1,312	\$	\$	\$	\$ 1,312
Collectively evaluated for impairment	4,963	3,462	1,638	4,228	14,291
Loans acquired with deteriorated credit quality	389				389
<b>Total ending allowance balance</b>	\$ 6,664	\$ 3,462	\$ 1,638	\$ 4,228	\$ 15,992

**Loans:**

Individually evaluated for impairment	\$ 7,448	\$	\$	\$	\$ 7,448
Collectively evaluated for impairment	489,547	186,526	98,636	279,448	1,054,157
Loans acquired with deteriorated credit quality	9,355	24		1,030	10,409

<b>Total ending loans balance</b>	\$ 506,350	\$ 186,550	\$ 98,636	\$ 280,478	\$ 1,072,014
-----------------------------------	------------	------------	-----------	------------	--------------

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Note 8 Non-performing Assets and Impaired Loans**

The following table presents the nonaccrual, loans past due over 90 days still on accrual, and troubled debt restructured ( TDRs ) by class of loans:

	Non-accrual	Loans Past Due Over 90 Days Still Accruing	Non- Performing TDRs	Performing TDRs	Total Non- Performing Loans
<b>December 31, 2014</b>					
<b>Commercial</b>					
Owner occupied real estate	\$ 1,773	\$	\$	\$ 44	\$ 1,817
Non owner occupied real estate	7,439		217	566	8,222
<b>Residential development</b>					
Development & Spec Land Loans					
Commercial and industrial	812		1,004		1,816
<b>Total commercial</b>	10,024		1,221	610	11,855
<b>Real estate</b>					
Residential mortgage	2,297	40	765	2,526	5,628
Residential construction			266		266
Mortgage warehouse					
<b>Total real estate</b>	2,297	40	1,031	2,526	5,894
<b>Consumer</b>					
Direct Installment	227	10			237
Direct Installment Purchased					
Indirect Installment	557	47			604
Home Equity	2,207	18	391	1,236	3,852
<b>Total Consumer</b>	2,991	75	391	1,236	4,693
<b>Total</b>	\$ 15,312	\$ 115	\$ 2,643	\$ 4,372	\$ 22,442
	<b>Non-accrual</b>	<b>Loans Past Due Over 90</b>	<b>Non- Performing</b>	<b>Performing TDRs</b>	<b>Total Non- Performing</b>

		<b>Days Still Accruing</b>	<b>TDRs</b>		<b>Loans</b>
<b>December 31, 2013</b>					
<b>Commercial</b>					
Owner occupied real estate	\$ 293	\$	\$ 222	\$ 778	\$ 1,293
Non owner occupied real estate	2,289	45	1,117	518	3,969
<b>Residential development</b>					
Development & Spec Land Loans	182				182
Commercial and industrial	1,250		777		2,027
<b>Total commercial</b>	<b>4,014</b>	<b>45</b>	<b>2,116</b>	<b>1,296</b>	<b>7,471</b>
<b>Real estate</b>					
Residential mortgage	2,459	2	719	2,686	5,866
Residential construction			280		280
Mortgage warehouse					
<b>Total real estate</b>	<b>2,459</b>	<b>2</b>	<b>999</b>	<b>2,686</b>	<b>6,146</b>
<b>Consumer</b>					
Direct Installment	202				202
Direct Installment Purchased					
Indirect Installment	531	2			533
Home Equity	2,542		311	1,072	3,925
<b>Total Consumer</b>	<b>3,275</b>	<b>2</b>	<b>311</b>	<b>1,072</b>	<b>4,660</b>
<b>Total</b>	<b>\$ 9,748</b>	<b>\$ 49</b>	<b>\$ 3,426</b>	<b>\$ 5,054</b>	<b>\$ 18,277</b>

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

Included in the \$15.3 million of non-accrual loans and the \$2.6 million of non-performing TDRs at December 31, 2014 were \$1.4 million and \$247,000, respectively, of loans acquired for which there were accretable yields recognized.

From time to time, the Bank obtains information that may lead management to believe that the collection of payments may be doubtful on a particular loan. In recognition of this, it is management's policy to convert the loan from an earning asset to a non-accruing loan. The entire balance of a loan is considered delinquent if the minimum payment contractually required to be made is not received by the specified due date. Further, it is management's policy to place a loan on a non-accrual status when the payment is delinquent in excess of 90 days or the loan has had the accrual of interest discontinued by management. The officer responsible for the loan and the Chief Operating Officer or the senior collection officer must review all loans placed on non-accrual status. Subsequent payments on non-accrual loans are recorded as a reduction of principal, and interest income is recorded only after principal recovery is reasonably assured. Nonaccrual loans are returned to accrual status when, in the opinion of management, the financial position of the borrower indicates there is no longer any reasonable doubt as to the timely collection of interest or principal in accordance with the loan terms. The Company requires a period of satisfactory performance of not less than six months before returning a nonaccrual loan to accrual status.

A loan becomes impaired when, based on current information, it is probable that a creditor will be unable to collect all amounts due according to the contractual terms of the loan agreement. When a loan is classified as impaired, the degree of impairment must be recognized by estimating future cash flows from the debtor. The present value of these cash flows is computed at a discount rate based on the interest rate contained in the loan agreement. However, if a particular loan has a determinable market value for its collateral, the creditor may use that value. Also, if the loan is secured and considered collateral dependent, the creditor may use the fair value of the collateral. Interest income on loans individually classified as impaired is recognized on a cash basis after all past due and current principal payments have been made.

Smaller-balance, homogeneous loans are evaluated for impairment in total. Such loans include residential first mortgage loans secured by 1-4 family residences, residential construction loans, automobile, home equity, second mortgage loans and mortgage warehouse loans. Commercial loans and mortgage loans secured by other properties are evaluated individually for impairment. When analysis of borrower operating results and financial condition indicate that underlying cash flows of a borrower's business are not adequate to meet its debt service requirements, the loan is evaluated for impairment. Often this is associated with a delay or shortfall in payments of 30 days or more. Loans are generally moved to non-accrual status when they are 90 days or more past due. These loans are often considered impaired. Impaired loans, or portions thereof, are charged off when deemed uncollectible.

Loans for which it is probable that the Company will not collect all principal and interest due according to contractual terms, including TDRs, are measured for impairment. Allowable methods for determining the amount of impairment include estimating fair value using the fair value of the collateral for collateral-dependent loans.

The Company's TDRs are considered impaired loans and included in the allowance methodology using the guidance for impaired loans. At December 31, 2014, the type of concessions the Company has made on restructured loans has been temporary rate reductions and/or reductions in monthly payments and there have been no restructured loans with modified recorded balances. Any modification to a loan that is a concession and is not in the normal course of lending is considered a restructured loan. A restructured loan is returned to accruing status after six consecutive payments but is still reported as TDR unless the loan bears interest at a market rate. As of December 31, 2014, the Company had \$7.0 million in TDRs and \$4.4 million were performing according to the restructured terms and three TDRs with total balances of \$288,000 were returned to accrual status during 2014. There was \$1.0 million of specific reserves allocated to TDRs at December 31, 2014 based on the collateral deficiencies.



Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

Loans transferred and classified as troubled debt restructuring during the years ended December 31, 2014 and 2013, segregated by class, are shown in the table below.

	<b>December 31, 2014</b>		<b>December 31, 2013</b>	
	<b>Unpaid</b>		<b>Unpaid</b>	
	<b>Number of</b>	<b>Principal</b>	<b>Number of</b>	<b>Principal</b>
	<b>Defaults</b>	<b>Balance</b>	<b>Defaults</b>	<b>Balance</b>
<b>Commercial</b>				
Owner occupied real estate		\$	3	\$ 223
Non owner occupied real estate			3	942
Residential development				
Development & Spec Land Loans				
Commercial and industrial	1	247		
<b>Total commercial</b>	<b>1</b>	<b>247</b>	<b>6</b>	<b>1,165</b>
<b>Real estate</b>				
Residential mortgage	2	319	9	1,252
Residential construction				
Mortgage warehouse				
<b>Total real estate</b>	<b>2</b>	<b>319</b>	<b>9</b>	<b>1,252</b>
<b>Consumer</b>				
Direct Installment				
Direct Installment Purchased				
Indirect Installment				
Home Equity	4	404	7	915
<b>Total Consumer</b>	<b>4</b>	<b>404</b>	<b>7</b>	<b>915</b>
<b>Total</b>	<b>7</b>	<b>\$ 969</b>	<b>22</b>	<b>\$ 3,332</b>

Troubled debt restructured loans which had payment defaults during the years ended December 31, 2014 and 2013, segregated by class, are shown in the table below. Default occurs when a loan is 90 days or more past due or transferred to nonaccrual.

	December 31, 2014		December 31, 2013	
	Unpaid		Unpaid	
	Number of	Principal	Number of	Principal
	Defaults	Balance	Defaults	Balance
<b>Commercial</b>				
Owner occupied real estate		\$	3	\$ 223
Non owner occupied real estate			2	424
Residential development				
Development & Spec Land Loans				
Commercial and industrial	1	247		
<b>Total commercial</b>	<b>1</b>	<b>247</b>	<b>5</b>	<b>647</b>
<b>Real estate</b>				
Residential mortgage	2	243	3	355
Residential construction				
Mortgage warehouse				
<b>Total real estate</b>	<b>2</b>	<b>243</b>	<b>3</b>	<b>355</b>
<b>Consumer</b>				
Direct Installment				
Direct Installment Purchased				
Indirect Installment				
Home Equity	3	355	3	178
<b>Total Consumer</b>	<b>3</b>	<b>355</b>	<b>3</b>	<b>178</b>
<b>Total</b>	<b>6</b>	<b>\$ 845</b>	<b>11</b>	<b>\$ 1,180</b>

Table of Contents

## HORIZON BANCORP AND SUBSIDIARIES

## Notes to Consolidated Financial Statements

(Table dollars in thousands except for per share data)

The following table presents commercial loans individually evaluated for impairment by class of loans:

	Unpaid Principal Balance	Recorded Investment	Allowance For Loan Loss Allocated	Twelve Months Ending Average Balance in Impaired Loans	Cash/Accrual Interest Income Recognized
<b>December 31, 2014</b>					
<b>With no recorded allowance</b>					
<b>Commercial</b>					
Owner occupied real estate	\$ 1,169	\$ 1,170	\$	\$ 645	\$ 65
Non owner occupied real estate	1,193	1,194		1,341	51
Residential development					
Development & Spec Land Loans					
Commercial and industrial	854	854		357	27
<b>Total commercial</b>	<b>3,216</b>	<b>3,218</b>		<b>2,343</b>	<b>143</b>
<b>With an allowance recorded</b>					
<b>Commercial</b>					
Owner occupied real estate	422	422	165	141	16
Non owner occupied real estate	6,453	6,453	744	1,995	208
Residential development					
Development & Spec Land Loans					
Commercial and industrial	962	962	680	798	12
<b>Total commercial</b>	<b>7,837</b>	<b>7,837</b>	<b>1,589</b>	<b>2,934</b>	<b>236</b>
<b>Total</b>	<b>\$ 11,053</b>	<b>\$ 11,055</b>	<b>\$ 1,589</b>	<b>\$ 5,277</b>	<b>\$ 379</b>

	Unpaid Principal Balance	Recorded Investment	Allowance For Loan Loss Allocated	Twelve Months Ending Average Balance in Impaired Loans	Cash/Accrual Interest Income Recognized
--	--------------------------------	------------------------	---	--	---

**December 31, 2013****With no recorded allowance****Commercial**

Owner occupied real estate	\$ 1,293	\$ 1,296	\$ 1,845	\$ 68
Non owner occupied real estate	3,521	3,525	2,963	172
Residential development				
Development & Spec Land Loans	23	23	25	
Commercial and industrial	390	405	712	

<b>Total commercial</b>	<b>5,227</b>	<b>5,249</b>	<b>5,545</b>	<b>240</b>
-------------------------	--------------	--------------	--------------	------------

**With an allowance recorded****Commercial**

Owner occupied real estate				
Non owner occupied real estate	403	403	202	485
Residential development				
Development & Spec Land Loans	159	159	48	166
Commercial and industrial	1,637	1,637	1,062	31

<b>Total commercial</b>	<b>2,199</b>	<b>2,199</b>	<b>1,312</b>	<b>1,791</b>	<b>31</b>
-------------------------	--------------	--------------	--------------	--------------	-----------

<b>Total</b>	<b>\$ 7,426</b>	<b>\$ 7,448</b>	<b>\$ 1,312</b>	<b>\$ 7,336</b>	<b>\$ 271</b>
--------------	-----------------	-----------------	-----------------	-----------------	---------------

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

	<b>Unpaid Principal Balance</b>	<b>Recorded Investment</b>	<b>Allowance For Loan Loss Allocated</b>	<b>Twelve Months Ending Average Cash/Accrual Balance in Impaired Loans</b>	<b>Cash/Accrual Interest Income Recognized</b>
<b>December 31, 2012</b>					
<b>With no recorded allowance</b>					
<b>Commercial</b>					
Owner occupied real estate	\$ 4,890	\$ 4,901	\$	\$ 2,422	\$ 80
Non owner occupied real estate	1,961	1,963		1,544	20
Residential development					
Development & Spec Land Loans	133	133		61	
Commercial and industrial	449	466		297	
<b>Total commercial</b>	<b>7,433</b>	<b>7,463</b>		<b>4,324</b>	<b>100</b>
<b>With an allowance recorded</b>					
<b>Commercial</b>					
Owner occupied real estate					
Non owner occupied real estate	1,795	1,795	1,080	481	95
Residential development					
Development & Spec Land Loans	572	572	600	526	6
Commercial and industrial	797	797	265	806	
<b>Total commercial</b>	<b>3,164</b>	<b>3,164</b>	<b>1,945</b>	<b>1,813</b>	<b>101</b>
<b>Total</b>	<b>\$ 10,597</b>	<b>\$ 10,627</b>	<b>\$ 1,945</b>	<b>\$ 6,137</b>	<b>\$ 201</b>

The following table presents the payment status by class of loans:

	<b>30 - 59 Days Past Due</b>	<b>60 - 89 Days Past Due</b>	<b>Greater than 90 Days Past Due</b>	<b>Total Past Due</b>	<b>Loans Not Past Due</b>	<b>Total</b>
<b>December 31, 2014</b>						
<b>Commercial</b>						
Owner occupied real estate	\$ 103	\$ 645	\$	\$ 748	\$ 227,632	\$ 228,380
Non owner occupied real estate	413			413	296,886	297,299

Residential development					2,027	2,027
Development & Spec						
Land Loans					12,097	12,097
Commercial and industrial	19	1	20		133,236	133,256
<b>Total commercial</b>	<b>535</b>	<b>646</b>	<b>1,181</b>		<b>671,878</b>	<b>673,059</b>
<b>Real estate</b>						
Residential mortgage	1,033	193	40	1,266	241,255	242,521
Residential construction					11,505	11,505
Mortgage warehouse					129,156	129,156
<b>Total real estate</b>	<b>1,033</b>	<b>193</b>	<b>40</b>	<b>1,266</b>	<b>381,916</b>	<b>383,182</b>
<b>Consumer</b>						
Direct Installment	113	4	10	127	40,010	40,137
Direct Installment						
Purchased					219	219
Indirect Installment	1,042	243	47	1,332	140,536	141,868
Home Equity	1,084	189	18	1,291	137,716	139,007
<b>Total consumer</b>	<b>2,239</b>	<b>436</b>	<b>75</b>	<b>2,750</b>	<b>318,481</b>	<b>321,231</b>
<b>Total</b>	<b>\$ 3,807</b>	<b>\$ 1,275</b>	<b>\$ 115</b>	<b>\$ 5,197</b>	<b>\$ 1,372,275</b>	<b>\$ 1,377,472</b>
<b>Percentage of total loans</b>	<b>0.28%</b>	<b>0.09%</b>	<b>0.01%</b>	<b>0.38%</b>	<b>99.62%</b>	

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

	<b>30 - 59 Days Past Due</b>	<b>60 - 89 Days Past Due</b>	<b>Greater than 90 Days Past Due</b>	<b>Total Past Due</b>	<b>Loans Not Past Due</b>	<b>Total</b>
<b>December 31, 2013</b>						
<b>Commercial</b>						
Owner occupied real estate	\$ 341	\$	\$	\$ 341	\$ 155,921	\$ 156,262
Non owner occupied real estate	424		45	469	224,244	224,713
Residential development					400	400
Development & Spec Land Loans					21,289	21,289
Commercial and industrial					101,920	101,920
<b>Total commercial</b>	<b>765</b>		<b>45</b>	<b>810</b>	<b>503,774</b>	<b>504,584</b>
<b>Real estate</b>						
Residential mortgage	445	87	2	534	175,534	176,068
Residential construction					9,508	9,508
Mortgage warehouse					98,156	98,156
<b>Total real estate</b>	<b>445</b>	<b>87</b>	<b>2</b>	<b>534</b>	<b>283,198</b>	<b>283,732</b>
<b>Consumer</b>						
Direct Installment	120	24		144	29,839	29,983
Direct Installment Purchased					294	294
Indirect Installment	1,011	175	2	1,188	130,196	131,384
Home Equity	767	58		825	117,133	117,958
<b>Total consumer</b>	<b>1,898</b>	<b>257</b>	<b>2</b>	<b>2,157</b>	<b>277,462</b>	<b>279,619</b>
<b>Total</b>	<b>\$ 3,108</b>	<b>\$ 344</b>	<b>\$ 49</b>	<b>\$ 3,501</b>	<b>\$ 1,064,434</b>	<b>\$ 1,067,935</b>
<b>Percentage of total loans</b>	<b>0.29%</b>	<b>0.03%</b>	<b>0.00%</b>	<b>0.33%</b>	<b>99.67%</b>	

The entire balance of a loan is considered delinquent if the minimum payment contractually required to be made is not received by the specified due date.

Horizon Bank's processes for determining credit quality differ slightly depending on whether a new loan or a renewed loan is being underwritten, or whether an existing loan is being re-evaluated for credit quality. The latter usually occurs upon receipt of current financial information or other pertinent data that would trigger a change in the loan grade.

For new and renewed commercial loans, the Bank's Credit Department, which acts independently of the loan officer, assigns the credit quality grade to the loan. Loan grades for loans with an aggregate credit exposure that exceeds the authorities in the respective markets (ranging from \$1,000,000 to \$2,500,000) are validated by the Loan Committee, which is chaired by the Chief Credit Officer ( CCO ).

Commercial loan officers are responsible for reviewing their loan portfolios and report any adverse material change to the CCO or Loan Committee. When circumstances warrant a change in the credit quality grade, loan officers are required to notify the CCO and the Credit Department of the change in the loan grade. Downgrades are accepted immediately by the CCO however, lenders must present their factual information to either the Loan Committee or the CCO when recommending an upgrade.

The CCO, or his designee, meets weekly with loan officers to discuss the status of past-due loans and classified loans. These meetings are also designed to give the loan officers an opportunity to identify an existing loan that should be downgraded to a classified grade.

Monthly, senior management meets with the Watch Committee, which reviews all of the past due, classified, and impaired loans and the relative trends of these assets. This committee also reviews the actions taken by management regarding foreclosure mitigation, loan extensions, troubled debt restructures, other real estate owned and personal property repossessions. The information reviewed in this meeting acts as a precursor for developing management's analysis of the adequacy of the Allowance for Loan and Lease Losses.

For residential real estate and consumer loans, Horizon uses a grading system based on delinquency. Loans that are 90 days or more past due, on non-accrual, or are classified as a TDR are graded Substandard. After being 90 days delinquent a loan is charged off unless it is well secured and in the process of collection. If the latter case exists, the loan is placed on non-accrual. Occasionally a mortgage loan may be graded as Special Mention. When this situation arises, it is because the characteristics of the loan and the borrower fit the definition of a Risk Grade 5 described below, which is normally used for grading commercial loans. Loans not graded Substandard are considered Pass.



**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

Horizon Bank employs a nine-grade rating system to determine the credit quality of commercial loans. The first five grades represent acceptable quality, and the last four grades mirror the criticized and classified grades used by the bank regulatory agencies (special mention, substandard, doubtful, and loss). The loan grade definitions are detailed below.

**Risk Grade 1: Excellent (Pass)**

Loans secured by liquid collateral, such as certificates of deposit, reputable bank letters of credit, or other cash equivalents; loans that are guaranteed or otherwise backed by the full faith and credit of the United States government or an agency thereof, such as the Small Business Administration; or loans to any publicly held company with a current long-term debt rating of A or better.

**Risk Grade 2: Good (Pass)**

Loans to businesses that have strong financial statements containing an unqualified opinion from a CPA firm and at least three consecutive years of profits; loans supported by unaudited financial statements containing strong balance sheets, five consecutive years of profits, a five-year satisfactory relationship with the Bank, and key balance sheet and income statement trends that are either stable or positive; loans secured by publicly traded marketable securities where there is no impediment to liquidation; loans to individuals backed by liquid personal assets and unblemished credit history; or loans to publicly held companies with current long-term debt ratings of Baa or better.

**Risk Grade 3: Satisfactory (Pass)**

Loans supported by financial statements (audited or unaudited) that indicate average or slightly below average risk and having some deficiency or vulnerability to changing economic conditions; loans with some weakness but offsetting features of other support are readily available; loans that are meeting the terms of repayment, but which may be susceptible to deterioration if adverse factors are encountered.

Loans may be graded Satisfactory when there is no recent information on which to base a current risk evaluation and the following conditions apply:

At inception, the loan was properly underwritten, did not possess an unwarranted level of credit risk, and the loan met the above criteria for a risk grade of Excellent, Good, or Satisfactory;

At inception, the loan was secured with collateral possessing a loan value adequate to protect the Bank from loss.

The loan has exhibited two or more years of satisfactory repayment with a reasonable reduction of the principal balance.

During the period that the loan has been outstanding, there has been no evidence of any credit weakness. Some examples of weakness include slow payment, lack of cooperation by the borrower, breach of loan covenants, or the borrower is in an industry known to be experiencing problems. If any of these credit weaknesses is observed, a lower risk grade may be warranted.

**Risk Grade 4 Satisfactory/Monitored:**

Loans in this category are considered to be of acceptable credit quality, but contain greater credit risk than Satisfactory loans. Borrower displays acceptable liquidity, leverage, and earnings performance within the Bank's minimum underwriting guidelines. The level of risk is acceptable but conditioned on the proper level of loan officer supervision. Loans that normally fall into this grade include acquisition, construction and development loans and income producing properties that have not reached stabilization.

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Risk Grade 4W Management Watch:**

Loans in this category are considered to be of acceptable quality, but with above normal risk. Borrower displays potential indicators of weakness in the primary source of repayment resulting in a higher reliance on secondary sources of repayment. Balance sheet may exhibit weak liquidity and/or high leverage. There is inconsistent earnings performance without the ability to sustain adverse economic conditions. Borrower may be operating in a declining industry or the property type, as for a commercial real estate loan, may be high risk or in decline. These loans require an increased level of loan officer supervision and monitoring to assure that any deterioration is addressed in a timely fashion.

**Risk Grade 5: Special Mention**

Loans which possess some credit deficiency or potential weakness which deserves close attention. Such loans pose an unwarranted financial risk that, if not corrected, could weaken the loan by adversely impacting the future repayment ability of the borrower. The key distinctions of a Special Mention classification are that (1) it is indicative of an unwarranted level of risk and (2) weaknesses are considered potential, not defined, impairments to the primary source of repayment. These loans may be to borrowers with adverse trends in financial performance, collateral value and/or marketability, or balance sheet strength.

**Risk Grade 6: Substandard**

One or more of the following characteristics may be exhibited in loans classified Substandard:

Loans which possess a defined credit weakness. The likelihood that a loan will be paid from the primary source of repayment is uncertain. Financial deterioration is under way and very close attention is warranted to ensure that the loan is collected without loss.

Loans are inadequately protected by the current net worth and paying capacity of the obligor.

The primary source of repayment is gone, and the Bank is forced to rely on a secondary source of repayment, such as collateral liquidation or guarantees.

Loans have a distinct possibility that the Bank will sustain some loss if deficiencies are not corrected.

Unusual courses of action are needed to maintain a high probability of repayment.

The borrower is not generating enough cash flow to repay loan principal; however, it continues to make interest payments.

The lender is forced into a subordinated or unsecured position due to flaws in documentation.

Loans have been restructured so that payment schedules, terms, and collateral represent concessions to the borrower when compared to the normal loan terms.

The lender is seriously contemplating foreclosure or legal action due to the apparent deterioration in the loan.

There is a significant deterioration in market conditions to which the borrower is highly vulnerable.

**Risk Grade 7: Doubtful**

One or more of the following characteristics may be present in loans classified Doubtful:

Loans have all of the weaknesses of those classified as Substandard. However, based on existing conditions, these weaknesses make full collection of principal highly improbable.

The primary source of repayment is gone, and there is considerable doubt as to the quality of the secondary source of repayment.

The possibility of loss is high but because of certain important pending factors which may strengthen the loan, loss classification is deferred until the exact status of repayment is known.

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Risk Grade 8: Loss**

Loans are considered uncollectible and of such little value that continuing to carry them as assets is not feasible. Loans will be classified Loss when it is neither practical nor desirable to defer writing off or reserving all or a portion of a basically worthless asset, even though partial recovery may be possible at some time in the future.

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

The following table presents loans by credit grades.

	<b>Pass</b>	<b>Special Mention</b>	<b>Substandard</b>	<b>Doubtful</b>	<b>Total</b>
<b>December 31, 2014</b>					
<b>Commercial</b>					
Owner occupied real estate	\$ 215,875	\$ 7,623	\$ 4,883	\$	\$ 228,381
Non owner occupied real estate	283,518	4,458	9,323		297,299
Residential development	2,027				2,027
Development & Spec Land Loans	12,018	79			12,097
Commercial and industrial	128,589	1,799	2,868		133,256
<b>Total commercial</b>	<b>642,027</b>	<b>13,959</b>	<b>17,074</b>		<b>673,060</b>
<b>Real estate</b>					
Residential mortgage	236,893		5,628		242,521
Residential construction	11,239		266		11,505
Mortgage warehouse	129,156				129,156
<b>Total real estate</b>	<b>377,288</b>		<b>5,894</b>		<b>383,182</b>
<b>Consumer</b>					
Direct Installment	39,900		237		40,137
Direct Installment Purchased	219				219
Indirect Installment	141,264		604		141,868
Home Equity	135,155		3,852		139,007
<b>Total Consumer</b>	<b>316,538</b>		<b>4,693</b>		<b>321,231</b>
<b>Total</b>	<b>\$ 1,335,854</b>	<b>\$ 13,959</b>	<b>\$ 27,661</b>	<b>\$</b>	<b>\$ 1,377,473</b>
<b>Percentage of total loans</b>	<b>96.98%</b>	<b>1.01%</b>	<b>2.01%</b>	<b>0.00%</b>	

	<b>Pass</b>	<b>Special Mention</b>	<b>Substandard</b>	<b>Doubtful</b>	<b>Total</b>
<b>December 31, 2013</b>					
<b>Commercial</b>					
Owner occupied real estate	\$ 146,085	\$ 2,231	\$ 7,946	\$	\$ 156,262
Non owner occupied real estate	208,625	5,047	11,041		224,713

Edgar Filing: HORIZON BANCORP /IN/ - Form 10-K

Residential development	400			400
Development & Spec Land Loans	19,858	91	1,340	21,289
Commercial and industrial	91,852	6,492	3,576	101,920
<b>Total commercial</b>	<b>466,820</b>	<b>13,861</b>	<b>23,903</b>	<b>504,584</b>
<b>Real estate</b>				
Residential mortgage	170,202		5,866	176,068
Residential construction	9,228		280	9,508
Mortgage warehouse	98,156			98,156
<b>Total real estate</b>	<b>277,586</b>		<b>6,146</b>	<b>283,732</b>
<b>Consumer</b>				
Direct Installment	29,781		202	29,983
Direct Installment Purchased	294			294
Indirect Installment	130,851		533	131,384
Home Equity	114,033		3,925	117,958
<b>Total Consumer</b>	<b>274,959</b>		<b>4,660</b>	<b>279,619</b>
<b>Total</b>	<b>\$ 1,019,365</b>	<b>\$ 13,861</b>	<b>\$ 34,709</b>	<b>\$ 1,067,935</b>
<b>Percentage of total loans</b>	<b>95.45%</b>	<b>1.30%</b>	<b>3.25%</b>	<b>0.00%</b>

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Note 9 Premises and Equipment**

	<b>December 31 2014</b>	<b>December 31 2013</b>
Land	\$ 16,550	\$ 13,323
Buildings and improvements	49,066	45,466
Furniture and equipment	13,795	11,833
Total cost	79,411	70,622
Accumulated depreciation	(26,950)	(24,428)
Net premise and equipment	\$ 52,461	\$ 46,194

**Note 10 Loan Servicing**

Loans serviced for others are not included in the accompanying consolidated balance sheets. The unpaid principal balances of loans serviced for others totaled approximately \$1,035.5 million and \$943.1 million at December 31, 2014 and 2013.

The aggregate fair value of capitalized mortgage servicing rights was approximately \$10.5 million, \$9.9 million, and \$6.6 million at December 31, 2014, 2013 and 2012, compared to the carrying values of \$7.6 million, \$7.0 million and \$5.1 million, respectively. Comparable market values and a valuation model that calculates the present value of future cash flows were used to estimate fair value. For purposes of measuring impairment, risk characteristics including product type, investor type and interest rates, were used to stratify the originated mortgage servicing rights.

	<b>December 31 2014</b>	<b>December 31 2013</b>	<b>December 31 2012</b>
<b>Mortgage servicing rights</b>			
Balances, January 1	\$ 7,428	\$ 6,169	\$ 5,049
Servicing rights capitalized	2,280	2,535	2,439
Amortization of servicing rights	(1,728)	(1,276)	(1,319)
Balances, December 31	7,980	7,428	6,169
<b>Impairment allowance</b>			
Balances, January 1	(389)	(1,024)	(856)



Edgar Filing: HORIZON BANCORP /IN/ - Form 10-K

Additions	(95)	(54)	(762)
Reductions	146	689	594
Balances, December 31	(338)	(389)	(1,024)
<b>Mortgage servicing rights, net</b>	<b>\$ 7,642</b>	<b>\$ 7,039</b>	<b>\$ 5,145</b>

During 2014, 2013 and 2012, the Bank recorded recovery and additional (impairment) of approximately \$51,000, \$635,000 and \$(168,000).

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Note 11 Intangible Assets**

As a result of the acquisition of Alliance Bank Corporation in 2005, American Trust & Savings Bank in 2010, Heartland in 2012 and Summit in 2014, the Company has recorded certain amortizable intangible assets related to core deposit intangibles. The core deposit intangible is being amortized over seven to ten years using an accelerated method. Amortizable intangible assets are summarized as follows:

	<b>December 31, 2014</b>		<b>December 31, 2013</b>	
	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>
Amortizable intangible assets Core deposit intangible	\$ 8,526	\$ (4,561)	\$ 6,969	\$ (3,681)

Amortization expense for intangible assets totaled \$880,000, \$760,000, and \$576,000 for the years ended December 31, 2014, 2013 and 2012. Estimated amortization for the years ending December 31 is as follows:

2015	\$ 768
2016	666
2017	664
2018	661
2019	519
Thereafter	687
	<b>\$ 3,965</b>

**Note 12 Deposits**

	<b>December 31 2014</b>	<b>December 31 2013</b>
Noninterest-bearing demand deposits	\$ 267,667	\$ 231,096
Interest-bearing demand deposits	606,609	513,445
Money market (variable rate)	179,142	129,425
Savings deposits	144,831	137,096
Certificates of deposit of \$100,000 or more	137,147	134,337
Other certificates and time deposits	146,923	146,121

Total deposits	\$ 1,482,319	\$ 1,291,520
----------------	--------------	--------------

Certificates and other time deposits for both retail and brokered maturing in years ending December 31 are as follows:

	<b>Retail</b>	<b>Brokered</b>	<b>Total</b>
2015	\$ 114,468	\$ 10,913	\$ 125,381
2016	46,265	7,302	53,567
2017	42,482	2,677	45,159
2018	26,332		26,332
2019	15,275		15,275
Thereafter	18,356		18,356
	\$ 263,178	\$ 20,892	\$ 284,070

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Note 13 Borrowings**

	<b>December 31 2014</b>	<b>December 31 2013</b>
Federal Home Loan Bank advances, variable and fixed rates ranging from 0.32% to 7.53%, due at various dates through November 15, 2024	\$ 116,473	\$ 75,050
Securities sold under agreements to repurchase	139,725	140,246
Federal funds purchased	95,000	41,000
<b>Total borrowings</b>	<b>\$ 351,198</b>	<b>\$ 256,296</b>

The Federal Home Loan Bank advances are secured by first and second mortgage loans and mortgage warehouse loans totaling approximately \$354.2 million. Advances are subject to restrictions or penalties in the event of prepayment.

Securities sold under agreements to repurchase consist of obligations of the Bank to other parties. The obligations are secured by U.S. agency and mortgage-backed securities and such collateral is held in safekeeping by third parties. The maximum amount of outstanding agreements at any month end during 2014 and 2013 totaled \$144.3 million and \$141.4 million and the daily average of such agreements totaled \$140.9 million and \$137.6 million. The agreements at December 31, 2014, mature at various dates through September 13, 2020.

At December 31, 2014, the Bank has available approximately \$301.4 million in credit lines with various money center banks, including the FHLB.

Contractual maturities in years ending December 31:

2015	\$ 214,340
2016	27,432
2017	47,539
2018	1,111
2019	50,293
Thereafter	10,483
	<b>\$ 351,198</b>

#### **Note 14 Subordinated Debentures**

In October of 2004, Horizon formed Horizon Statutory Trust II (Trust II), a wholly owned statutory business trust. Trust II sold \$10.3 million of Trust Preferred Capital Securities as a participant in a pooled trust preferred securities offering. The proceeds from the sale of the trust preferred securities were used by the trust to purchase an equivalent amount of subordinated debentures from Horizon. The junior subordinated debentures are the sole assets of Trust II and are fully and unconditionally guaranteed by Horizon. The junior subordinated debentures and the trust preferred securities pay interest and dividends on a quarterly basis. The junior subordinated debentures and the securities bear interest at a rate of 90-day LIBOR plus 1.95% (2.19% at December 31, 2014) and mature on October 21, 2034, and securities may be called at any quarterly interest payment date at par. Costs associated with the issuance of the securities totaling \$17,500 were capitalized and were amortized to the October 31, 2009, first call date of the securities.

In December of 2006, Horizon formed Horizon Bancorp Capital Trust III (Trust III), a wholly owned statutory business trust. Trust III sold \$12.4 million of Trust Preferred Capital Securities as a participant in a pooled trust preferred securities offering. The proceeds from the sale of the trust preferred securities were used by the trust to purchase an equivalent amount of subordinated debentures from Horizon. The junior subordinated debentures are the sole assets of Trust III and are fully and unconditionally guaranteed by Horizon. The junior subordinated debentures and the trust preferred securities pay interest and dividends on a quarterly basis. The junior subordinated debentures and the securities bear interest at a rate

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

of 90-day LIBOR plus 1.65% (1.88% at December 31, 2014) and mature on January 30, 2037, and securities may be called at any quarterly interest payment date at par. Costs associated with the issuance of the securities totaling \$12,647 were capitalized and are being amortized to the first call date of the securities.

The Company assumed additional debentures as the result of the acquisition of Alliance Bank Corporation in 2005. In June 2004, Alliance formed Alliance Financial Statutory Trust I a wholly owned business trust (Alliance Trust), to sell \$5.2 million in trust preferred securities. The proceeds from the sale of the trust preferred securities were used by the trust to purchase an equivalent amount of subordinated debentures from Alliance. The junior subordinated debentures are the sole assets of Alliance Trust and are fully and unconditionally guaranteed by Horizon. The junior subordinated debentures and the trust preferred securities pay interest and dividends on a quarterly basis. The junior subordinated debentures and the securities bear interest at a rate of 90-day LIBOR plus 2.65% (2.89% at December 31, 2014) and mature in June 2034, and securities may be called at any quarterly interest payment date at par.

The Company assumed additional debentures as the result of the American Trust & Savings Bank purchase and assumption in 2010. In March 2004, Am Tru Inc., the holding company for American Trust & Savings Bank, formed Am Tru Statutory Trust I a wholly owned business trust (Am Tru Trust), to sell \$3.5 million in trust preferred securities. The proceeds from the sale of the trust preferred securities were used by the trust to purchase an equivalent amount of subordinated debentures from Am Tru Inc. The junior subordinated debentures are the sole assets of Am Tru Trust and are fully and unconditionally guaranteed by Horizon. The junior subordinated debentures and the trust preferred securities pay interest and dividends on a quarterly basis. The junior subordinated debentures and the securities bear interest at a rate of 90-day LIBOR plus 2.85% (3.09% at December 31, 2014) and mature in March 2034, and securities may be called at any quarterly interest payment date at par. The carrying value was \$2.9 million, net of the remaining purchase discount, at December 31, 2014.

The Company assumed additional debentures as the result of the Heartland merger in July 2012. In December 2006, Heartland formed Heartland (IN) Statutory Trust II a wholly owned business trust (Heartland Trust), to sell \$3.0 million in trust preferred securities. The proceeds from the sale of the trust preferred securities were used by the trust to purchase an equivalent amount of subordinated debentures from Heartland. The junior subordinated debentures are the sole assets of Heartland Trust and are fully and unconditionally guaranteed by Horizon. The junior subordinated debentures and the trust preferred securities pay interest and dividends on a quarterly basis. The junior subordinated debentures and the securities bear interest at a rate of 90-day LIBOR plus 1.67% (1.91% at December 31, 2014) and mature in December 2036, and securities may be called at any quarterly interest payment date at par. The carrying value was \$1.5 million, net of the remaining purchase discount, at December 31, 2014.

The Trust Preferred Capital Securities, subject to certain limitations, are included in Tier 1 Capital for regulatory purposes. Dividends on the Trust Preferred Capital Securities are recorded as interest expense.

**Note 15 Employee Stock Ownership Plan**

Effective January 1, 2007, Horizon converted its stock bonus plan to an employee stock ownership plan ( ESOP ). Prior to that date, Horizon maintained an employee stock bonus plan that covered substantially all employees. The stock bonus plan was noncontributory, and Horizon made matching contributions of amounts contributed by the employees to the Employee Thrift Plan and discretionary contributions. Prior to the establishment of the employee stock bonus plan, Horizon maintained an ESOP that was terminated in 1999. The prior ESOP accounts of active employees and the discretionary accounts of active employees remain in the new ESOP. The Matching contribution accounts under the Stock Bonus Plan were transferred to the Horizon Bancorp Employees Thrift Plan.

The ESOP exists for the benefit of substantially all employees. Contributions to the ESOP are by Horizon and are determined by the Board of Directors at their discretion. The contributions may be made in the form of cash or common stock. Shares are allocated among participants each December 31 on the basis of each participant s eligible compensation to total eligible compensation. Eligible compensation is limited to \$260,000 for each participant. Dividends on shares held by the plan, at the discretion of each participant, may be distributed to an individual participant or left in the plan to purchase additional shares.

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

Total cash contributions and expense recorded for the ESOP was \$400,000 in 2014, \$475,000 in 2013 and \$475,000 in 2012.

The ESOP, which is not leveraged, owns a total of 800,339 shares of Horizon's stock or 8.7% of the outstanding shares.

**Note 16 Employee Thrift Plan**

The Employee Thrift Plan ( Plan ) provides that all employees of Horizon with the requisite hours of service are eligible for the Plan. The Plan permits voluntary employee contributions and Horizon may make discretionary matching and profit sharing contributions. Each eligible employee is vested according to a schedule based upon years of service. Employee voluntary contributions are vested at all times. The Bank's expense related to the Plan totaled approximately \$633,000 in 2014, \$545,000 in 2013 and \$566,000 in 2012.

The Plan owns a total of 313,804 shares of Horizon's stock or 3.4% of the outstanding shares.

**Note 17 Income Tax**

	December 31 2014	December 31 2013	December 31 2012
Income tax expense			
Currently payable			
Federal	\$ 4,710	\$ 3,900	\$ 5,582
State	(149)	(88)	120
Deferred	1,594	3,236	2,744
Total income tax expense	\$ 6,155	\$ 7,048	\$ 8,446
Reconciliation of federal statutory to actual tax expense			
Federal statutory income tax at 35%	\$ 8,488	\$ 9,424	\$ 9,800
Tax exempt interest	(1,628)	(1,517)	(1,419)
Tax exempt income	(366)	(362)	(359)
Other tax exempt income	(309)	(342)	
Nondeductible and other	(30)	(176)	(177)
Effect of state income taxes		21	601
Actual tax expense	\$ 6,155	\$ 7,048	\$ 8,446



	December 31 2014	December 31 2013
<b>Assets</b>		
Allowance for loan losses	\$ 5,680	\$ 5,677
Net operating loss	3,509	2,977
Director and employee benefits	1,953	1,828
Unrealized loss on AFS securities and fair value hedge	588	931
Other	596	537
<b>Total assets</b>	<b>12,326</b>	<b>11,950</b>
<b>Liabilities</b>		
Depreciation	(1,563)	(1,424)
Difference in expense recognition		(368)
State tax	(126)	(236)
Federal Home Loan Bank stock dividends	(200)	(295)
Difference in basis of intangible assets	(2,839)	(2,189)
FHLB Penalty	(283)	(508)
Other	(1,303)	(1,188)
<b>Total liabilities</b>	<b>(6,314)</b>	<b>(6,208)</b>
<b>Net deferred tax asset</b>	<b>\$ 6,012</b>	<b>\$ 5,742</b>

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

As of December 31, 2014, the Company had approximately \$10.9 million of state tax loss carryforward available to offset future franchise taxable income. Also, at December 31, 2014, the Company had approximately \$7.6 million of federal loss carryforward available to offset future federal income tax. The state loss carryforward begins to expire in 2014. The federal loss carryforward expires in 2029. Due to these losses being incurred by Heartland and Summit prior to the acquisitions by Horizon, the annual losses which can be used are subject to an annual limitation. Management believes that the Company will be able to utilize the benefits recorded for both state and federal loss carryforwards within the allotted time periods.

The Company files income tax returns in the U.S. federal jurisdiction. With a few exceptions, the Company is no longer subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years before 2011.

**Note 18 Accumulated Other Comprehensive Income (Loss)**

The components of accumulated other comprehensive income (loss) included in capital are as follows:

	<b>December 31 2014</b>	<b>December 31 2013</b>
Unrealized gain on securities available for sale	\$ 4,018	\$ 164
Unamortized gain on securities held to maturity, previously transferred from AFS	1,658	
Unrealized loss on derivative instruments	(3,337)	(2,826)
Tax effect	(818)	933
Total accumulated other comprehensive income (loss)	\$ 1,521	\$ (1,729)

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Note 19 Commitments, Off-Balance Sheet Risk and Contingencies**

Because of the nature of its activities, Horizon is subject to claims and lawsuits that arise primarily in the ordinary course of business. It is the opinion of management that the disposition or ultimate resolution of such claims and lawsuits will not have a material adverse effect on the consolidated financial position, results of operations and cash flows of the Company.

The Bank was required to have approximately \$2.3 million of cash on hand or on deposit with the Federal Reserve Bank to meet regulatory reserve and clearing balance requirements at December 31, 2014. These balances are included in cash and cash equivalents and do not earn interest.

The Bank is a party to financial instruments with off-balance sheet risk in the ordinary course of business to meet financing needs of its customers. These financial instruments include commitments to make loans and standby letters of credit. The Bank's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to make loans and standby letters of credit is represented by the contractual amount of those instruments. The Bank follows the same credit policy to make such commitments as is followed for those loans recorded in the financial statements.

At December 31, 2014 and 2013, commitments to make loans amounted to approximately \$408.6 million and \$519.7 million and commitments under outstanding standby letters of credit amounted to approximately \$3.9 million and \$1.3 million. Since many commitments to make loans and standby letters of credit expire without being used, the amount does not necessarily represent future cash advances. No losses are anticipated as a result of these transactions. Collateral obtained upon exercise of the commitment is determined using management's credit evaluation.

**Note 20 Regulatory Capital**

Horizon and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies and are assigned to a capital category. The assigned capital category is largely determined by three ratios that are calculated according to the regulations: total risk adjusted capital, Tier I capital and Tier I leverage ratios. The ratios are intended to measure capital relative to assets and credit risk associated with those assets and off-balance sheet exposures of the entity. The capital category assigned to an entity can also be affected by qualitative judgments made by regulatory agencies about the risk inherent in the entity's activities that are not part of the calculated ratios. Furthermore, the regulators for the Company and the Bank could require adjustments to regulator capital not reflected in these financial statements.

There are five capital categories defined in the regulations, ranging from well capitalized to critically undercapitalized. Classification of a bank in any of the undercapitalized categories can result in actions by regulators that could have a material effect on a bank's operations. At December 31, 2014 and 2013, Horizon and the Bank were categorized as well capitalized and met all subject capital adequacy requirements.



**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

	Actual		For Capital <sup>1</sup> Adequacy Purposes		For Well <sup>1</sup> Capitalized Purposes	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>As of December 31, 2014</b>						
Total capital <sup>1</sup> (to risk-weighted assets)						
Consolidated	\$ 212,276	14.48%	\$ 117,280	8.00%	N/A	N/A
Bank	192,604	13.08%	117,801	8.00%	\$ 147,251	10.00%
Tier 1 capital <sup>1</sup> (to risk-weighted assets)						
Consolidated	195,775	13.35%	58,659	4.00%	N/A	N/A
Bank	176,103	11.96%	58,897	4.00%	88,346	6.00%
Tier 1 capital <sup>1</sup> (to average assets)						
Consolidated	195,775	9.76%	80,236	4.00%	N/A	N/A
Bank	176,103	8.80%	80,047	4.00%	100,059	5.00%
<b>As of December 31, 2013</b>						
Total capital <sup>1</sup> (to risk-weighted assets)						
Consolidated	\$ 192,904	16.33%	\$ 94,503	8.00%	N/A	N/A
Bank	173,634	14.67%	94,688	8.00%	\$ 118,360	10.00%
Tier 1 capital <sup>1</sup> (to risk-weighted assets)						
Consolidated	178,115	15.08%	47,245	4.00%	N/A	N/A
Bank	158,827	13.42%	47,340	4.00%	71,011	6.00%
Tier 1 capital <sup>1</sup> (to average assets)						
Consolidated	178,115	10.28%	69,305	4.00%	N/A	N/A
Bank	158,827	9.18%	69,206	4.00%	86,507	5.00%

<sup>1</sup> As defined by regulatory agencies**Note 21 Share-Based Compensation**

On January 21, 2003, the Board of Directors adopted the Horizon Bancorp 2003 Omnibus Equity Incentive Plan ( 2003 Plan ), which was approved by stockholders on May 8, 2003. Under the 2003 Plan, Horizon could issue up to 337,500 common shares, plus the number of shares that are tendered to or withheld by Horizon in connection with the exercise of options plus that number of shares that are purchased by Horizon with the cash proceeds received upon option exercises. The 2003 Plan limited the number of shares available to 337,500 for incentive stock options and to 168,750 for the grant of non-option awards. The shares available for issuance under the 2003 Plan could be divided among the various types of awards and among the participants as the Compensation Committee ( Committee ) determines. The Committee was authorized to grant any type of award to a participant that was consistent with the provisions of the 2003 Plan. Awards could consist of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, performance units, performance shares or any combination of these awards. The Committee determined the provisions, terms and conditions of each award. The restricted shares vest over a period of time established by the Committee at the time of each grant. Holders of restricted shares receive dividends and may vote

the shares. The restricted shares are recorded at fair market value (on the date granted) as a separate component of stockholders' equity. The cost of these shares is being amortized against earnings using the straight-line method over the vesting period. The options shares granted under the 2003 plan vest at a rate designated per the individual agreements. The restricted shares granted under the 2003 Plan vest at the end of each grant's vesting period. On March 8, 2010, the Board of Directors adopted, and on May 6, 2010, the stockholders approved, an amendment to the 2003 Omnibus Equity Incentive Plan making an additional 393,750 common shares available for issuance.

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

A summary of option activity under the 2003 Plan as of December 31, 2014, and changes during the year then ended, is presented below:

	<b>Shares</b>	<b>Weighted- Average Exercise Price</b>	<b>Weighted- Average Remaining Contractual Term</b>	<b>Aggregate Intrinsic Value</b>
Outstanding, beginning of year	91,447	\$ 11.29		
Granted				
Exercised	(11,250)	10.84		
Forfeited	(2,250)	11.60		
Outstanding, end of year	77,947	11.35	5.19	\$ 1,152,901
Exercisable, end of year	59,215	11.23	4.80	882,658

On June 18, 2013, the Board of Directors adopted the Horizon Bancorp 2013 Omnibus Equity Incentive Plan ( 2013 Plan ), which was approved by the Company's shareholders on May 8, 2014. Under the 2013 Plan, Horizon may issue up to 691,700 common shares, plus the number of shares that are tendered to or withheld by Horizon in connection with the exercise of options plus that number of shares that are purchased by Horizon with the cash proceeds received upon option exercises. The 2013 Plan limits the number of shares available to 100,000 for incentive stock options and to 400,000 for the grant of non-option awards. The shares available for issuance under the 2013 Plan may be divided among the various types of awards and among the participants as the Committee determines. The Committee is authorized to grant any type of award to a participant that is consistent with the provisions of the 2013 Plan. Awards may consist of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, performance units, performance shares or any combination of these awards. The Committee determines the provisions, terms and conditions of each award. The restricted shares vest over a period of time established by the Committee at the time of each grant. Holders of restricted shares receive dividends and may vote the shares. The restricted shares are recorded at fair market value (on the date granted) as a separate component of stockholders equity. The cost of these shares is being amortized against earnings using the straight-line method over the vesting period. The options shares granted under the 2013 Plan vest at a rate designated per the individual agreements. The restricted shares granted under the 2013 Plan vest at the end of each grant's vesting period.

The fair value of options granted is estimated on the date of the grant using an option-pricing model with the following weighted-average assumptions:

<b>December 31</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>
Dividend yields	2.01%	1.98%	2.56%
Volatility factors of expected market price of common stock	29.54%	29.75%	29.47%
Risk-free interest rates	2.66%	2.16%	1.84%
Expected life of options	8 years	8 years	8 years



**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

A summary of option activity under the 2013 Plan as of December 31, 2014, and changes during the year then ended, is presented below:

	<b>Shares</b>	<b>Weighted- Average Exercise Price</b>	<b>Weighted- Average Remaining Contractual Term</b>	<b>Aggregate Intrinsic Value</b>
Outstanding, beginning of year	46,888	\$ 20.27		
Granted	40,259	22.36		
Exercised				
Forfeited	(3,000)	21.12		
Outstanding, end of year	87,147	21.24	8.84	\$ 412,000
Exercisable, end of year	14,496	20.23	8.46	85,728

The weighted average grant-date fair value of options granted during the year 2014, 2013 and 2012 was \$6.50, \$5.74 and \$3.25.

A summary of the status of Horizon's non-vested, restricted and performance shares as of December 31, 2014 is presented below:

	<b>Shares</b>	<b>Weighted Average Grant Date Fair Value</b>
Non-vested beginning of year	85,875	\$ 14.17
Vested		
Granted	9,007	22.20
Forfeited	(10,125)	12.88
Non-vested, end of year	84,757	15.18

Grants vest at the end of three, four or five years of continuous employment.

Total compensation cost recognized in the income statement for option-based payment arrangements during 2014 was \$203,000 and the related tax benefit recognized was approximately \$71,000. Total compensation cost recognized in the income statement for option-based payment arrangements during 2013 and 2012 was \$48,000 and \$33,000 and the related tax benefit recognized was \$19,000 and \$13,000, respectively.

Total compensation cost recognized in the income statement for restricted share based payment arrangements during 2014, 2013 and 2012 was \$363,000, \$288,000, and \$187,000. The recognized tax benefit related thereto was approximately \$127,000, \$115,000, and \$75,000 for the years ended December 31, 2014, 2013 and 2012.

Cash received from option exercise under all share-based payment arrangements for the years ended December 31, 2014, 2013 and 2012 was \$122,000, \$136,000, and \$195,000. The actual tax benefit realized for the tax deductions from option exercise of the share-based payment arrangements totaled \$43,000, \$58,000, and \$30,000, for the years ended December 31, 2014, 2013 and 2012.

As of December 31, 2014, there was \$903,000 of total unrecognized compensation cost related to all non-vested share-based compensation arrangements granted under all of the plans. That cost is expected to be recognized over a weighted-average period of 1.5 years.

**Table of Contents**

**HORIZON BANCORP AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Note 22 Derivative Financial Instruments**

***Cash Flow Hedges***

As a strategy to maintain acceptable levels of exposure to the risk of changes in future cash flow due to interest rate fluctuations, the Company entered into interest rate swap agreements for a portion of its floating rate debt. The agreements provide for the Company to receive interest from the counterparty at three month LIBOR and to pay interest to the counterparty at a weighted average fixed rate of 6.14% on a notional amount of \$30.5 million at December 31, 2014 and \$30.5 million at December 31, 2013. Under the agreements, the Company pays or receives the net interest amount monthly, with the monthly settlements included in interest expense.

Management has designated the interest rate swap agreement as a cash flow hedging instrument. For derivative instruments that are designated and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative is reported as a component of other comprehensive income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings. At December 31, 2014, the Company's cash flow hedge was effective and is not expected to have a significant impact on the Company's net income over the next 12 months.

***Fair Value Hedges***

Fair value hedges are intended to reduce the interest rate risk associated with the underlying hedged item. The Company enters into fixed rate loan agreements as part of its lending policy. To mitigate the risk of changes in fair value based on fluctuations in interest rates, the Company has entered into interest rate swap agreements on individual loans, converting the fixed rate loans to a variable rate. For derivative instruments that are designated and qualify as a fair value hedge, the gain or loss on the derivative as well as the offsetting gain or loss on the hedged item attributable to the hedged risk are recognized in current earnings. At December 31, 2014, the Company's fair value hedges were effective and are not expected to have a significant impact on the Company's net income over the next 12 months.

The change in fair value of both the hedge instruments and the underlying loan agreements are recorded as gains or losses in interest income. The fair value hedges are considered to be highly effective and any hedge ineffectiveness was deemed not material. The notional amounts of the loan agreements being hedged were \$102.7 million at December 31, 2014 and \$95.3 million at December 31, 2013.

***Other Derivative Instruments***

The Company enters into non-hedging derivatives in the form of mortgage loan forward sale commitments with investors and commitments to originate mortgage loans as part of its mortgage banking business. At December 31, 2014, the Company's fair value of these derivatives were recorded and over the next 12 months are not expected to have a significant impact on the Company's net income.

The change in fair value of both the forward sale commitments and commitments to originate mortgage loans were recorded and the net gains or losses included in the Company's gain on sale of loans.

Table of Contents

## HORIZON BANCORP AND SUBSIDIARIES

## Notes to Consolidated Financial Statements

(Table dollars in thousands except for per share data)

The following tables summarize the fair value of derivative financial instruments utilized by Horizon Bancorp:

	Asset Derivative December 31, 2014		Liability Derivatives December 31, 2014	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
<b>Derivatives designated as hedging instruments (Unaudited)</b>				
Interest rate contracts	Loans	\$	Other liabilities	\$ 1,208
Interest rate contracts	Other Assets	1,208	Other liabilities	3,339
<b>Total derivatives designated as hedging instruments</b>		1,208		4,547
<b>Derivatives not designated as hedging instruments</b>				
Mortgage loan contracts	Other assets	447	Other liabilities	
<b>Total derivatives not designated as hedging instruments</b>		447		
<b>Total derivatives</b>		\$ 1,655		\$ 4,547

	Asset Derivative December 31, 2013		Liability Derivatives December 31, 2013	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
<b>Derivatives designated as hedging instruments (Unaudited)</b>				
Interest rate contracts	Loans	\$ 7	Other liabilities	\$ (53)
Interest rate contracts	Other Assets	(60)	Other liabilities	2,826
<b>Total derivatives designated as hedging instruments</b>		(53)		2,773
<b>Derivatives not designated as hedging instruments</b>				
Mortgage loan contracts	Other assets	212	Other liabilities	22
<b>Total derivatives not designated as hedging instruments</b>		212		22
<b>Total derivatives</b>		\$ 159		\$ 2,795

The effect of the derivative instruments on the consolidated statement of income for the twelve month periods ended is as follows:

**Amount of Loss Recognized in Other Comprehensive  
Income on Derivative (Effective Portion)  
Years Ended December 31**

<b>Derivative in cash flow hedging relationship</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>
Interest rate contracts	\$ (332)	\$ 1,734	\$ (376)

FASB Accounting Standards Codification ( ASC ) Topic 820-10-20 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Topic 820-10-55 establishes a fair value hierarchy that emphasizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value.

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

Derivative in fair value hedging relationship	Location of gain (loss) recognized on derivative	Amount of Gain (Loss) Recognized on Derivative Years Ended December 31		
		2014	2013	2012
Interest rate contracts	Interest income - loans	\$ 1,261	\$ (2,267)	\$ 28
Interest rate contracts	Interest income - loans	(1,261)	2,267	(28)
<b>Total</b>		\$	\$	\$

Derivative not designated as hedging relationship	Location of gain (loss) recognized on derivative	Amount of Gain (Loss) Recognized on Derivative Years Ended December 31		
		2014	2013	2012
Mortgage contracts	Other income - gain on sale of loans	\$ 256	\$ (667)	\$ 196

**Note 23 Disclosures about fair value of assets and liabilities**

The Fair Value Measurements topic of the FASB ASC defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. There are three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

Following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis and recognized in the accompanying consolidated financial statements, as well as the general classification of such instruments pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the period ended December 31, 2014. For assets classified within Level 3 of the fair value hierarchy, the process used to develop the reported fair value is described below.

***Available for sale securities***

When quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Level 2 securities include U.S. Treasury and federal agency securities, state and municipal securities, federal agency mortgage obligations and mortgage-backed

pools, private-label mortgage-backed pools and corporate notes. Level 2 securities are valued by a third party pricing service commonly used in the banking industry utilizing observable inputs. Observable inputs include dealer quotes, market spreads, cash flow analysis, the U.S. Treasury yield curve, trade execution data, market consensus prepayment spreads and available credit information and the bond's terms and conditions. The pricing provider utilizes evaluated pricing models that vary based on asset class. These models incorporate available market information including quoted prices of securities with similar characteristics and, because many fixed-income securities do not trade on a daily basis, apply available information through processes such as benchmark curves, benchmarking of like securities, sector grouping, and matrix pricing. In addition, model processes, such as an option adjusted spread model is used to develop prepayment and interest rate scenarios for securities with prepayment features.



**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

***Hedged loans***

Certain fixed rate loans have been converted to variable rate loans by entering into interest rate swap agreements. The fair value of those fixed rate loans is based on discounting the estimated cash flows using interest rates determined by the respective interest rate swap agreement. Loans are classified within Level 2 of the valuation hierarchy based on the unobservable inputs used.

***Interest rate swap agreements***

The fair value of the Company's interest rate swap agreements is estimated by a third party using inputs that are primarily unobservable including a yield curve, adjusted for liquidity and credit risk, contracted terms and discounted cash flow analysis, and therefore, are classified within Level 2 of the valuation hierarchy.

The following table presents the fair value measurements of assets and liabilities recognized in the accompanying financial statements measured at fair value on a recurring basis and the level within the FASB ASC fair value hierarchy in which the fair value measurements fall at the following:

	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>December 31, 2014</b>				
Available-for-sale securities				
U.S. Treasury and federal agencies	\$ 26,823	\$	\$ 26,823	\$
State and municipal	47,952		47,952	
Federal agency collateralized mortgage obligations	122,860		122,860	
Federal agency mortgage-backed pools	125,395		125,395	
Private labeled mortgage-backed pools	689		689	
Corporate notes	45		45	
<b>Total available-for-sale securities</b>	<b>323,764</b>		<b>323,764</b>	
Hedged loans	101,445		101,445	
Forward sale commitments	447		447	
Interest rate swap agreements	(4,546)		(4,546)	

## Commitments to originate loans

**December 31, 2013**

## Available-for-sale securities

U.S. Treasury and federal agencies	\$ 43,134	\$	\$ 43,134	\$
State and municipal	177,898		177,898	
Federal agency collateralized mortgage obligations	114,706		114,706	
Federal agency mortgage-backed pools	170,894		170,894	
Private labeled mortgage-backed pools	1,226		1,226	
Corporate notes	733		733	
Total available-for-sale securities	508,591		508,591	
Hedged loans	95,372		95,372	
Forward sale commitments	212		212	
Interest rate swap agreements	(2,773)		(2,773)	
Commitments to originate loans	(22)		(22)	

Table of Contents**HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

Realized gains and losses included in net income for the periods are reported in the consolidated statements of income as follows:

	<b>Years Ended December 31</b>		
	<b>2014</b>	<b>2013</b>	<b>2012</b>
<b>Non Interest Income</b>			
<b>Total gains and losses from:</b>			
Hedged loans	\$ 1,261	\$ (2,267)	\$ 28
Fair value interest rate swap agreements	(1,261)	2,267	(28)
Derivative loan commitments	256	(667)	196
	\$ 256	\$ (667)	\$ 196

Certain other assets are measured at fair value on a nonrecurring basis in the ordinary course of business and are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment):

	<b>Fair Value</b>	<b>Quoted Prices in</b>		
		<b>Active Markets for</b>	<b>Significant Other</b>	<b>Significant</b>
		<b>Identical</b>	<b>Observable</b>	<b>Unobservable</b>
		<b>Assets</b>	<b>Inputs</b>	<b>Inputs</b>
		<b>(Level 1)</b>	<b>(Level 2)</b>	<b>(Level 3)</b>
<b>December 31, 2014</b>				
Impaired loans	\$ 9,464	\$	\$	\$ 9,464
Mortgage servicing rights	7,642			7,642
<b>December 31, 2013</b>				
Impaired loans	\$ 6,114	\$	\$	\$ 6,114
Mortgage servicing rights	7,039			7,039

**Impaired (collateral dependent):** Loans for which it is probable that the Company will not collect all principal and interest due according to contractual terms are measured for impairment. Allowable methods for determining the amount of impairment include estimating fair value using the fair value of the collateral for collateral-dependent loans.

If the impaired loan is identified as collateral dependent, then the fair value method of measuring the amount of impairment is utilized. This method requires obtaining a current independent appraisal of the collateral and applying a discount factor to the value.

Impaired loans that are collateral dependent are classified within Level 3 of the fair value hierarchy when impairment is determined using the fair value method.

**Mortgage Servicing Rights (MSRs):** MSRs do not trade in an active market with readily observable prices. Accordingly, the fair value of these assets is classified as Level 3. The Company determines the fair value of MSRs using an income approach model based upon the Company's month-end interest rate curve and prepayment assumptions. The model utilizes assumptions to estimate future net servicing income cash flows, including estimates of time decay, payoffs and changes in valuation inputs and assumptions. The Company reviews the valuation assumptions against this market data for reasonableness and adjusts the assumptions if deemed appropriate. The carrying amount of the MSRs were reduced by \$338,000 in 2014 and \$389,000 in 2013 for the fair value.

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

The following table presents qualitative information about unobservable inputs used in recurring and nonrecurring Level 3 fair value measurements, other than goodwill, at December 31, 2014.

	<b>Fair Value at December 31, 2014</b>	<b>Valuation Technique</b>	<b>Unobservable Inputs</b>	<b>Range (Weighted Average)</b>
Impaired loans	\$ 9,464	Collateral based measurement	Discount to reflect current market conditions and ultimate collectability	10% -15% (12%)
Mortgage servicing rights	\$ 7,642	Discounted cashflows	Discount rate, Constant prepayment rate, Probably of default	10% -15% (12%), 4% - 7% (4.6%), 1% - 10% (4.5%)

	<b>Fair Value at December 31, 2013</b>	<b>Valuation Technique</b>	<b>Unobservable Inputs</b>	<b>Range (Weighted Average)</b>
Impaired loans	\$ 6,114	Collateral based measurement	Discount to reflect current market conditions and ultimate collectability	10% -15% (12%)
Mortgage servicing rights	\$ 7,039	Discounted cashflows	Discount rate, Constant prepayment rate, Probably of default	10% - 15% (12%), 4% - 7% (4.6%), 1% - 10% (4.5%)

**Note 24 Fair Value of Financial Instruments**

The estimated fair value amounts of the Company's financial instruments were determined using available market information, current pricing information applicable to Horizon and various valuation methodologies. Where market quotations were not available, considerable management judgment was involved in the determination of estimated fair values. Therefore, the estimated fair value of financial instruments shown below may not be representative of the amounts at which they could be exchanged in a current or future transaction. Due to the inherent uncertainties of expected cash flows of financial instruments, the use of alternate valuation assumptions and methods could have a significant effect on the estimated fair value amounts.

The estimated fair values of financial instruments, as shown below, are not intended to reflect the estimated liquidation or market value of Horizon taken as a whole. The disclosed fair value estimates are limited to Horizon's

significant financial instruments at December 31, 2014 and December 31, 2013. These include financial instruments recognized as assets and liabilities on the consolidated balance sheet as well as certain off-balance sheet financial instruments. The estimated fair values shown below do not include any valuation of assets and liabilities which are not financial instruments as defined by the FASB ASC fair value hierarchy.

The following methods and assumptions were used to estimate the fair value of each class of financial instrument:

**Cash and Due from Banks** The carrying amounts approximate fair value.

**Held-to-Maturity Securities** For debt securities held to maturity, fair values are based on quoted market prices or dealer quotes. For those securities where a quoted market price is not available, carrying amount is a reasonable estimate of fair value based upon comparison with similar securities.

**Loans Held for Sale** The carrying amounts approximate fair value.

**Net Loans** The fair value of portfolio loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. The carrying amounts of loans held for sale approximate fair value.

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**FHLB and FRB Stock** Fair value of FHLB and FRB stock is based on the price at which it may be resold to the FHLB and FRB.

**Interest Receivable/Payable** The carrying amounts approximate fair value.

**Deposits** The fair value of demand deposits, savings accounts, interest-bearing checking accounts and money market deposits is the amount payable on demand at the reporting date. The fair value of fixed maturity certificates of deposit is estimated by discounting the future cash flows using rates currently offered for deposits of similar remaining maturity.

**Borrowings** Rates currently available to Horizon for debt with similar terms and remaining maturities are used to estimate fair values of existing borrowings.

**Subordinated Debentures** Rates currently available for debentures with similar terms and remaining maturities are used to estimate fair values of existing debentures.

**Commitments to Extend Credit and Standby Letters of Credit** The fair value of commitments is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair value of letters of credit is based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligations with the counterparties at the reporting date. Due to the short-term nature of these agreements, carrying amounts approximate fair value.

The following table presents estimated fair values of the Company's financial instruments and the level within the fair value hierarchy in which the fair value measurements fall.

	<b>December 31, 2014</b>			
	<b>Carrying Amount</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
<b>Assets</b>				
Cash and due from banks	\$ 43,476	\$ 43,476	\$	\$
Investment securities, held to maturity	165,767			169,904

Edgar Filing: HORIZON BANCORP /IN/ - Form 10-K

Loans held for sale	6,143		6,143
Loans excluding loan level hedges, net	1,260,608		1,295,133
Stock in FHLB and FRB	11,348		11,348
Interest receivable	8,246		8,246
<b>Liabilities</b>			
Non-interest bearing deposits	\$ 267,667	\$ 267,667	\$
Interest-bearing deposits	1,214,652		1,158,912
Borrowings	351,198		348,597
Subordinated debentures	32,642		32,669
Interest payable	497		497



**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

	<b>December 31, 2013</b>			
	<b>Carrying Amount</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
<b>Assets</b>				
Cash and due from banks	\$ 31,721	\$ 31,721	\$	\$
Investment securities, held to maturity	9,910			9,910
Loans held for sale	3,281			3,281
Loans excluding loan level hedges, net	957,464			975,910
Stock in FHLB and FRB	14,184		14,184	
Interest receivable	7,501		7,501	
<b>Liabilities</b>				
Non-interest bearing deposits	\$ 231,096	\$ 231,096	\$	\$
Interest-bearing deposits	1,060,424		1,002,980	
Borrowings	256,296		257,093	
Subordinated debentures	32,486		32,528	
Interest payable	506		506	

**Note 25 Business Combination**

On February 18, 2015, Horizon entered into an Agreement and Plan of Merger (the **Merger Agreement**) providing for Horizon's acquisition of Peoples Bancorp, Inc., an Indiana corporation (**Peoples**). Pursuant to the Merger Agreement, Peoples would merge with and into Horizon, with Horizon surviving the merger (the **Merger**), and Peoples Federal Savings Bank of DeKalb County, a federally chartered stock savings bank and wholly-owned subsidiary of Peoples, would merge with and into a wholly-owned subsidiary of Horizon, Horizon Bank, N.A. (**Horizon Bank**), with Horizon Bank as the surviving bank.

The boards of directors of each of Horizon and Peoples have approved the Merger and the Merger Agreement. Subject to the approval of the issuance of shares related to the Merger by Horizon shareholders, the Merger by Peoples shareholders, regulatory approvals and other closing conditions, the parties anticipate completing the Merger during the third quarter of 2015.

In connection with the Merger, each Peoples shareholder will receive 0.95 shares of Horizon common stock (the **Exchange Ratio**) and \$9.75 in cash for each share of Peoples common stock owned by them. Based on Horizon's February 18, 2015 closing price of \$23.02 per share as reported on the NASDAQ Global Select Market, the implied

transaction value is estimated at \$73.1 million.

Subject to certain terms and conditions, the board of directors of Peoples has agreed to recommend the approval and adoption of the Merger Agreement to the Peoples shareholders and will solicit proxies voting in favor of the Merger from Peoples shareholders.

The Merger Agreement also provides for certain termination rights for both Horizon and Peoples, and further provides that upon termination of the Merger Agreement under certain circumstances, Peoples will be obligated to pay Horizon a termination fee.

As of December 31, 2014, Peoples reported total assets of approximately \$486.6 million, total deposits of approximately \$368.7 million and total loans of approximately \$235.1 million.

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Note 26 Condensed Financial Information (Parent Company Only)**

Presented below is condensed financial information as to financial position, results of operations and cash flows of Horizon Bancorp:

**Condensed Balance Sheets**

	<b>December 31 2014</b>	<b>December 31 2013</b>
<b>Assets</b>		
Total cash and cash equivalents	\$ 19,195	\$ 16,807
Investment in Bank	211,928	181,808
Other assets	2,758	3,664
<b>Total assets</b>	<b>\$ 233,881</b>	<b>\$ 202,279</b>
<b>Liabilities</b>		
Subordinated debentures	\$ 32,642	\$ 32,486
Other liabilities	6,825	5,273
Stockholders' Equity	194,414	164,520
<b>Total liabilities and stockholders' equity</b>	<b>\$ 233,881</b>	<b>\$ 202,279</b>

**Condensed Statements of Income**

	<b>Years Ended December 31</b>		
	<b>2014</b>	<b>2013</b>	<b>2012</b>
<b>Operating Income (Expense)</b>			
Dividend income from Bank	\$ 12,500	\$ 7,500	\$ 16,500
Investment income	12	4	
Other income	17	175	
Interest expense	(2,009)	(2,010)	(1,950)
Employee benefit expense	(965)	(811)	(695)
Other expense	883	646	(200)
<b>Income Before Undistributed Income of Subsidiaries</b>	<b>10,438</b>	<b>5,504</b>	<b>13,655</b>

<b>Undistributed Income of Subsidiaries</b>	6,814	13,144	4,766
<b>Income Before Tax</b>	17,252	18,648	18,421
<b>Income Tax Benefit</b>	849	1,228	1,122
<b>Net Income</b>	18,101	19,876	19,543
Preferred stock dividend	(133)	(370)	(481)
<b>Net Income Available to Common Shareholders</b>	\$ 17,968	\$ 19,506	\$ 19,062

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Condensed Statements of Comprehensive Income**

	<b>Years Ended December 31</b>		
	<b>2014</b>	<b>2013</b>	<b>2012</b>
Net Income	\$ 18,101	\$ 19,876	\$ 19,543
Other Comprehensive Income (Loss)			
Change in fair value of derivative instruments, net of taxes	(332)	1,734	(376)
Unrealized appreciation for the period on held-to-maturity securities, net of taxes	(209)		
Unrealized appreciation (depreciation) on available-for-sale securities, net of taxes	4,432	(12,320)	1,636
Less: reclassification adjustment for realized gains included in net income, net of taxes	(642)	(244)	1
	3,249	(10,830)	1,259
<b>Comprehensive Income</b>	<b>\$ 21,350</b>	<b>\$ 9,046</b>	<b>\$ 20,802</b>

**Condensed Statements of Cash Flows**

	<b>Years Ended December 31</b>		
	<b>2014</b>	<b>2013</b>	<b>2012</b>
<b>Operating Activities</b>			
Net income	\$ 18,101	\$ 19,876	\$ 19,543
Items not requiring (providing) cash			
Equity in undistributed net income of subsidiaries	(6,814)	(13,144)	(4,766)
Change in			
Income taxes receivable	434	(793)	(137)
Share based compensation	203	48	33
Amortization of unearned compensation	363	288	187
Issuance of restricted shares			115
Other assets	472	626	(176)
Other liabilities	1,377	97	1,128
Net cash provided by operating activities	14,136	6,998	15,927

<b>Investing Activities</b>			
Acquisition of Summit	(7,036)		
Acquisition of Heartland			(7,248)
Net cash used in investing activities	(7,036)		(7,248)
<b>Financing Activities</b>			
Dividends paid on preferred shares	(133)	(370)	(481)
Dividends paid on common shares	(4,744)	(3,655)	(3,047)
Exercise of stock options	165	195	226
Net cash used in financing activities	(4,712)	(3,830)	(3,302)
<b>Net Change in Cash and Cash Equivalents</b>	<b>2,388</b>	<b>3,168</b>	<b>5,377</b>
<b>Cash and Cash Equivalents at Beginning of Year</b>	<b>16,807</b>	<b>13,639</b>	<b>8,262</b>
<b>Cash and Cash Equivalents at End of Year</b>	<b>\$ 19,195</b>	<b>\$ 16,807</b>	<b>\$ 13,639</b>

**Table of Contents****HORIZON BANCORP AND SUBSIDIARIES****Notes to Consolidated Financial Statements**

(Table dollars in thousands except for per share data)

**Note 27 Quarterly Results of Operations (Unaudited)**

The following is a summary of the quarterly consolidated results of operations:

<b>Three Months Ended 2014</b>	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>
Interest income	\$ 16,467	\$ 20,122	\$ 19,851	\$ 19,765
Interest expense	3,195	3,334	3,451	3,242
Net interest income	13,272	16,788	16,400	16,523
Provision for loan losses		339	1,741	978
Gain on sale of securities			988	
Net income	3,417	4,778	4,958	4,948
Net income available to common shareholders	\$ 3,386	\$ 4,747	\$ 4,918	\$ 4,917
Earnings per share:				
Basic	\$ 0.39	\$ 0.52	\$ 0.53	\$ 0.53
Diluted	0.38	0.50	0.51	0.51
Average shares outstanding:				
Basic	8,630,966	9,182,986	9,208,707	9,212,156
Diluted	9,021,786	9,560,939	9,588,332	9,628,240
<b>Three Months Ended 2013</b>	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>
Interest income	\$ 19,429	\$ 19,977	\$ 18,041	\$ 17,436
Interest expense	3,419	3,402	3,372	3,310
Net interest income	16,010	16,575	14,669	14,126
Provision for loan losses	2,084	729	104	(997)
Gain on sale of securities	368		6	
Net income	5,311	5,665	4,785	4,115
Net income available to common shareholders	\$ 5,165	\$ 5,569	\$ 4,719	\$ 4,052
Earnings per share:				
Basic	\$ 0.60	\$ 0.65	\$ 0.55	\$ 0.47
Diluted	0.58	0.62	0.52	0.45
Average shares outstanding:				
Basic	8,617,466	8,617,466	8,618,969	8,623,360
Diluted	8,980,655	8,974,103	9,019,211	9,020,289





**Table of Contents**

**Report of Independent Registered Public Accounting Firm**

Audit Committee, Board of Directors and Stockholders

Horizon Bancorp

Michigan City, Indiana

We have audited the accompanying consolidated balance sheets of Horizon Bancorp as of December 31, 2014 and 2013, and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2014. The Company's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Horizon Bancorp as of December 31, 2014 and 2013, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2014 in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Horizon Bancorp's internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control-Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO)* and our report dated March 13, 2015, expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Indianapolis, Indiana

March 13, 2015



**Table of Contents**

**Report of Independent Registered Public Accounting Firm**

Audit Committee, Board of Directors and Stockholders

Horizon Bancorp

Michigan City, Indiana

We have audited Horizon Bancorp's internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control – *Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO)*. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Financial Statements. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention, or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion Horizon Bancorp maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control – *Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO)*.



**Table of Contents**

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of Horizon Bancorp and our report dated March 13, 2015, expressed an unqualified opinion thereon.

Indianapolis, Indiana

March 13, 2015

**Table of Contents**

**Horizon Bancorp**

**MANAGEMENT'S REPORT ON FINANCIAL STATEMENTS**

Management is responsible for the preparation and presentation of the consolidated financial statements and related notes on the preceding pages. The statements have been prepared in conformity with accounting principles generally accepted in the United States of America appropriate in the circumstances and include amounts that are based on management's best estimates and judgments. Financial information elsewhere in the Annual Report is consistent with that in the consolidated financial statements.

In meeting its responsibility for the accuracy of the consolidated financial statements, management relies on Horizon's system of internal accounting controls. This system is designed to provide reasonable assurance that assets are safeguarded and transactions are properly recorded to permit the preparation of appropriate financial information. The system of internal controls is supplemented by a program of internal audits to independently evaluate the adequacy and application of financial and operating controls and compliance with Company policies and procedures.

The Audit Committee of the Board of Directors meets periodically with management, the independent accountants and the internal auditors to ensure that each is properly discharging its responsibilities with regard to the consolidated financial statements and internal accounting controls. The independent accountants have full and free access to the Audit Committee and meet with it to discuss auditing and financial reporting matters.

The consolidated financial statements in the Annual Report have been audited by BKD, LLP, independent registered public accounting firm, for 2014, 2013 and 2012. Their audits were conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and included consideration of internal accounting controls, tests of accounting records and other audit procedures to the extent necessary to allow them to express their opinion on the fairness of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America.

**Table of Contents****Horizon Bancorp****Summary of Selected Financial Data**

(Dollars in thousands except for per share data)

	2014	2013	2012	2011	2010
<b>Earnings</b>					
Net interest income	\$ 62,983	\$ 61,383	\$ 58,206	\$ 48,113	\$ 47,616
Provision for loan losses	3,058	1,920	3,524	5,282	11,554
Non-interest income	26,277	25,906	27,331	20,299	19,906
Non-interest expenses	61,946	58,445	54,024	46,147	42,571
Income tax expense	6,155	7,048	8,446	4,186	2,942
Net income	18,101	19,876	19,543	12,797	10,455
Preferred stock dividend	(133)	(370)	(481)	(1,325)	(1,406)
Net income available to common shareholders	\$ 17,968	\$ 19,506	\$ 19,062	\$ 11,472	\$ 9,049
Cash dividend declared	\$ 4,744	\$ 3,655	\$ 3,047	\$ 2,325	\$ 2,240
<b>Per Share Data</b>					
Basic earnings per share	\$ 1.98	\$ 2.26	\$ 2.39	\$ 1.55	\$ 1.23
Diluted earnings per share	1.90	2.17	2.30	1.51	1.21
Cash dividends declared per common share	0.51	0.42	0.38	0.31	0.30
Book value per common share	19.75	17.64	17.00	14.68	12.74
Weighted-average shares outstanding					
Basic	9,060,702	8,619,330	7,974,241	7,407,258	7,373,405
Diluted	9,454,125	9,000,963	8,271,177	7,588,394	7,502,846
<b>Period End Totals</b>					
Loans, net of deferred loan fees and unearned income	\$ 1,378,554	\$ 1,068,828	\$ 1,190,717	\$ 983,193	\$ 882,877
Allowance for loan losses	16,501	15,992	18,270	18,882	19,064
Total assets	2,076,922	1,758,276	1,848,227	1,547,162	1,400,919
Total deposits	1,482,319	1,291,520	1,294,153	1,009,865	985,498
Total borrowings	383,840	288,782	378,095	400,787	291,325
<b>Ratios</b>					
Loan to deposit	93.00%	82.76%	92.01%	97.36%	89.59%
Loan to total funding	73.87%	67.63%	71.20%	69.70%	69.15%
Return on average assets	0.93%	1.13%	1.19%	0.90%	0.75%
Average stockholders equity to average total assets	9.33%	9.34%	8.63%	8.30%	8.47%
Return on average stockholders equity	10.60%	12.86%	14.72%	11.20%	9.56%

Dividend payout ratio (dividends divided by net income)	25.72%	18.56%	15.90%	20.09%	24.64%
Price to book value ratio	132.39%	143.59%	115.61%	78.69%	92.76%
Price to earnings ratio	13.75	11.69	8.53	7.64	9.81



**Table of Contents****Horizon Bancorp****Horizon's Common Stock and Related Stockholders Matters**

Horizon common stock is traded on the NASDAQ Global Market under the symbol HBNC. The following table sets forth, for the periods indicated, the high and low prices per share. Also summarized below are the cash dividends declared by quarter for 2014 and 2013.

	<b>2014</b>		<b>Dividends Declared Per Share</b>
	<b>Common Stock Prices</b>		
	<b>High</b>	<b>Low</b>	
First Quarter	\$ 24.91	\$ 20.27	\$ 0.11
Second Quarter	22.58	19.57	0.13
Third Quarter	23.67	20.65	0.13
Fourth Quarter	26.73	22.83	0.14

	<b>2013</b>		<b>Dividends Declared Per Share</b>
	<b>Common Stock Prices</b>		
	<b>High</b>	<b>Low</b>	
First Quarter	\$ 20.87	\$ 19.10	\$ 0.10
Second Quarter	20.45	18.97	0.10
Third Quarter	25.04	20.74	0.11
Fourth Quarter	26.09	21.07	0.11

The approximate number of holders of record of Horizon's outstanding common stock as of December 31, 2014, was 738.

**Table of Contents**

**Horizon Bancorp**

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None

**ITEM 9A. CONTROLS AND PROCEDURES**

**Disclosure Controls and Procedures**

Under the supervision of and with the participation of its management, including the Chief Executive Officer and Chief Financial Officer, Horizon has evaluated the effectiveness of the design and operation of its disclosure controls (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934 (the Exchange Act )) as of the end of the period covered by this report. Based on such evaluation, such officers have concluded that, as of the evaluation date, Horizon's disclosure controls and procedures are effective to ensure that the information required to be disclosed by Horizon in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and are designed to ensure that information required to be disclosed in those reports is accumulated and communicated to management as appropriate to allow timely decisions regarding disclosure.

**Management's Report on Internal Control Over Financial Reporting**

Management of Horizon Bancorp is responsible for establishing and maintaining effective internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. Horizon's internal control over financial reporting is designed to provide reasonable assurance to the Company's management and Board of Directors regarding the preparation and fair presentation of published financial statements.

Management assessed the effectiveness of Horizon's internal control over financial reporting as of December 31, 2014. In making this assessment, management used the criteria set forth in Internal Control *Integrated Framework (1992) issued by the Committee of Sponsoring Organizations (COSO)* of the Treadway Commission. Based on this assessment, management has determined that Horizon's internal control over financial reporting as of December 31, 2014 is effective based on the specified criteria.

**Attestation Report of Registered Public Accounting Firm**

BKD, LLP, independent registered public accounting firm, has issued an attestation report on management's assessment of Horizon's internal control over financial reporting. This report appears on page 110.

**Changes in Internal Control Over Financial Reporting**

Horizon's management, including its Chief Executive Officer and Chief Financial Officer, also have concluded that during the fiscal quarter ended December 31, 2014, there were no changes in Horizon's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, Horizon's internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

Not applicable.

Table of Contents**Horizon Bancorp****PART III****ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE****Members of the Board of Directors**

The following table presents biographical information on all of the directors and information regarding the director's experiences, qualifications, attributes or skills that have caused the Nominating Committee and the Board to determine that the director should serve on Horizon's Board. All of the directors of Horizon also serve as directors of the Bank.

<b>Name</b>	<b>Age</b>	<b>Business Experience and Service as a Director</b>
<b><u>Class of 2018</u></b>		
Lawrence E. Burnell	60	Mr. Burnell is the Vice Chairman of White Lodging Services Corporation, a national hotel management and development company, and has also served as the Chief Operating Officer and Chief Financial Officer. He has over thirty-eight years of financial management experience. He has served on Horizon's Board of Directors since 2009 and on the Board of Directors of the Bank since September 2007. Mr. Burnell has a B.S. in accounting, has passed the CPA exam and has ten years of experience serving with a national public accounting firm. If Mr. Burnell were serving on the Audit Committee, he would qualify as an audit committee financial expert under SEC rules.
		Mr. Burnell has extensive experience and knowledge in real estate development, trends in commercial real estate values, management of a large and complex service organization, finance and accounting. Mr. Burnell's extensive commercial real estate background provides Horizon's Loan Committee with important insight into this industry, which is especially valuable during the current economic climate. In addition, Mr. Burnell's extensive accounting, management and service industry experience provides an important perspective to Horizon's Board of Directors.
Peter L. Pairitz	59	Mr. Pairitz is a business developer who focuses on consulting with small business owners regarding all aspects of business ownership, including financing alternatives, and he has management responsibilities for several types of businesses. He is a CPA with public accounting firm experience in auditing and managing audits of financial institutions. He has served on Horizon's Board of Directors since 2001 and on the Board of Directors of the Bank since 2000. If Mr. Pairitz were serving on the Audit Committee, he would qualify as an audit committee financial expert under SEC rules.

Mr. Pairitz has extensive knowledge and experience in finance, accounting, audit, manufacturing, real estate development and of the local business community. Mr. Pairitz's business experiences, local knowledge and attention to detail are very important to Horizon's Board of Directors. In addition, Mr. Pairitz has continued his outside board education in the areas of credit and compensation trends and has shared his knowledge and experience with the Loan and Compensation Committees of the Board.

**Table of Contents****Horizon Bancorp**

<b>Name</b>	<b>Age</b>	<b>Business Experience and Service as a Director</b>
Spero W. Valavanis	62	Mr. Valavanis is an architect and has thirty-nine years' experience in planning, design, business management and marketing as the President of Design Organization, Inc., an architecture, engineering and interior design firm. He has served on Horizon's Board of Directors since 2000 and on the Board of Directors of the Bank since 1998.

Mr. Valavanis has extensive knowledge and experience in architecture, design, construction management and of the local business, municipal and not-for-profit communities. Mr. Valavanis has continued his director education with a focus on asset and liability management and on trust matters. Mr. Valavanis's professional background, local market knowledge and community involvement are important contributions to Horizon's Board of Directors.

<b>Name</b>	<b>Age</b>	<b>Business Experience and Service as Director</b>
<b><u>Class of 2017</u></b> Craig M. Dwight	58	Since July 1, 2013, Mr. Dwight has held the position of Chairman and Chief Executive Officer of Horizon. He has served as the Chief Executive Officer of Horizon and the Bank since July 1, 2001, and as the President and Chief Administrative Officer of Horizon and as the Chairman and Chief Executive Officer of the Bank since December 1998. He has served on Horizon's Board of Directors and the Board of Directors of the Bank since 1998. He has thirty-five years of banking experience, including experience as a senior commercial loan officer, branch manager, human resources director, senior credit officer and chief executive officer. He has a business degree with a concentration in accounting.

Mr. Dwight has extensive knowledge and experience in banking, credit underwriting, balance sheet management, liquidity management, finance, accounting and banking rules and regulations. In addition, Mr. Dwight has considerable knowledge of the local business, municipal and not-for-profit communities. Mr. Dwight has served in leadership roles with a considerable number of local not-for-profit organizations, including leading several fund raising campaigns. Mr. Dwight's intimate knowledge of Horizon's business and his leadership during this recent economic recession and ability to look for new opportunities for Horizon makes him a valuable member of Horizon's Board of Directors.

James B. Dworkin	66	Mr. Dworkin is the Chancellor of Purdue University North Central. He has over thirty years of experience in education and has a business school background and a Ph.D. in Industrial Relations. He has served on Horizon's Board of Directors since 2003 and on the Board of Directors of the Bank since 2002.
------------------	----	--

Mr. Dworkin has extensive knowledge and experience in academia, negotiations, business administration, and management of a large organization. In addition, Mr. Dworkin has considerable knowledge of local business and not-for-profit organizations. Mr. Dworkin regularly shares his local and national insights with the Board and senior management. In addition, due to his extensive knowledge of the local community, he provides considerable insight into current local events. Mr. Dworkin's community knowledge, ability to work with others and consensus building abilities are valuable contributions to Horizon's Board of Directors.

Daniel F. Hopp

67 Mr. Hopp retired in June 2011 as Senior Vice President, Corporate Affairs, and General Counsel of Whirlpool Corporation, a Fortune 500 company located within Horizon's market area. He has a law degree and has over twenty-five years' experience working with a publicly traded corporation. He has served on Horizon's Board of Directors since 2005 and on the Board of Directors of the Bank since 2004. He has served as the Lead Director of Horizon's Board of Directors since July 1, 2013.

**Table of Contents****Horizon Bancorp**

<b>Name</b>	<b>Age</b>	<b>Business Experience and Service as a Director</b>
		Mr. Hopp has extensive knowledge and experience in manufacturing, management of a large and complex organization, corporate law and the rules and regulations applicable to large publicly traded companies. Mr. Hopp's educational and professional background is rarely found on a community bank board. In addition, Mr. Hopp is very active in the local not-for-profit community. At Horizon's Board meetings, Mr. Hopp regularly provides invaluable insights based on his professional and educational experiences, and he has the ability to look at complex problems from a different perspective. Mr. Hopp is a valuable member of Horizon's Board of Directors.
Steven W. Reed	52	Mr. Reed is a partner with the firm of BGBC Partners, LLP, an Indianapolis full service accounting and business consulting firm. He was a Board member of Heartland Community Bank from 2006 until July 2012. He has served on the Board of Directors of the Bank since August 2012. He has a B.S. in Business with a concentration in finance. Mr. Reed is a Certified Public Accountant and has been practicing since 1985. Additionally, Mr. Reed holds the appellations Accredited in Business Valuation (ABV) and Certified in Financial Forensics (CFF). These accreditations recognize special training, testing, and qualification in business valuation and in forensic accounting through the American Institute of Certified Public Accountants.
		Mr. Reed possesses particular knowledge and experience in finance, accounting, tax, and business valuation as it relates to closely held business. His experience will provide Horizon considerable expertise and insight into these areas.

<b>Name</b>	<b>Age</b>	<b>Business Experience and Service as a Director</b>
<b><u>Class of 2016</u></b>		
Susan D. Aaron	60	Ms. Aaron is the President and Chief Executive Officer of Vision Financial Services, Inc., LaPorte, Indiana, an accounts receivable management business in which she has more than thirty years' experience. She has served on Horizon's Board of Directors since 1995 and on the Board of Directors of the Bank since 1993. Ms. Aaron has a degree in finance and an M.B.A. If Ms. Aaron were serving on the Audit Committee, she would qualify as an audit committee financial expert under SEC rules.
		Ms. Aaron possesses particular knowledge and experience in accounts receivable management, collection services and their related rules and regulations, finance, accounting, management and local market knowledge as it relates to the small business community and not-for-profit organizations. Ms. Aaron's extensive experience provides significant insight and expertise to our Board, particularly as they apply to commercial lending, accounts receivable management and knowledge of the local community.

Charley E. Gillispie 67



Mr. Gillispie serves as a Special Assistant to the President and was formerly Senior Vice President of Administration and Finance at Valparaiso University from 1996 to June 30, 2013. He is a registered CPA with over thirty-five years of accounting experience. He has an undergraduate degree in business administration and an M.B.A. with an emphasis in accounting. He has served on Horizon's Board of Directors since 2001 and on the Board of Directors of the Bank since 2000. Mr. Gillispie qualifies as an audit committee financial expert under SEC rules.

Mr. Gillispie possesses particular knowledge and experience in finance, audit, accounting, administration, investment management and local market knowledge as it relates to small business and not-for-profit organizations. Mr. Gillispie's extensive bank audit, accounting, investment and administration experience provides Horizon considerable expertise and insight into these areas. In addition, Mr. Gillispie has attended outside continuing director educational programs with a focus on audit. Mr. Gillispie has used his professional experiences and knowledge to provide good oversight of Horizon's audit and asset liability committees.

**Table of Contents****Horizon Bancorp**

<b>Name</b>	<b>Age</b>	<b>Business Experience and Service as a Director</b>
Larry N. Middleton	62	<p>Mr. Middleton is a real estate broker and the President of Century 21 Middleton Co., Inc. in Michigan City, Indiana, a company he has owned and led for the past thirty-six years. He has a background in marketing and sales. He has served on Horizon's Board of Directors since 1995 and on the Board of Directors of the Bank since 1993.</p> <p>Mr. Middleton possesses particular knowledge and experience in sales management, the local real estate market and real estate rules and regulations that strengthen the Board's collective qualifications, skills and experiences as it relates to real estate. Given the current distressed real estate market, Mr. Middleton's local knowledge and insight is extremely valuable to Horizon.</p>
Robert E. Swinehart	72	<p>Mr. Swinehart is the retired President and Chief Operating Officer of Emerson Power Transmission Corp. His business responsibilities included long-range strategic planning, budgeting, financial reporting, management of manufacturing operations and supply chain management, and he has held leadership roles in an industry trade association and in a number of community organizations. He has served on Horizon's Board of Directors since 1998 and on the Board of Directors of the Bank since 1996. Mr. Swinehart has an M.B.A. and qualifies as an audit committee financial expert under SEC rules.</p> <p>Mr. Swinehart's extensive knowledge and experience in manufacturing, supply chain management, finance and accounting has provided considerable strength to Horizon's Board of Directors. Mr. Swinehart's management experience in a large and complex organization has provided Horizon with important professional contacts and insight into managing larger organizations. In addition, Mr. Swinehart has attended outside director continuing education and has shared his educational experience with the other board members.</p>

**Audit Committee**

Audit Committee members serve one-year terms and are appointed at the Annual Meeting of Directors, typically in May of each year. The Audit Committee members for 2014/2015 are Mr. Gillispie, who serves as Chairperson, Mr. Dworkin, Mr. Middleton and Mr. Swinehart. The Audit Committee met four times in 2014. The purpose of the Audit Committee is to assist the Boards of Directors of Horizon and the Bank in fulfilling their statutory and fiduciary responsibilities with respect to examinations of Horizon, the Bank and their affiliates and the monitoring of accounting, auditing and financial reporting practices. The Audit Committee reviews the internal audit procedures of Horizon and the Bank and recommends to the Boards of Directors the engagement of outside and internal auditing firms.

Horizon's Board of Directors has determined that directors Charley E. Gillispie and Robert E. Swinehart qualify as audit committee financial experts as defined by the SEC rules. Mr. Gillispie has a Bachelor of Business

Administration degree and an M.B.A. in accounting, and is a registered certified public accountant and has seventeen years of public accounting experience. Mr. Swinehart has an M.B.A. and his experience includes serving with companies in the positions of controller, president and chief operating officer and having responsibility for financial reporting and analysis.

All of the members of the Audit Committee, including Mr. Gillispie, qualify as independent directors as defined by the SEC rules and NASDAQ listing standards.

The Board of Directors adopted a written charter for the Audit Committee in 2001. The charter was most recently revised in November 2014, and is posted on our website at [www.horizonbank.com](http://www.horizonbank.com) in the section headed "About Us Investor Relations" under the caption "Corporate Governance."

---

**Table of Contents**

**Horizon Bancorp**

**Section 16(A) Beneficial Ownership Reporting Compliance**

Executive officers and directors of Horizon and owners of more than 10% of Horizon's common shares are required to file reports of their ownership and changes in their ownership of common shares with the SEC. Copies of these reports also must be furnished to Horizon. Based solely upon a review of copies furnished to Horizon through the date of this Form 10-K or written representations that no reports were required, Horizon believes that its executive officers, directors and 10% shareholders complied with the 2014 filing requirements.

**Horizon's Executive Officers**

The information relating to Horizon's executive officers required by this item is included in Part I of this Form 10-K under Special Item: Executive Officers of Registrant and is incorporated into this item by reference.

**Horizon's Code of Ethics**

Horizon's Code of Ethics for Officers and Directors applies to its directors, Chief Executive Officer and Chief Financial Officer. The code is available on Horizon's website at <http://www.horizonbank.com/> in the section headed Investor Relations under the caption Corporate Governance. Horizon's Code of Ethics for Officers and Directors supplements the Horizon Bancorp and Horizon Bank, N.A. Advisor Code of Conduct and Ethics applicable to all employees, including officers.

**ITEM 11. EXECUTIVE COMPENSATION**

**Compensation Committee**

Compensation Committee members serve one-year terms and are appointed at the Annual Meeting of Directors, typically in May of each year. The members of the Compensation Committee for 2014/2015 are Mr. Hopp, who serves as Chairperson, and Ms. Aaron, Mr. Pairitz and Mr. Swinehart. All of the members of the Compensation Committee qualify as independent directors under the NASDAQ rules. The Compensation Committee met five times in 2014. The Committee reviews salary and employee benefit issues relating to employees and directors of Horizon, the Bank and their affiliates. The Compensation Committee has adopted a charter, which was amended on September 16, 2014, and which is posted on our website at [www.horizonbank.com](http://www.horizonbank.com) in the section headed About Us Investor Relations under the caption Corporate Governance.

**Compensation Committee Interlocks and Insider Participation**

All of the members of the Compensation Committee are independent and no member of the Compensation Committee has served as an officer or employee of Horizon, the Bank or any of our other subsidiaries. None of the members of the Compensation Committee serves as an executive officer of another entity at which one of our executive officers serves as a member of the Board of Directors. No member of the Compensation Committee has had any relationship with Horizon requiring disclosure under Item 404 of SEC Regulation S-K, which requires the disclosure of certain related person transactions.

**Compensation Consultants**

The Compensation Committee has the authority under its charter to retain outside consultants to provide assistance. At least every three years, the Compensation Committee engages a compensation consultant to conduct a review of executive compensation. A primary function of the consultant is to provide market data to the Committee concerning compensation of comparable companies in order to assist the Committee in determining whether Horizon's compensation system in effect is a reasonable and appropriate means for achieving Horizon's business objectives.

In accordance with the Compensation Committee's authority, the Compensation Committee has engaged Frederic W. Cook & Co., Inc. ( **Cook & Co.** ) on a number of occasions since 2002. In December 2014, Cook & Co. reported to the Compensation Committee on the findings from its analysis of Horizon's named executive officers' compensation. In 2013,

**Table of Contents**

**Horizon Bancorp**

the Compensation Committee also engaged Cook & Co. to conduct a review of executive compensation, as it previously had in 2012, 2011, 2010, 2009, 2007, 2005, 2003 and 2002. To evaluate the reasonableness of Horizon's executive compensation, the Compensation Committee annually obtains surveys from accounting firms and other sources and augments that data with the Cook & Co. reviews, which are more extensive and include peer comparison of cash, short-term compensation and long-term compensation. Cook & Co.'s 2014, 2013, 2012, 2011, 2010 and 2009 reports provided the Compensation Committee with an updated competitive survey, and the Compensation Committee has relied primarily on these surveys in reaching its decisions in recent years on compensation and to compare the reasonableness of total compensation for the named executive officers. In addition, Cook & Co.'s 2014, 2013, 2012, 2011, 2010 and 2009 reports reviewed long-term equity compensation awards to the named executive officers in comparison with peer data and acceptable banking practices. Cook & Co. provides no other services to Horizon.

**Performance Reviews**

The Compensation Committee conducts an annual review of the performance of Mr. Dwight, who serves as Horizon's President and Chief Executive Officer and as Chairman of the Board of Directors. In addition, the Compensation Committee, with input from the Chief Executive Officer, reviews the performance of Horizon's other executive officers.

In conducting its review, the Compensation Committee considers a variety of performance factors in analyzing the compensation of each of these executive officers. These factors generally include traditional financial results, positioning Horizon for future success and enterprise risk management.

The financial services business is complex and is undergoing changes that generate uncertainties about future events. The Chief Executive Officer must provide guidance and leadership in nearly all aspects of this dynamic enterprise. In the process, however, he is not expected to work alone. The performance evaluation recognizes that programs initiated at the top level of an organization are not, and should not be expected to be, quick fixes. These programs are generally long-term in nature, bringing benefits to Horizon over many years. For those reasons, the Compensation Committee also focuses on the following issues in determining performance levels for the Chief Executive Officer:

**Strategic Leadership:** Strategic leadership entails development of appropriate strategies for Horizon and the ability to gain support for those strategies.

**Enterprise Guardianship:** Enterprise guardianship requires the Chief Executive Officer to set the tone in such matters as Horizon's reputation, ethics, legal compliance, customer relations, employee relations and ensuring results.

**Risk Management:** Risk management requires the Chief Executive Officer to maintain a strong risk management culture, to provide oversight of key risks including financial reporting, reputation, asset quality, compliance with all banking rules and regulations and to assure proper maintenance of good internal controls and processes.

**Board Relationship:** Board relationship requires the Chief Executive Officer to work collaboratively with Board members and committees, communicate information in a timely manner to ensure full and informed consent about matters of corporate governance and provide complete transparency to the Board.

**Financial Results:** Financial results focus on the overall financial health of Horizon and ability to achieve financial goals.

**Talent, Retention & Training:** The Chief Executive Officer is required to recruit, attract and retain an exceptional leadership team in order to effectively run the organization today and in the future. In addition, continuous organizational learning is a key focal point for the Chief Executive Officer and ongoing training is vital to Horizon's continued success.

In conducting the Chief Executive Officer's performance review for 2014, the Compensation Committee obtained input from all members of the Board. A significant portion of management compensation, including that of the Chief Executive Officer and the other executive officers, is performance related.

**Table of Contents**

**Horizon Bancorp**

**Risk Management and Compensation Policies and Practices**

Horizon monitors its incentive and commission based compensation plans through an incentive compensation and commission plan matrix that provides a schedule of all plans, associated risks and how the risks are mitigated. This matrix is reviewed by the Compensation Committee in a private session with Horizon's Senior Auditor. Horizon's incentive compensation plans minimize undue risk taking through plan design, incentive compensation caps and Compensation Committee oversight. Plan design provides the Compensation Committee with the ability to change, modify or cancel any incentive compensation plan at the Committee's sole discretion. In addition, all material incentive compensation payouts, excluding commissions paid to mortgage loan originators, are subject to Horizon's achievement of minimum cash flow coverage to cover dividends and fixed costs at the holding company, and individual employee performance that is satisfactory to Horizon.

The SEC's compensation risk rules provide that if a public company's compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the company, then the company must provide disclosures addressing the compensation policies and practices as they relate to risk management and risk-taking incentives with respect to all employees and to disclose in their proxy statements whether a company's compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the company. Horizon reviewed its compensation policies and practices for all employees on December 16, 2014, including executive officers, and has determined that those policies and practices are reasonable and unlikely to have a material adverse effect on Horizon. Horizon believes that the design and oversight of its compensation plans help ensure that the plans do not encourage excessive risk taking.

**Enterprise Risk Management**

In conjunction with Horizon's Enterprise Risk Management Policy, the Senior Auditor, who serves as Horizon's senior risk officer, and other members of senior management meet annually with all business units to discuss risks related to their areas and how risks are mitigated. The risks are then classified as follows:

High potential material threat to the enterprise

Moderate not a material threat to the enterprise, however could impact current year's performance

Low minimal threat to the enterprise

High level risks have established metrics and are reviewed quarterly with Horizon's Board or Board committees as discussed below.

As part of its oversight function, the Board and its committees monitor how management operates Horizon and maintains internal controls and processes. When granting authority to management, approving strategies and receiving management reports, the Board considers, among other things, the risks and vulnerabilities faced by Horizon. The Audit Committee considers risks associated with Horizon's overall financial reporting, the disclosure process,



compliance with all rules and regulations and risk control policies and procedures. At its regularly scheduled quarterly meetings, the Audit Committee meets in executive session with Plante & Moran, PLLC, which serves as Horizon's internal auditor (the **Internal Auditor**), the Senior Auditor and Horizon's independent registered public accounting firm. High-level risks are reviewed with the Audit Committee at each meeting.

The Board committees review high-level risks associated in the area of their responsibilities. The Asset Liability Committee reviews risks related to liquidity, interest rates, quality of the investment portfolio, operations, facilities and information security. The Loan Committee reviews risks related to credit, loan concentrations, community reinvestment and compliance with lending rules and regulations. In 2014, the Compensation Committee met one time in executive session with the Senior Auditor to review Horizon's incentive compensation plans to be certain that employees are not incentivized to take undue risks, and the Compensation Committee anticipates that it will meet one time during 2015 to conduct a similar review. All identified high-level risks have established metrics that are reviewed by Horizon's Board or its committees.

The matrices for the Executive Officer Bonus Plan have included Enterprise Risk Management as a category since 2009. For information about the Executive Officer Bonus Plan and matrices, see the discussion under the caption Annual Performance-Based Incentive Compensation in the Compensation Discussion and Analysis below.

**Table of Contents****Horizon Bancorp****Stock Ownership Guidelines**

Horizon Ownership Guidelines (the **Guidelines**) require that members of the Boards of Directors of the Company and the Bank and the Company's executive and senior officers attain and maintain a level of ownership of the Company's common stock having a value at least equal to the following ownership thresholds specified in the Guidelines:

<b>Participant</b>	<b>Ownership Thresholds</b>
Director	3 times amount of annual retainer
Chief Executive Officer	3 times base salary
Named Executive Officers (other than Chief Executive Officer)	2 times base salary
Senior Officers	1 time base salary

Until a participant meets the Ownership Threshold, or, if after meeting the Ownership Threshold, a participant's stock ownership falls below the Ownership Threshold due to stock price fluctuations, then the participant must retain, when acquiring additional shares of the Company's common stock, that number of shares having a value equal to the following:

<b>Participant</b>	<b>Percentage of After-Tax Profit Associated with the Acquired Shares</b>
Director and Chief Executive Officer	75%
Named Executive Officers (other than the Chief Executive Officer) and Senior Officers	50%

Shares are considered to be owned by a participant for the purposes of the Guidelines if those shares would be deemed to be beneficially owned according to the SEC's beneficial ownership rules applicable to determining ownership for the beneficial ownership table included annually in Horizon's proxy statement for its shareholders' meeting. Shares of restricted stock for which the restrictions have not yet lapsed, and vested and non-vested unexercised stock options, are not considered to be shares owned for the purposes of the Guidelines. Any exceptions or waivers to the Guidelines must be approved by the Compensation Committee.

**COMPENSATION COMMITTEE REPORT**

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis included below. Based on that review and discussion, the Compensation Committee has recommended to Horizon's Board of Directors that the Compensation Discussion and Analysis be included in this Form 10-K.

This Report is respectfully submitted by the Compensation Committee of Horizon's Board of Directors:

Daniel F. Hopp, Chairperson

Peter L. Pairitz

Robert E. Swinehart

Susan D. Aaron

**COMPENSATION DISCUSSION AND ANALYSIS**

**Executive Summary**

The Compensation Discussion and Analysis describes and analyzes the compensation of Horizon's named executive officers. Our compensation program is designated to align executive officer compensation with Horizon's annual and long-term performance and with the interests of our shareholders. The development of compensation programs and benefit plans for senior executives, along with specific compensation decisions for the named executive officers, is the

**Table of Contents**

**Horizon Bancorp**

responsibility of the Compensation Committee of the Board. The Compensation Committee is assisted from time to time by an independent compensation consultant, whose duties are detailed in this Form 10-K. The Compensation Committee utilizes benchmark data obtained from industry publications and the compensation consultant to assist in determining the reasonableness of Horizon's pay programs, the direction of Horizon's total compensation as compared with Horizon's performance and in making compensation decisions on named executive officers.

The Compensation Committee, with input from the Board of Directors, annually evaluates the Chief Executive Officer's performance in comparison to corporate goals and objectives and determines and approves the Chief Executive Officer's compensation based on achievement of those goals and objectives. The Chief Executive Officer evaluates the performance of the other named executive officers in comparison to goals and recommends to the Compensation Committee a base salary change for each named executive officer based on achievement of their goals and objectives. The Compensation Committee makes the final decision on the other named executive officers' compensation.

**Cook & Co. Compensation Reports**

At least once every three years, the Compensation Committee requests Cook & Co. to prepare a report for purposes of evaluating executive compensation for Horizon's named executive officers. The most recent Cook & Co. report was in 2014 and compared overall executive compensation against 21 companies of comparable size. The following are highlights from the 2014 Cook & Co. report:

On average over the prior one and three years, Horizon ranks in the median range in terms of company size and market performance, and above the median range in growth and profitability.

Total compensation paid for the last completed fiscal year for four of Horizon's named executive officers is somewhat conservative relative to 3-year company performance (with one officer more directionally aligned due to the exercise of vested stock options in 2013).

Total compensation paid for the last completed fiscal year for Horizon's named executive officers is directionally aligned with company profitability for that year, but appears high relative to company size, growth and total shareholder return.

Total compensation paid for the last completed fiscal year for Horizon's named executive officers (excluding Mr. Rose) is somewhat conservative relative to Horizon's three-year performance.

On average, total direct compensation opportunities for Horizon's named executive officers, excluding Mr. Neff and Mr. Edwards, are positioned in the higher end of the median range of the competitive consensus. Mr. Neff's position and Mr. Edwards's position are above market, which can be explained by individual circumstances.

Total direct compensation mix is representative of median competitive practice for the CEO and for all proxy officers, excluding Mr. Neff, who is more heavily weighted towards annual bonus than the comparison companies.

Horizon's long-term incentive compensation mix of fifty percent performance shares and fifty percent stock options is similar to comparison companies and broader market practice in the amount allocated to performance shares, but differs in the amount allocated to stock options and restricted stock.

In December 2012, at the Compensation Committee's direction, Cook & Co. presented the Compensation Committee with a report prepared for the purpose of the Compensation Committee's evaluation of potential changes to Horizon's current incentive compensation plan. Based on that report and other input, the 2013 Omnibus Equity and Incentive Plan (the **2013 Omnibus Plan**) was prepared and subsequently adopted and approved by the shareholders at the 2014 annual meeting of shareholders.

The Compensation Committee has considered the independence of Cook & Co. in light of SEC rules and NASDAQ listing standards. In connection with this process, the Committee has reviewed, among other items, a letter from Cook & Co. dated February 21, 2014, that addresses the independence of Cook & Co. and the members of the consulting team serving the Compensation Committee, including the following factors: (i) other services provided to us by Cook & Co., (ii) fees paid by us as a percentage of Cook & Co.'s total revenue, (iii) policies or procedures of Cook & Co. that are designed to prevent conflicts of interest, (iv) any business or personal relationships between the senior advisor of the consulting team with a member of the Committee, (v) any Company stock owned by the senior advisor or any immediate family

**Table of Contents**

**Horizon Bancorp**

member, and (vi) any business or personal relationships between our executive officers and the senior advisor. The Committee discussed these considerations and concluded that the work performed by Cook & Co. and its senior advisor involved in the engagement did not raise any conflicts of interest.

**Overview of Compensation Program**

The Compensation Committee sets the compensation of all named executive officers of Horizon, including that of the Chief Executive Officer. Compensation is composed of several segments, including base salary, short-term incentives and long-term incentives. The Compensation Committee compares all executive compensation, including that of the Chief Executive Officer, to the compensation paid to persons holding the same position in similar financial institutions.

In determining the 2014 compensation for the Chief Executive Officer, Chief Financial Officer and other top officers, the Compensation Committee placed its greatest reliance on the Cook & Co. 2013 report. The Compensation Committee also relied on the report to compare the reasonableness of the 2013 compensation of Horizon's Chief Executive Officer and the other named executive officers. The Compensation Committee's review included a study of base pay, bonus and long-term compensation. The 2013 Cook & Co. report made comparisons against the group of 21 Midwestern regional banks indicated in the list below with assets in the range of \$1.391 billion to \$3.176 billion. The peer group was selected by Cook & Co. and approved by the Compensation Committee.

The following list includes all peer group companies included in Cook & Co.'s 2012, 2013 or 2014 reports and indicates next to each company's name the years in which that company was included in the reports:

Bank of Kentucky Financial Corp. (Crestville Hills, KY) (2012 & 2013)

Bank Mutual Corporation (Brown Deer, WI) (2013 & 2014)

BankFinancial, FSB (Burr Ridge, IL) (2012, 2013 & 2014)

Baylake (Sturgeon Bay, WI) (2012)

CFS Bancorp (Munster, IN) (2012)

First Defiance Financial (Defiance, OH) (2012, 2013 & 2014)

First Financial Corp. (Terre Haute, IN) (2012, 2013 & 2014)

First Mid-Illinois Bancshares, Inc. (Mattoon, IL) (2013 & 2014)

Firstbank (Alma, MI) (2012 & 2013)

German American Bancorp (Jasper, IN) (2012, 2013 & 2014)

Hills Bancorporation (Hills, IA) (2013 & 2014)

Independent Bank Corporation (Ionia, MI) (2014)

Isabella Bank (Mount Pleasant, NY) (2012, 2013 & 2014)

Lakeland Financial (Warsaw, IN) (2012, 2013 & 2014)

LNB Bancorp (Lorain, OH) (2012 & 2013)

Macatawa Bank (Holland, MI) (2012, 2013 & 2014)

MainSource Financial (Greensburg, IN) (2012, 2013 & 2014)

MBT Financial (Monroe, MI) (2012)

Mercantile Bank (Grand Rapids, MI) (2012, 2013 & 2014)

MidWestOne Financial (Iowa City, IA) (2012, 2013 & 2014)

MutualFirst Financial (Muncie, IN) (2012, 2013 & 2014)

Peoples Bancorp (Marietta, OH) (2013 & 2014)

**Table of Contents****Horizon Bancorp**

QCR Holdings (Moline, IL) (2012, 2013 & 2014)

Stock Yards Bancorp (Louisville, KY) (2012, 2013 & 2014)

United Community Financial Corp. (Youngstown, OH) (2014)

Waterstone Financial (Wauwatosa, WI) (2014)

West Bancorporation (West Des Moines, IA) (2012, 2013 & 2014)

The Compensation Committee intends to continue to employ an independent, third-party consultant to review executive compensation, including long-term benefits, at least every three years.

The following discussion of compensation focuses on the compensation of the five executive officers who are named in the Summary Compensation Table below because of their positions and levels of compensation. The named executive officers and their positions with Horizon and the Bank are as follows:

<b>Name</b>	<b>Position</b>
Craig M. Dwight	Chief Executive Officer, President and Chairman of Horizon; Chairman and Chief Executive Officer of the Bank
Mark E. Secor	Executive Vice President and Chief Financial Officer of Horizon and the Bank
Thomas H. Edwards	Executive Vice President of Horizon; President and Chief Credit Officer of the Bank
James D. Neff	Secretary of Horizon; Executive Vice President Mortgage Banking of the Bank
David G. Rose	Executive Vice President of Horizon and Senior Retail Banking Officer of the Bank

**Annual Advisory Vote on Executive Compensation**

At the 2014 Annual Meeting, Horizon provided shareholders with a separate, advisory shareholder say-on-pay vote to approve the compensation of the named executive officers. At that meeting, 98% of the common shares that were voted on the proposal were voted in favor of Horizon's compensation of those executive officers. Following that vote, the Board of Directors considered whether any changes should be implemented in connection with our compensation policies and decisions. The Board believes that the high percentage of shares voting in support of the say-on-pay proposal indicated that shareholders approve the work of Horizon's Compensation Committee and that shareholders consider Horizon's executive compensation programs to be aligned with shareholders' interests. Given the significant shareholder support, the Board and Compensation Committee concluded that Horizon's executive compensation is aligned with shareholders' interests and, therefore, no additional action was taken in response to the outcome of the advisory vote on executive compensation. At the 2015 Annual Meeting, shareholders again will have the opportunity to vote, in an advisory capacity, on Horizon's named executive officer compensation.



At the 2012 Annual Meeting, shareholders voted in an advisory vote to recommend the frequency at which Horizon should present shareholders with the opportunity to participate in an advisory say-on-pay vote on Horizon's executive compensation. Horizon's Board of Directors recommended an annual vote. Shareholders voted on whether the say-on-pay votes should be held every one, two or three years. Of the common shares voted in 2012 on that frequency proposal, 95.6% of those common shares were voted in favor of holding future say-on-pay votes on an annual basis. In light of that result and other factors that the Board has considered, Horizon holds say-on-pay votes on an annual basis. The next advisory vote on the frequency of say-on-pay votes is required to occur no later than at Horizon's 2018 Annual Meeting of Shareholders.

**Table of Contents**

**Horizon Bancorp**

**Compensation Risk**

As discussed above under the caption Risk Management and Compensation Policies and Practices, Horizon's Senior Auditor, who serves as the senior risk officer, meets with the Board of Directors and the Audit and Compensation Committees to review Horizon's compensation and other risks and to address how to mitigate and monitor such risks.

Our long-term business objectives require that we increase revenues year-over-year, maintain profitability in each year, increase market share and demonstrate sound enterprise risk management. We believe that if we are successful in achieving these objectives, the results will inure to the financial benefit of our shareholders. Accordingly, we have designed our executive compensation program to reward our executives for achieving annual and long-term financial and business results that meet these objectives. Specifically, the amount of incentive compensation received by our executive officers is directly related to Horizon's and to an individual executive's performance results. We recognize that the pursuit of these objectives may lead to behaviors that focus executives on their individual enrichment rather than Horizon's long-term welfare and if this were to occur, it could weaken the link between pay and performance and result in less of a correlation between the compensation delivered to our executives and the return realized by our shareholders. Accordingly, we have designed our executive compensation program to limit and mitigate these possibilities and ensure that our compensation practices and decisions are consistent with Horizon's risk profile.

The Compensation Committee has had in place since 2003 certain rules that provide it with considerable latitude in determining whether or not bonuses should be paid. The Compensation Committee believes these rules protect the shareholders and help mitigate the possibility that executive officers will take any undue risks. The rules are as follows:

The Compensation Committee may unilaterally amend, modify or cancel the plans at any time at its sole discretion.

Named executive officer bonuses will only be paid if Horizon achieves a minimum net income level that is more than sufficient to cover fixed costs and dividends at the holding company level. This minimum net income level supports the concept that the shareholders are paid first and ahead of executive officer bonuses.

Executive officers will be paid bonuses only if they are in good standing with Horizon and are not under a performance warning, suspension or individual regulatory sanction.

The Compensation Committee or its designee is to review and approve all executive officer bonuses prior to payment.

Bonuses are subject to receipt of an unqualified opinion by Horizon's independent accountants on its most current year-end financial statements.

The Bank has a policy that allows it to claw back incentive compensation as discussed below under the heading Recovery of Incentive Compensation under the Dodd-Frank Act.

**Overview of Compensation Elements and Mix**

Horizon's compensation plan for the Chief Executive Officer and other named executive officers includes the following elements:

Salary

Annual performance-based incentive compensation

Long-term equity and/or cash incentive compensation

Stock awards

Retirement and other benefits

Perquisites and other personal benefits

**Table of Contents**

**Horizon Bancorp**

To encourage appropriate decision-making and facilitate the alignment of the interests of our executives with those of Horizon and its shareholders, our executive compensation program includes at risk compensation, as discussed below in the Detailed Discussion of Compensation Elements. We believe that the allocation of at risk compensation for annual cash incentives is reasonable for Horizon given our business objectives and is comparable to that of our peer group.

When setting the total compensation for each named executive officer, the Compensation Committee reviews tally sheets indicating the historical amounts paid for each of the elements listed above. Although the Compensation Committee reviewed tally sheets, it did not take any specific action based on that review.

**Base Salary**

Base salary is the only fixed element of compensation that we provide to our executives and, as described below, is designed to provide a reasonable level of predictable income commensurate with a named executive officer's responsibilities, experience and demonstrated performance and to be competitive with the levels of compensation paid by our peers. Our incentive compensation arrangements are intended to reward performance if, and only to the extent that, Horizon and our shareholders also benefit financially from the officer's stewardship. Based on Cook & Co.'s 2013 report, Horizon's 2014 base compensation for Mr. Neff, Mr. Edwards, Mr. Rose and Mr. Secor were \$268,572, \$284,561, \$202,000, \$236,000, and base compensation for Mr. Dwight was \$429,525.

**Annual Incentive Compensation**

The annual incentive component of our executive compensation program involves cash-based plan awards that are payable if, and only to the extent that, pre-established corporate financial and individual performance objectives are achieved. We believe that the design of our Executive Officer Bonus Plan furthers our long-term business plan and ensures that the interests of our executives have been aligned with the interests of our shareholders:

Bonus payouts are not based solely on corporate performance, but also require achievement of one or more individual performance objectives;

The corporate financial performance objectives are consistent with the corporate financial performance objectives required under Horizon's long-term incentive compensation plan;

Bonus payouts are based on short-term and long-term corporate and individual performance metrics;

Actual performance results for the corporate financial and individual performance objectives, while separately evaluated, are aggregated for purposes of determining the amount of bonus payouts;

Amounts payable are subject to recovery by Horizon in the event that they were paid based on financial statements or other criteria that are later proven to be materially inaccurate; and

Horizon's Executive Officer Bonus Plan provides additional shareholder protection by providing that bonuses are paid only if Horizon achieves a certain minimum earnings threshold, and the executive officer is in good standing with Horizon and is not under any individual regulatory sanction.

In addition, the Compensation Committee has not paid discretionary bonuses to the named executive officers at any time during the past five years and does not presently intend to pay discretionary bonuses in the event that the actual performance results for the corporate financial and individual performance objectives do not meet or exceed the threshold level for payout under the Executive Officer Bonus Plan.

### **Long-Term Incentive Compensation**

As discussed in detail below, the long-term incentive component of our executive compensation program has consisted of grants of stock options and restricted stock and other awards pursuant to the 2003 Omnibus Equity Incentive Plan (the **2003 Omnibus Plan**), and awards under the 2013 Omnibus Plan. Grants of stock options and restricted stock are subject to vesting requirements. We set the amount of these awards relative to the overall value of our long-term compensation program that we believe is appropriate for accomplishing these purposes, while still providing our executives with the incentive to focus their efforts on earning their long-term incentive awards. Allocating a significant portion of each executive's long-term equity compensation to restricted stock rather than stock options helps to reduce the likelihood

**Table of Contents**

**Horizon Bancorp**

that the options will create an incentive for the executives to engage in risky behavior that would drive up the price of our Common Shares and maximize exercise proceeds. We believe that the attributes of these awards and our compensation plans further our long-term business plan and ensure that the interests of our executives have been aligned with the interests of our shareholders.

**Detailed Discussion of Compensation Elements**

**Base Salary**

Salaries of all executive officers, including the Chief Executive Officer, are governed by Horizon's formal salary administration program, which is updated each year. The salary administration program involves consideration of an executive officer's position and responsibility and performance as determined in the detailed annual performance reviews discussed above.

Horizon and the Bank entered into employment agreements with Mr. Dwight on December 1, 2006, with Mr. Edwards on July 16, 2007, and with Mr. Neff on December 14, 2011. The agreements provide that Messrs. Dwight, Edwards and Neff will continue to receive an annual base salary equal to the amount being paid to each of them on the date of their agreements, subject to adjustment based on the annual review of Horizon's Board of Directors or the Compensation Committee of the Board of Directors. However, the employment agreements provide that the adjusted base salary amount may not be less than each of the executive's base salary on the date of the agreement, which base salary amount was \$280,000 for Mr. Dwight, \$179,220 for Mr. Edwards and \$245,193 for Mr. Neff. The agreements replaced the change-of-control agreements that the Bank had entered into with Messrs. Dwight and Edwards on October 7, 1999 and with Mr. Neff on October 18, 1999. Other provisions of the agreements are discussed below following the Summary Compensation Table and in the discussion of Potential Payments Upon Termination or Change in Control.

The Compensation Committee compares the salary of each executive officer to those salaries being paid to executive officers in similar positions in organizations of comparable size in the Midwest. Salary ranges are then computed from that data for each Horizon executive officer position. Salary increases are calculated based on individual performance rating, where the executive officer's base salary falls within his respective salary range, benchmark data, total compensation in comparison to peer, compensation mix and Horizon's salary matrix. According to the 2014 and 2013 Cook Reports, which are the most recent reports that have been prepared:

Horizon's base salaries were generally competitive and not subject to performance risk;

Horizon's incentive plans were appropriately weighted between short-term and long-term performance and cash and equity compensation;

There was a strong linkage between Horizon's executive pay and Horizon's performance;

Horizon's compensation peer group and benchmarking methodology were appropriate;

There was no significant pay disparity among top executives, except with respect to Mr. Neff;

Horizon's severance and/or change-in-control provisions were reasonable; and

Horizon's special benefits and perquisites were minimal.

Cook & Co.'s 2014 report reported that the average and highest base cash compensation for a Chief Executive Officer were \$448,000 and \$803,000, respectively. For Mr. Dwight's services as Chief Executive Officer and President, he was paid a base salary in 2014 of \$429,525, which represented a 3.8% increase over his 2013 salary of \$414,000.

The salary increases for 2014 for the other named executive officers ranged from 2.7% to 5.2%. Mr. Secor's salary was increased to \$236,000 from \$225,213 (4.8%); Mr. Edwards' salary was increased to \$284,561 from \$274,938 (3.5%); Mr. Neff's salary was increased to \$268,572 from \$261,384 (2.7%); and Mr. Rose's salary was increased to \$202,000 from \$191,938 (5.2%). The salary increases were based on the Committee's in depth review of Cook & Co.'s 2013 compensation reports in conjunction with Horizon's standard salary administration program as outlined above, pursuant to which the Compensation Committee takes into consideration the individual performance rating, where the executive officer's base salary falls within their respective salary range, benchmark data, total compensation in comparison to peer, compensation mix and Horizon's salary matrix. The salary matrix takes into account both the performance review rating and the employee's current salary, with respect to the salary range, in determining the percentage increase.

**Table of Contents****Horizon Bancorp****Annual Performance-Based Incentive Compensation**

After consultations with compensation consultant Cook & Co. in 2003, the Compensation Committee of the Board of Directors of Horizon adopted an Executive Officer Bonus Plan. The Bonus Plan permits executive officers to earn, as a cash bonus, a percentage of their salary based on the achievement of corporate and individual goals in the relevant year. Four of the named executive officers, Messrs. Dwight, Edwards, Secor and Rose, currently participate in the Bonus Plan. Participants in the Bonus Plan are not eligible to participate in any other short-term cash incentive plan offered by Horizon.

To receive a bonus under the Bonus Plan, the executive officer must be employed by Horizon or one of its subsidiaries on the date the annual bonus payment is made and must be in good standing with Horizon. The Compensation Committee may adjust or amend the Bonus Plan at any time in its sole discretion. All executive officers' bonuses are subject to final approval by the Compensation Committee or its designee, and bonus payments are subject to Horizon's receipt from its independent accountants of an unqualified audit opinion on Horizon's most current year-end financial statements. Mr. Dwight's, Mr. Edwards' and Mr. Neff's bonuses are paid in accordance with their employment agreements, which provide that they may participate in all incentive compensation plans and programs generally available to executive officers.

As approved by the Compensation Committee, Horizon's bonus matrices for executive officers are divided into short-term and long-term metrics with total bonus opportunities weighted fifty percent each. Short-term metrics place heavier weight on financial outcome in order to align bonus payouts with shareholders' interests for the given year. Long-term metrics place heavier weight on positioning Horizon for future success and enterprise risk management to align with shareholders' long-term interests. Bonus calculations for financial outcomes are based on quantifiable targets and, for non-financial targets, on observations by Horizon's Chief Executive Officer, the Compensation Committee and the Board of Directors in comparison to Horizon's strategic plan.

The weightings for Horizon's 2014 bonus matrix for each individual participant are as follows:

<b>Named Executive Officer &amp; Category</b>	<b>Short-Term Metric Weighting</b>	<b>Long-Term Metric Weighting</b>
<b>Chief Executive Officer</b>		
Financial Outcome of Horizon (Net Income & Efficiency)	70%	
Positioning Horizon for Future Success		70%
Enterprise Risk Management	30%	30%
<b>Chief Operating Officer and Chief Credit Officer</b>		
Financial Outcome of Horizon (Net Income, Efficiency, Business Unit Income & Asset Quality)	60%	
Financial Outcomes for Areas of Direct Responsibility	20%	30%
Positioning Horizon for Future Success		
Enterprise Risk Management	20%	70%



**Executive Vice President and Chief Financial Officer**

Financial Outcome of Horizon (Net Income & Efficiency)	60%	
Positioning Horizon for Future Success		20%
Enterprise Risk Management	40%	60%
Project Management		20%

**Executive Vice President, Mortgage Banking**

Financial Outcome of Horizon Financial Outcomes for Areas of Direct Responsibility	70%	
Enterprise Risk Management	30%	

**Executive Vice President and Senior Retail Banking Officer**

Financial Outcomes of Horizon (Net Income, Efficiency, Regional Income, Core Deposits & Asset Quality)	20%	
Financial Outcomes for Areas of Direct Responsibility	65%	
Enterprise Risk Management	15%	60%
Position Company for Long Term Success		40%

---

**Table of Contents**

**Horizon Bancorp**

Horizon's 2015 bonus matrices for each named executive officer will follow substantially the same categories and metric weightings as above, subject to approval by the Compensation Committee and Board of Directors.

The Compensation Committee established a minimum earnings target for Horizon to achieve before any bonuses would be paid out under the Bonus Plan for 2014. The minimum earnings target is tied to earnings available to pay dividends and fixed costs at the holding company. In 2014, the minimum earnings threshold was \$9.177 million. If Horizon's net income for 2014 was below \$9.177 million, no bonuses would be paid to any executive officer. The Compensation Committee also approved a target bonus matrix for each executive officer to be used to calculate the executive officer's bonus (if any) for the year (assuming that the minimum earnings target has been met). The matrix for each executive officer specified the performance measures applicable to the executive officer, the targets for each performance measure and the weight to be assigned to each performance measure in calculating the bonus if the specified target levels are achieved.

The Compensation Committee sets the target awards to be challenging, but reasonably attainable. The maximum earnings goal was approximately \$1.50 million above the targets of \$18.0 million for 2014 and \$18.50 million for 2013, and the maximum efficiency ratio was approximately 300 basis points better than the target of 68% for each year. In 2014, the minimum earnings amount for payout was achieved, and all the participants were in good standing with Horizon. Any participant not in good standing with Horizon would not be eligible for incentive compensation.

The other non-financial measurements include the following: enterprise risk management, compliance with rules, regulations and good internal controls; positioning Horizon for long-term growth; organizational development, retention and attraction of good talent; and project management. The weightings for each measurement vary dependent upon the overall responsibilities and primary goals of each executive officer. Non-financial results are compared with Horizon's strategic plan and scored based on the observations of the Chief Executive Officer, Compensation Committee and the Board of Directors. Scores range from meets, exceeds, or far exceeds expectations.

For 2014, the named executive officers who participated in the Bonus Plan could have earned as a maximum bonus the following percentages of their base salaries: Mr. Dwight, 54%; Mr. Secor, 50%; Mr. Edwards, 55%; and Mr. Rose, 50%. Each named executive officer had as a short-term performance goal the achievement of a specified level of financial outcomes for the year, with the weighting of such goals for 2014 being 70% for Mr. Dwight; 60% for Mr. Secor; 80% for Mr. Edwards; and 85% for Mr. Rose. The financial outcome targets focused primarily on Horizon's earnings, efficiency improvements or business unit outcomes. The short-term performance goals for each executive officer also included one non-financial metric for enterprise risk management. Long-term performance goals for each executive officer were for enterprise risk management, positioning Horizon for long-term success or project management.

In order to earn a bonus award, the Bonus Plan's participants were required to achieve an aggregate weighted score of 80% or higher in 2014. If the participant achieved the goals for all categories, his aggregate weighted score would be 100%. In 2014, Mr. Dwight, Mr. Secor, Mr. Edwards and Mr. Rose all exceeded 80% in weighted average scores for both short- and long-term goals and earned a bonus award.

In considering Mr. Dwight's bonus, the Compensation Committee used established short- and long-term goals for 2014 and compared actual results with goals. The goals compared Horizon's net income compared to plan, Horizon's efficiency ratio compared to plan, enterprise risk management, compliance with all rules, laws, regulations, audit

standards, reputation of Horizon, positioning Horizon for future growth and expansion, and organizational development including retention and attraction of good talent, efficiency improvement and continuous learning.

The amounts of the bonuses actually paid each year under the Bonus Plan are reported in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table included below in this Form 10-K. The payouts that Messrs. Dwight, Secor, Edwards and Rose had an opportunity to earn under the Bonus Plan for 2014 are presented below in the Grants of Plan-Based Awards table.

The Compensation Committee has reviewed the Bonus Plan for 2014, and based on that review, the Compensation Committee has concluded that the plans, as designed for 2014, aligned the interests of the senior executive officers with those of the shareholders and that the plan designs provided several features to mitigate the senior executive officers from taking undue risk that may threaten the enterprise.

---

**Table of Contents****Horizon Bancorp**

Mr. Neff does not participate in the Bonus Plan. The Compensation Committee, however, has a formula pursuant to which it has awarded Mr. Neff an incentive bonus equal to a percentage of his salary if the Mortgage Warehousing Division of the Bank meets or exceeds certain Return on Equity ( **ROE** ) goals for the year. The ROE goals and bonus percentage amounts are as follows: 12% ROE: 25%; 15% ROE: 40%; and 20% ROE or above: 50%. If the Mortgage Warehousing Division ROE exceeds the 20% ROE target for a year, Mr. Neff receives an additional bonus equal to 15% of the dollar amount of the net income that exceeds the amount necessary to reach the 20% ROE target. In addition, Mr. Neff's bonus award takes into consideration results under a performance score card for retail mortgage loan income before tax, asset quality as measured in net charge-offs and losses incurred on mortgage loan repurchases for loans under his supervision, and overall enterprise risk management. Mr. Neff's weighted average score for his score card was 110%, which equated to an 110% payout against his earned warehouse bonus amount. The amount of the bonus Mr. Neff received for 2014 is reported in the Summary Compensation Table.

**Long-Term Incentive Program**

In 2002, Horizon engaged compensation consultant Cook & Co. to review Horizon's compensation of its top officers and outside directors. Cook & Co. recommended that Horizon adopt an omnibus stock plan for the purpose of attracting and retaining key employees. The shareholders approved the 2003 Omnibus Plan at the Annual Meeting held on May 8, 2003, and approved amendments at the 2010 Annual Meeting, including an increase in the number of common shares available for awards. The 2003 Omnibus Plan expired on January 31, 2013, and no additional shares may be granted under the 2003 Omnibus Plan.

At the 2014 Annual Meeting, shareholders approved the 2013 Omnibus Plan, which replaced the 2003 Omnibus Plan and became effective for a ten-year term beginning February 1, 2013. The 2013 Omnibus Plan authorizes the issuance of up to 691,700 common shares.

The 2013 Omnibus Plan was designed to satisfy the requirements of Section 162(m) of the Internal Revenue Code of 1986, which generally denies a corporate-level income tax deduction for annual compensation in excess of \$1,000,000 paid to the chief executive officer and the four other most highly compensated officers of a public company. Certain types of compensation, including performance-based compensation, which meet the requirements of Internal Revenue Code Section 162(m), are generally excluded from this deduction limit.

The Compensation Committee administers the 2013 Omnibus Plan and may grant the following types of awards:

Incentive stock options

Nonqualified stock options

Stock appreciation rights

Restricted stock

Performance units

Performance shares

Any combination of the above

Horizon's long-term incentive program has been based on the grant of stock options and restricted stock. Stock options and restricted stock are granted to encourage and facilitate personal stock ownership by executive officers and thus strengthen their personal commitment to Horizon and to provide them with a longer-term perspective in their managerial responsibilities. This component of an executive officer's compensation directly aligns the officer's interests with those of Horizon's shareholders. Horizon also recognizes that stock options are a necessary element of a competitive compensation program. The program utilizes vesting periods to encourage key employees to continue in the employ of Horizon and thereby acts as a retention device for key employees.

With respect to stock ownership, as discussed above, all of the named executive officers must comply with the Guidelines adopted by the Board of Directors. The Chief Executive Officer must maintain ownership of Common Shares having a value equal to at least three times his base salary, and each of the other named executive officers must maintain ownership of Common Shares having a value equal to at least twice his base salary. For additional details about the Guidelines, see the "Stock Ownership Guidelines" section above.

## Table of Contents

### **Horizon Bancorp**

In determining a reasonable level of long-term compensation to be granted executive officers, the Compensation Committee considers data it deems relevant, including the data in the independent reports prepared by Cook & Co., and other peer data.

The stock options that were granted to executive officers are service based and vest in equal annual installments over a three- or five-year period, and awards of restricted stock vest on the fourth or fifth anniversary of the date of grant if the executive officer remains employed by Horizon, the Bank or any of their affiliates.

### **Qualified Retirement Plans**

Horizon maintains two tax-qualified retirement plans, an Employee Stock Ownership Plan (the **ESOP**) and an Employees Thrift Plan (the **Thrift Plan**). Nearly all Horizon employees are eligible to participate in the ESOP. Horizon's Board of Directors, in its discretion, determines Horizon's contributions to the ESOP. The contributions may be made in the form of cash or shares of common stock. Shares are allocated among participants each December 31 on the basis of each participant's eligible compensation to total eligible compensation (a maximum of \$255,000 per participant). Dividends on shares held by the plan, at the discretion of each participant, are either distributed to the participant or retained in the plan for the purchase of additional shares.

The Thrift Plan is a 401(k) plan in which all employees with the requisite hours of service are eligible to participate. The Thrift Plan permits voluntary employee contributions, and Horizon may make discretionary matching and profit sharing contributions. Each eligible employee is vested according to a schedule based upon years of service. Voluntary employee contributions are vested at all times, and Horizon's discretionary contributions vest over a six-year period. Participants are eligible to receive matching contributions once they have attained age 21 and completed one year of service. Horizon, at its discretion, provides for matching contributions as follows: 100% for the first 2% of a participant's deferral contribution and 50% for each additional percentage deferred up to a total deferral of 6% (a maximum of 4% matching contribution).

### **Post-Termination Compensation and Benefits**

The employment agreements with Messrs. Dwight, Edwards and Neff provide for the payment of compensation upon a change in control. Mr. Secor is a party to a change-in-control agreement with the Bank. Mr. Neff also was a party to a separate change-in-control agreement with the Bank until December 14, 2011, when he entered into an employment agreement with Horizon and the Bank. Mr. Rose is not a party to either an employment or a change-in-control agreement. The agreements with the named executive officers are discussed in more detail below following the Summary Compensation Table and in the discussion of Potential Payments Upon Termination or Change in Control.

The Horizon Bancorp Supplemental Executive Retirement Plan (the **Frozen SERP**), a nonqualified deferred compensation plan, was originally effective January 1, 1993, and was frozen effective December 31, 2004. The Frozen SERP provides certain management or highly compensated employees of Horizon and its affiliates with supplemental retirement benefits to help recompense those employees for benefits reduced under the Thrift Plan due to benefit limits imposed by the Internal Revenue Code and to permit the deferral of additional compensation. The Frozen SERP is an unfunded arrangement designed and administered to comply with Title I of the Employee Retirement Income Security Act of 1974 and to be exempt from the requirements of Internal Revenue Code Section 409A. The Frozen SERP is administered by the Compensation Committee. Prior to January 1, 2005, a

participant in the Frozen SERP could elect each year to defer a percentage of the participant's total cash compensation. Each year, the Compensation Committee, in its discretion, could elect to have Horizon match the amounts deferred by each participant under the Frozen SERP up to a maximum match of \$25,000. The Compensation Committee could also make supplemental contributions in any amount determined by the Compensation Committee in its discretion.

Interest is credited on a participant's deferred account balance in the Frozen SERP at the five-year U.S. Treasury Bond rate published in the Wall Street Journal and in effect as of the first business day of each calendar month, plus 200 basis points, but not to exceed 120% of the Applicable Federal Long-Term Rate for monthly compounding. Amounts deferred by participants vest immediately. The Compensation Committee can require forfeiture of matching and supplemental contributions if the participant has not completed the number of years of service specified by the Compensation

---

**Table of Contents**

**Horizon Bancorp**

Committee, except when the participant dies while still employed, is determined to be disabled or retires after reaching age sixty-five. Participants or their designated beneficiaries will begin to receive payments under the Frozen SERP within thirty days after the participant's separation from service. Participants may elect lump sum or installment payments, or a combination of the two, subject to the provisions of the Frozen SERP. No additional amounts, except earnings, accrued to the named executive officers under the Frozen SERP for 2014.

Horizon adopted the Horizon Bancorp 2005 Supplemental Executive Retirement Plan (the **2005 SERP**) to replace the Frozen SERP effective January 1, 2005. As with its predecessor, the 2005 SERP provides certain management or highly compensated employees of Horizon Bancorp and its affiliates with supplemental retirement benefits to help recompense those employees for benefits reduced under the Thrift Plan due to benefit limits imposed by the Internal Revenue Code and to permit the deferral of additional compensation. The 2005 SERP is also an unfunded arrangement designed and administered to comply with Title I of the Employee Retirement Income Security Act of 1974 and Internal Revenue Code Section 409A, and the 2005 SERP is administered by the Compensation Committee. A participant in the 2005 SERP may elect to defer a percentage of the participant's total cash compensation each year. The 2005 SERP maximum deferral percentage is limited to 25%.

Each year, the Compensation Committee, in its discretion, may elect to have Horizon match the amounts deferred by each participant under the 2005 SERP up to a maximum match of \$25,000. The Compensation Committee may change the match limit prior to the beginning of any year. The Compensation Committee may also make supplemental contributions in any amount it determines in its discretion.

Interest is credited on a participant's deferred account balance in the 2005 SERP at the five-year U.S. Treasury Bond rate published in the Wall Street Journal and in effect as of the first business day of each calendar month, plus 200 basis points, but not to exceed 120% of the Applicable Federal Long-Term Rate for monthly compounding. Amounts deferred by participants vest immediately. The Compensation Committee may require forfeiture of matching and supplemental contributions if the participant has not completed the number of years of service specified by the Compensation Committee, except when the participant dies while still employed, is determined to be disabled or retires after reaching age sixty-five. Participants may specify the date or event upon which they or their designated beneficiaries will begin to receive payment under the 2005 SERP and may elect lump sum or installment payments, or a combination of the two, subject to the provisions of the 2005 SERP.

In December 2009, the Board of Directors approved a second SERP investment alternative in the form of Horizon Common Shares. SERP Participants may change their investment election option once a year.

Horizon's contributions allocated to the named executive officers under the 2005 SERP are included in the All Other Compensation column of the Summary Compensation Table appearing below.

**Perquisites and Other Personal Benefits**

Horizon provides minimal perquisites and other personal benefits to its executive officers. Messrs. Dwight, Edwards and Rose are provided with country club memberships, and Messrs. Edwards and Rose are provided with cellular telephone service. The cost of the memberships and/or telephone service is less than \$10,000 per executive officer. No other perquisites or personal benefits are provided to executive officers.



**Recovery of Incentive Compensation under the Dodd-Frank Act**

Under the Dodd-Frank Act, companies listed on a national securities exchange must adopt a policy providing for the recovery of incentive-based compensation in the event of an accounting restatement based on erroneous data. Under such a policy, compensation would be recovered, or clawed back, from any current or former executive officer of the company who received the incentive-based compensation during the three years preceding the date on which the company is required to prepare the restatement. The amount to be recovered would be the excess of the amount that would have been paid to the executive officer under the restatement. Horizon Bank, N.A. adopted a claw back policy in 2009, which covers each exempt employee with the title of Vice President or above or who is a commission-based employee. This policy will be revised as necessary and appropriate in the future if and when the SEC and NASDAQ adopt compensation claw back rules to implement the Dodd-Frank Act requirements.

Table of Contents**Horizon Bancorp**EXECUTIVE COMPENSATION TABLES

The following tables provide information on the 2014 compensation for Horizon's Chief Executive Officer, Chief Financial Officer and the other three most highly compensated executive officers of Horizon and the Bank. These five individuals are referred to as the named executive officers.

**Summary Compensation Table for 2014**

The table below provides information with respect to the total compensation earned by or paid to the named executive officers for 2014.

Name and Principal Position	Year	Salary (\$) <sup>(1)</sup>	Bonus (\$) <sup>(2)</sup>	Stock Awards (\$) <sup>(3)</sup>	Non-Equity			Total (\$)
					Option Awards (\$) <sup>(3)</sup>	Incentive Plan Compensation (\$) <sup>(4)</sup>	All Other Compensation (\$) <sup>(5)</sup>	
<b>Craig M. Dwight</b>	2014	429,525	N/A	90,000	90,000	178,253	44,200 <sup>(6)</sup>	831,978
President and Chief Executive Officer	2013	414,000	N/A			171,810	43,326	629,136
	2012	400,000	N/A	45,000	45,000	176,000	43,327	709,327
<b>Mark E. Secor</b>	2014	236,000	N/A	53,750	53,750	76,700	33,722 <sup>(7)</sup>	453,922
Chief Financial Officer	2013	225,213	N/A			61,934	29,623	316,770
	2012	215,000	N/A	53,750		91,375	25,362	385,487
<b>Thomas H. Edwards</b>	2014	284,561	N/A	66,250	66,250	113,824	36,385 <sup>(8)</sup>	567,270
Executive Vice President	2013	274,938	N/A			89,355	34,714	399,007
	2012	265,000	N/A	66,250		79,500	36,023	446,773
<b>James. D. Neff</b>	2014	268,572	N/A	62,984	62,984	177,793	34,390 <sup>(9)</sup>	606,723
Secretary	2013	261,384	N/A			160,000	35,509	456,893
	2012	251,936	N/A	62,984		220,000	38,604	573,524
<b>David G. Rose</b>	2014	202,000	N/A	27,750	27,750	65,650	38,879 <sup>(10)</sup>	362,029
Executive Vice President	2013	191,938	N/A			52,783	29,562	274,283
	2012	185,000	N/A	27,750		47,406	27,718	287,874

1. Includes salary amounts paid and salary amounts deferred by the individual named pursuant to Horizon's Thrift Plan and Supplemental Executive Retirement Plan (SERP).
2. The amount reflects the dollar amount paid under Horizon's holiday bonus plan, which is available to all employees with the exception of specified executive officers, including Messrs. Dwight, Secor, Edwards, Neff and Rose. Messrs. Dwight, Edwards, Secor and Rose are eligible to receive annual bonuses under the Executive Officer Bonus Plan, and if such bonuses are received for a given year, the SEC rules provide that they are to be reported in the Non-Equity Incentive Plan Compensation column of this table.
3. The amounts in this column reflect the aggregate grant date fair value of option awards during the last three fiscal years in accordance with FASB ASC Topic 718. For a discussion on the assumptions used in the calculation of the option awards reported in this column, please see note 21 of the Notes to Consolidated Financial Statements.

in Horizon's 2014 Annual Report on Form 10-K filed with the Securities and Exchange Commission. Awards shown in 2014 include awards granted in 2013 for award made under the 2013 Omnibus Plan prior to shareholder approval.

4. Messrs. Dwight, Edwards, Secor and Rose received payments under Horizon's Executive Officer Bonus Plan. The bonus amount for Mr. Neff represents a bonus he receives based on the net profit of the Mortgage Warehouse division. (For more information about the Bonus Plan and for Mr. Neff's bonus arrangement, see the discussion above in the Compensation Discussion and Analysis.)
5. The individuals named in the table also received certain perquisites, but the incremental costs of providing the perquisites did not exceed the \$10,000 disclosure threshold.
6. Includes Horizon's contribution of \$5,141 under Horizon's Employee Stock Ownership Plan and its matching contributions of \$10,400 under the Thrift Plan, \$25,000 under the SERP and \$3,659 in dividends on restricted stock.
7. Includes Horizon's contribution of \$5,141 under Horizon's Employee Stock Ownership Plan and its matching contributions of \$10,400 under the Thrift Plan, \$14,897 under the SERP and \$3,284 in dividends on restricted stock.

**Table of Contents****Horizon Bancorp**

8. Includes Horizon's contribution of \$5,141 under Horizon's Employee Stock Ownership Plan, and its matching contributions of \$10,369 under the Thrift Plan, \$16,826 under the SERP and \$4,049 in dividends on restricted stock.
9. Includes Horizon's contribution of \$5,141 under Horizon's Employee Stock Ownership Plan and its matching contributions of \$10,400 under the Thrift Plan, \$15,000 under the SERP and \$3,849 in dividends on restricted stock.
10. Includes Horizon's contribution of \$4,031 under Horizon's Employee Stock Ownership Plan and its matching contributions of \$8,153 under the Thrift Plan, \$25,000 under the SERP and \$1,695 in dividends on restricted stock.

As discussed above in the Compensation Discussion and Analysis, Horizon and the Bank have entered into employment agreements with Mr. Dwight, Mr. Edwards and Mr. Neff. The agreements provide that Mr. Dwight will continue to serve as Horizon's President and Chief Executive Officer and the Bank's Chairman and Chief Executive Officer for a term of three years, that Mr. Edwards will continue to serve as Horizon's Executive Vice President and the Bank's President and Chief Operating Officer for a term of three years, and that Mr. Neff will continue to serve as Horizon's Executive Vice President of the Bank and Secretary of the Holding Company for a term of three years. The terms of each of the agreements will be extended for an additional one-year period beyond the then-effective expiration date on each annual anniversary of the date of the agreement until the year in which the executive officer reaches the age of sixty-three, unless Horizon delivers notice to the executive officer within sixty days prior to the expiration of any one-year period that the term will not be extended.

Each employment agreement also provides that Messrs. Dwight, Edwards and Neff will continue to receive an annual base salary equal to the amount being paid to them on the date of the agreement, subject to adjustment. Horizon may terminate Mr. Dwight's, Mr. Edwards' or Mr. Neff's employment immediately for cause and also may terminate their employment without cause upon not less than thirty days' prior notice. Messrs. Dwight, Edwards and Neff may terminate their employment for good reason or upon not less than thirty days' prior notice without good reason. (The definitions of cause, good reason and change in control specified in the agreements are summarized below under Potential Payments Upon Termination or Change in Control. )

If Horizon terminates Mr. Dwight's employment without cause, if Mr. Dwight terminates his employment with good reason, or if Mr. Dwight's employment is terminated upon a change in control of Horizon, his agreement provides for Horizon to pay Mr. Dwight an amount equal to two times his then-current annual base salary plus his bonus for the previous two calendar years and for Mr. Dwight to receive health and certain other benefits for a two-year period. If Horizon terminates Mr. Edwards' or Mr. Neff's employment without cause, or if either of Mr. Edwards or Mr. Neff terminates his employment for good reason, their agreement provides for Horizon to pay them an amount equal to their then-current annual base salary plus an amount equal to the average of their bonuses for the previous two calendar years. If Mr. Edwards' or Mr. Neff's employment is terminated upon a change in control, the agreement provides for Horizon to pay them an amount equal to twice their then-current salary plus an amount equal to the average of their bonuses for the previous two calendar years. Mr. Edwards' and Mr. Neff's agreements also provide for them to receive health and certain benefits for a one-year period following their termination without cause, for good reason, or upon a change in control.

Messrs. Dwight's, Edwards' and Neff's agreements provide that upon written notice to Horizon, each may terminate his employment during a 30-day period beginning on a date six months following the date of a change in control. Likewise, Horizon may, upon 30 days' written notice to the executive, terminate the executive's employment during the

six months immediately following a change in control. Termination by either the executive or Horizon under these circumstances triggers additional benefits, as summarized below under Potential Payments Upon Termination or Change in Control.

Messrs. Dwight s, Edwards and Neff s agreements also include provisions that limit the aggregate amount of the payment to an amount that is otherwise deductible by Horizon for federal income tax purposes after application of Internal Revenue Code Section 280G and that protect Horizon s and the Bank s confidential business information and prohibit competition for specified periods. Mr. Dwight s agreement prohibits him from competing against Horizon for a two-year period following the date of his termination, and Mr. Edwards and Mr. Neff s agreements prohibit them from competing against Horizon for a one-year period.

#### **Grants of Plan-Based Awards**

Four of the named executive officers had the opportunity to earn cash bonuses under the Executive Officer Bonus Plan if Horizon met the earnings targets the Compensation Committee had established for 2014. Mr. Neff had the opportunity to earn a cash bonus under a separate plan. A detailed description of the Executive Officer Bonus Plan and Mr. Neff s plan is provided above in the Compensation Discussion and Analysis.

**Table of Contents****Horizon Bancorp**

The following table presents the possible payouts the named executive officers had the opportunity to receive for 2014.

**Estimated Possible Payouts Under Non-Equity Incentive**

Name	Threshold (\$)			Plan Awards Target (\$)			Maximum (\$)		
	Short Term Goals	Long Term Goals	Total	Short Term Goals	Long Term Goals	Total	Short Term Goals	Long Term Goals	Total
Craig M. Dwight	\$ 18,255	\$ 18,255	\$ 36,510	\$ 73,019	\$ 73,019	\$ 146,038	\$ 115,972	\$ 115,972	\$ 231,944
Mark E. Secor	7,375	7,375	14,750	29,500	29,500	59,000	59,000	59,000	118,000
Thomas H. Edwards	7,114	7,114	14,228	42,684	42,684	85,368	78,254	78,254	156,508
James D. Neff <sup>(1)</sup>			40,000			200,000			240,000
David G. Rose	6,313	6,313	12,626	25,250	25,250	50,500	50,500	50,500	101,000

<sup>1</sup> Mr. Neff's bonus is paid pursuant to a separate arrangement, and he does not participate in the Executive Officer Bonus Plan.

**Outstanding Equity Awards at Fiscal Year-End for 2014**

The following table presents information on stock options and restricted stock held by the named executive officers on December 31, 2014.

Name	Option Awards				Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable <sup>(1)</sup>	Number of Securities Underlying Unexercised Awards: Options (#) Unexercisable Securities <sup>(2)</sup>	Equity Incentive Plan	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Vested (\$)	Equity Incentive Plan Awards: Number of Shares or Units of Stock

			(#)					Rights That Have Not Vested (#)	Other Rights That Have Not Vested (\$)
Craig M. Dwight	5,232	10,465	N/A	\$ 11.73	March 20, 2022	8,087	\$ 211,394	N/A	N/A
	2,618	5,235	N/A	20.24	June 18, 2023			N/A	N/A
		6,923	N/A	22.20	March 18, 2024			N/A	N/A
Mark E. Secor	11,250		N/A	12.22	June 18, 2017	7,120	186,117	N/A	N/A
	1,563	3,127	N/A	20.24	June 18, 2023			N/A	N/A
		4,135	N/A	22.20	March 18, 2024			N/A	N/A
Thomas M. Edwards	1,927	3,854	N/A	20.24	June 18, 2023	8,777	229,431	N/A	N/A
		5,096	N/A	22.20	March 18, 2024			N/A	N/A
James D. Neff	1,832	3,664	N/A	20.24	June 18, 2023	8,344	218,112	N/A	N/A
		4,845	N/A	22.20	March 18, 2024			N/A	N/A
David G. Rose	4,500	9,000	N/A	9.91	September 14, 2020	3,675	96,065	N/A	N/A
	807	1,614	N/A	20.24	June 18, 2023			N/A	N/A
		2,135	N/A	22.20	March 18, 2024			N/A	N/A

<sup>1</sup> All options have a ten-year life with pro-rata vesting over a three- or five-year period from the grant date.

<sup>2</sup> The shares represented could not be acquired by the named executive officers as of December 31, 2014.

**Table of Contents****Horizon Bancorp****Option Exercises and Stock Vested for 2014**

The following table presents information on the exercise by named executive officers of stock options during 2014 and the shares of restricted stock held by named executive officers vested during 2014.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) <sup>(1)</sup>	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Craig M. Dwight		\$		\$
Mark E. Secor				
Thomas H. Edwards				
James D. Neff				
David G. Rose				

<sup>1</sup> Amounts reflecting value realized upon exercise of options are based on the difference between the closing price for a share on the date of exercise and the exercise price for a share.

**Nonqualified Deferred Compensation for 2014**

The following table presents information on compensation deferred by and matching contributions for each of the named executive officers under the Supplemental Executive Retirement Plan, which is discussed above in the Compensation Discussion and Analysis.

Name	Registrant				
	Executive Contributions in Last Fiscal Year (\$) <sup>(1)</sup>	Contributions in Last Fiscal Year (\$) <sup>(1)</sup>	Aggregate Earnings in Last Fiscal Year (\$)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last Fiscal Year End (\$)
Craig M. Dwight	\$ 50,000	\$ 25,000	\$ 44,449	\$	\$ 1,410,991
Mark E. Secor	29,793	14,897	33,197		207,526
Thomas H. Edwards	33,652	16,826	31,120		706,663
James D. Neff	30,000	15,000	85,721		774,666
David G. Rose	50,957	25,000	44,257		693,933

1. Executive contributions are included in the Salary column of the Summary Compensation Table and Registrant Contributions are included in the All Other Compensation column of the Summary Compensation Table.



### **Potential Payments Upon Termination or Change in Control**

Horizon and the Bank have agreements with the named executive officers and plans in which the named executive officers participate that provide for benefits upon the resignation, severance, retirement or other termination of the named executive officers.

#### **Employment and Change-in-Control Agreements**

The employment agreement with Mr. Dwight discussed above provides that if Horizon terminates Mr. Dwight's employment without cause, if Mr. Dwight terminates his employment with good reason, or if Mr. Dwight's employment is terminated upon a change in control of Horizon by either Horizon or by Mr. Dwight pursuant to a right to terminate the agreement for a 30-day period beginning six months following a change in control, Horizon will pay Mr. Dwight an amount equal to two times his then-current annual base salary plus his bonus for the previous two calendar years and for Mr. Dwight to receive health and life insurance benefits for a two-year period, as well as reimbursement of up to \$30,000 for expenses in searching for a new position.

**Table of Contents**

**Horizon Bancorp**

The employment agreements with Mr. Edwards and Mr. Neff discussed above provide that if Horizon terminates Mr. Edwards or Mr. Neff's employment without cause, or if Mr. Edwards or Mr. Neff terminates his employment with good reason, Horizon will pay each an amount equal to his then-current annual base salary, plus an amount equal to the average of his bonus for the prior two years. If Mr. Edwards or Mr. Neff's employment is terminated upon a change of control of Horizon by either Horizon or by Mr. Edwards or Mr. Neff pursuant to a right to terminate the agreement for a 30-day period beginning six months following a change in control, Horizon will pay each an amount equal to twice his then-current annual base salary, plus an amount equal to the average of his bonus for the past two years. If Mr. Edwards or Mr. Neff's employment were terminated for any of the preceding reasons, each would also be entitled to receive health and life insurance benefits for a one-year period as well as reimbursement of up to \$20,000 for expenses in searching for a new position, subject to certain restrictions.

The definitions of the terms "cause," "good reason" and "change in control" are central to an understanding of the potential payments to the executive officers pursuant to their agreements. The definitions in the agreements are summarized in the following paragraphs.

Under Messrs. Dwight's, Edwards' and Neff's employment agreements, Horizon has "cause" to terminate the executive officer if he breaches any provision of the agreement, is prohibited from participating in the conduct of the Bank's affairs pursuant to an order issued under specified provisions of the Federal Deposit Insurance Act, or if he has engaged in any of the specific activities listed in the agreement, including the following:

an intentional act of fraud, embezzlement, theft or personal dishonesty;

willful misconduct;

breach of fiduciary duty involving personal profit in the course of the executive's employment;

intentional wrongful damage to Horizon's business or property, causing material harm to Horizon; or

gross negligence or insubordination in the performance of the executive's duties, or the executive's refusal or repeated failure to carry out lawful directives of the Board.

A termination by the executive officer is for "good reason" if we take any of the following actions without the executive's prior written consent:

require the executive to move his office to a location more than 30 miles from his principal residence;

reduce the executive's then-current annual base salary by 10% or more, unless the reduction is part of an institution-wide reduction and proportionate to the reduction in the base salaries of all other Horizon executive officers;

remove the executive from participation in any incentive compensation or performance-based compensation plans, unless we terminate the participation of all of Horizon's other executive officers in the plans;

reduce any material benefit plan or program or deprive the executive of any such benefit enjoyed by him, unless part of an institution-wide reduction and applied similarly to all of Horizon's other executive officers;

assign the executive duties and responsibilities materially different from those normally associated with his position as described in the agreement;

materially reduce the executive's responsibilities or authority (including reporting responsibilities) in connection with his employment;

materially reduce the executive's secretarial or administrative support; or

breach any provision of the agreement.

A change in control would include any of the following events:

A merger, consolidation or similar transaction involving Horizon or the Bank that results in the shareholders immediately prior to the transaction owning shares of the surviving or combined entity possessing voting rights equal to or less than 50 percent of the voting rights of all shareholders of such entity, determined on a fully diluted basis;

---

**Table of Contents**

**Horizon Bancorp**

A sale, lease, exchange, transfer or other disposition of all or any substantial part of the consolidated assets of Horizon or the Bank;

A tender, exchange, sale or other disposition (other than a disposition of the stock in connection with bankruptcy, insolvency, foreclosure, receivership or other similar transactions) or purchase (other than by Horizon, an employee benefit plan of Horizon or the Bank, or members of Horizon's or the Bank's board of directors) of shares representing more than 25 percent of the voting power of Horizon or the Bank; or

During any period of two consecutive years, the individuals who constituted the Board of Directors as of the date of the executive's agreement cease for any reason to constitute at least a majority of the Board's members, unless the election of each director at the beginning of the period has been approved by directors representing at least a majority of the directors then in office.

A change in control will not occur, however, if Horizon issues stock in a public offering; in connection with a transaction approved by a majority of shareholders or in which a majority of the shareholders (other than shareholders subject to Exchange Act Section 16(b)) have tendered their shares; or due to stock ownership by any Horizon employee benefit plan.

If Mr. Dwight's, Mr. Edwards' or Mr. Neff's employment had been terminated in connection with a change in control as of December 31, 2014, each would have been entitled to a severance amount and other benefits under his employment agreement in the following amounts: Mr. Dwight \$1,266,131; Mr. Edwards \$702,964; and Mr. Neff \$739,549. If Mr. Dwight's, Mr. Edwards' or Mr. Neff's employment had been terminated by Horizon without cause, or by the executive with good reason as of December 31, 2014, each would have been entitled to a severance amount and other benefits under his employment agreement in the following amounts: Mr. Dwight \$1,266,131; Mr. Edwards \$418,403; and Mr. Neff \$470,977. If Mr. Dwight's, Mr. Edwards' or Mr. Neff's employment is terminated by Horizon with cause, by the executive without good reason or due to the executive's death or disability, each executive, or his estate in the event of death, would be entitled to the payment of vested or accrued amounts under incentive compensation and employee benefits plans and life insurance proceeds. None of Messrs. Dwight, Edwards or Neff held any vested options or other plan awards or was entitled to any benefits other than pursuant to life insurance policies as of December 31, 2014. Therefore, if Messrs. Dwight's, Edwards' or Neff's employment had terminated on December 31, 2014, the only amounts payable would have been life insurance and salary continuation proceeds in the amount of \$800,000 for Mr. Dwight, \$784,561 for Mr. Edwards and \$768,572 for Mr. Neff to each of their estates.

One of the other named executive officers, Mr. Secor, is a party to a change of control agreement with the Bank. Mr. Secor's agreement was amended effective as of January 1, 2009, to reflect the change in his title and responsibilities as of that date. In Mr. Secor's agreement, the definition of change in control is the same as the definition described above in connection with the discussion of the employment agreements of Messrs. Dwight, Edwards and Neff.

Mr. Secor's agreement provides that upon a change of control, a new term of employment will commence for the executive officer at the same base salary that the executive officer was receiving at the time of the change of control and such salary may not be reduced for a period of one year following the change of control. If Horizon had terminated Mr. Secor's employment without cause or if Mr. Secor had terminated his employment without good reason

immediately after a change in control as of December 31, 2014, the amount he would have been paid under his agreement would have been \$236,000. This amount excludes stock options that vest upon a change in control, which are discussed below.

Under Mr. Secor's change in control agreement, "cause" is defined as: (i) personal dishonesty, (ii) incompetence, (iii) willful misconduct, (iv) willful violation of any law, rule, regulation or Bank policy (other than traffic violations or smaller offenses) or final cease-and-desist order, (v) any removal and/or permanent prohibition from participating in the conduct of the Bank's or any affiliate's affairs, or (vi) any material breach of any term, condition or covenant of the change in control agreement.

Mr. Secor's change in control agreement defines "good reason" as: (i) any action by the Bank to remove him as Chief Financial Officer, except where the Bank properly acts to remove him from such office for "cause"; (ii) any action by the Bank to materially eliminate, limit, increase, or modify his duties and/or authority as Chief Financial Officer, (iii) any failure of the Bank or Horizon to obtain the assumption of the obligation to perform the obligations under the change in control agreement by any successor company; or (iv) any intentional breach by the Bank of a term, condition or covenant of the change in control agreement.

---

**Table of Contents**

**Horizon Bancorp**

In the event of death, Mr. Secor's estate would have been entitled to life insurance and salary continuation proceeds in the amount of \$708,000.

If any of Messrs. Dwight, Edwards, Neff, Rose or Secor qualifies as a key employee under Internal Revenue Code Section 409A at the time of their separation from service, Horizon may not make certain payments of nonqualified deferred compensation to them earlier than six months following the date of their separation from service (or, if earlier, the date of their death). Each of Messrs. Dwight, Edwards, Neff, Rose and Secor currently is considered to be a key employee.

**Other Benefits Upon Termination or Change in Control**

In the event of a change in control of Horizon, the recipient of stock options and shares of restricted stock granted to executive officers under the 2003 Omnibus Plan or the 2013 Omnibus Plan (collectively, **Omnibus Plan**) that are then outstanding and that either are not then exercisable or are subject to any restrictions will become immediately exercisable, and all restrictions will be removed, as of the first date that the change in control has been deemed to have occurred. In addition, stock options granted to executive officers will be vested and fully exercisable as of the date of death, disability or retirement of the executive officer.

The Omnibus Plan provides that a change in control will be deemed to have occurred if any of the following conditions or events occurs: (1) any merger, consolidation or similar transaction which involves Horizon and in which persons who are the shareholders of Horizon immediately prior to the transaction own, immediately after the transaction, shares of the surviving or combined entity which possess voting rights equal to or less than 50% of the voting rights of all shareholders of such entity, determined on a fully diluted basis; (2) any sale, lease, exchange, transfer or other disposition of all or any substantial part of the consolidated assets of Horizon; (3) any tender, exchange, sale or other disposition (other than disposition of the stock of Horizon or the Bank in connection with bankruptcy, insolvency, foreclosure, receivership or other similar transactions) or purchase (other than purchases by Horizon or any Horizon sponsored employee benefit plan, or purchases by members of the Board of Directors of Horizon or any subsidiary) of shares which represent more than 25% of the voting power of Horizon or the Bank; or (4) during any period of two consecutive years individuals who at the date of the adoption of the Omnibus Plan constitute the Board cease for any reason to constitute at least a majority of the Board, unless the election of each director at the beginning of the period has been approved by directors representing at least a majority of the directors then in office.

The Omnibus Plan provides, however, that a change in control will not be deemed to have occurred (1) as a result of the issuance of stock by Horizon in connection with any public offering of its stock; (2) with respect to any transaction unless such transaction has been approved or shares have been tendered by a majority of the shareholders who are not persons subject to liability under Section 16(b) of the Exchange Act; or (3) due to stock ownership by the Horizon Bancorp Employees' Stock Ownership Plan Trust, which forms a part of the Horizon Bancorp Employees' Stock Ownership Plan, the Horizon Bancorp Employee's Thrift Plan Trust Agreement, which forms a part of the Horizon Bancorp Employee's Thrift Plan, or any other employee benefit plan.

If a change in control had occurred as of December 31, 2014, the stock options granted to executive officers that were not previously vested would have become fully vested as of that date. The outstanding stock options for the executive officers are discussed in more detail in the discussion of Outstanding Equity Awards at Fiscal Year-End for 2014. The

Omnibus Plan is discussed in more detail above in the Compensation Discussion and Analysis.

Pursuant to Section 162(m) of the Internal Revenue Code, in certain circumstances, the deductibility of compensation paid to any individual executive officer of a public company, including stock-based compensation, is limited to \$1,000,000. Although Horizon retains the discretion to award compensation that exceeds the limits in Section 162(m) of the Internal Revenue Code, Horizon expects that the remuneration of its senior executive officers will remain under the applicable \$1,000,000 limit.

Table of Contents**Horizon Bancorp****Compensation of Directors**

The following table presents information about our compensation of members of the Board of Directors. Information on the compensation received by Mr. Dwight, who is a named executive officer, is included in the Summary Compensation Table above. Mr. Dwight does not receive any additional compensation for service on the Board of Directors.

**Director Compensation for 2014**

Name	Fees Earned or Stock Award		Option Award	Compensation	Change in Pension Value	Non-Equity Incentive Plan	and Nonqualified Deferred Compensation	All Other Compensation	Total (\$)
	Paid in Cash (\$)	(\$)	(\$)	(\$)	Earnings	(\$)	(\$)	(\$)	
Susan D. Aaron	\$ 27,016	\$ 14,984	N/A	N/A	\$	\$		\$ 42,000	
Lawrence E. Burnell	27,016	14,984	N/A	N/A				42,000	
James B. Dworkin	25,016	14,984	N/A	N/A				40,000	
Charley E. Gillispie	31,016	14,984	N/A	N/A				46,000	
Daniel F. Hopp <sup>(1)</sup>	39,016	14,984	N/A	N/A				54,000	
Larry N. Middleton	25,016	14,984	N/A	N/A				40,000	
Peter L. Pairitz	29,016	14,984	N/A	N/A				44,000	
Steven W. Reed	25,016	14,984	N/A	N/A				40,000	
Robert E. Swinehart	25,016	14,984	N/A	N/A				40,000	
Spero W. Valavanis	27,016	14,984	N/A	N/A				42,000	

<sup>1</sup> Includes \$10,000 paid to Mr. Hopp as Lead Director.

Horizon paid each of its non-employee directors a cash retainer of \$25,016 and a bonus in common shares equal in value to \$14,984 for their services in 2014. Active employees of Horizon and/or the Bank receive no separate compensation for their services as directors. The Chairpersons of the Compensation Committee and Loan Committee receive an additional cash amount of \$4,000, the Chairperson of the Audit Committee receives an additional \$6,000 and the Chairpersons of the Asset Liability Committee, Long Range Planning Committee and Trust Committee receive an additional \$2,000. Directors do not receive additional compensation for attending meetings of committees of the Board or for special assignments or meetings.



In April 2012, the Board adopted Guidelines that require each independent director to maintain ownership of common shares having a value equal to least three times their annual retainer. The Guidelines are discussed above in the Stock Ownership Guidelines. All of the members of the Horizon Board of Directors also serve as directors of the Bank, which is a national bank. Federal banking law requires that a national bank director maintain shares of a bank's stock, or of the company that controls the bank, having a minimum aggregate fair market value of \$1,000. All of the directors satisfy this requirement.

Horizon sponsors a Directors' Deferred Compensation Plan, which allows non-employee directors of Horizon and the Bank to elect to defer the receipt of fees for their services. Earnings on fees deferred under the plan are based on the five-year Treasury rate plus 200 basis points but not to exceed 120% of the Applicable Federal Long-Term Rate for monthly compounding. Payments of deferred fees are made to participants or their beneficiaries in a lump sum or annual installments upon death or disability of the participants or as designated by participants. Participants have no rights to amounts deferred other than rights as general creditors of Horizon.

Table of Contents**Horizon Bancorp****ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS****Equity Compensation Plan Information**

The following table presents information regarding grants under all equity compensation plans of Horizon through December 31, 2014.

<b>Plan Category</b>	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</b>	<b>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights</b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in the First Column)</b>
Equity compensation plans approved by security holders	165,094	\$ 16.57	
Equity compensation plans not approved by security holders		\$	
<b>Total</b>	<b>165,094</b>	<b>\$ 16.57</b>	

**Security Ownership of Management**

The following table sets forth the number and percent of common shares beneficially owned by the directors, the executive officers named in the Summary Compensation Table, and all directors and executive officers as a group as of January 1, 2015. On that date, 9,213,036 common shares were issued and outstanding.

<b>Name</b>	<b>Shares Beneficially Owned<sup>(1)</sup></b>	<b>Percentage</b>
<b>Directors:</b>		
Susan D. Aaron	22,907 <sup>(2)</sup>	*
Lawrence E. Burnell	11,996 <sup>(3)</sup>	*
Craig M. Dwight	203,912 <sup>(4)</sup>	2.2%

James B. Dworkin	11,506 <sup>(5)</sup>	*
Charley E. Gillispie	14,424 <sup>(6)</sup>	*
Daniel F. Hopp	30,437 <sup>(7)</sup>	*
Larry N. Middleton	28,282 <sup>(8)</sup>	*
Peter L. Pairitz	85,113 <sup>(9)</sup>	*
Steven W. Reed	3,978 <sup>(10)</sup>	
Robert E. Swinehart	26,755 <sup>(11)</sup>	*
Spero W. Valavanis	24,755 <sup>(12)</sup>	*
<b>Named Executive Officers:</b>		
Thomas H. Edwards	79,983 <sup>(13)</sup>	*
James D. Neff	133,939 <sup>(14)</sup>	1.5%
David G. Rose	116,689 <sup>(15)</sup>	1.3%
Mark E. Secor	31,407 <sup>(16)</sup>	*
All Directors and Executive Officers as a Group (16 Persons):	859,703 <sup>(17)</sup>	9.3%

\* Beneficial ownership is less than one percent.

1. The information shown regarding shares beneficially owned is based upon information furnished to Horizon by the individuals listed. The nature of beneficial ownership, unless otherwise noted, represents sole voting or investment power. Stock options that vested on or before March 2, 2015, are included in the number of shares beneficially owned.

**Table of Contents**

**Horizon Bancorp**

2. All of the shares are owned directly by Ms. Aaron.
3. Consists of 4,075 shares owned directly by Mr. Burnell and 7,921 shares held by a trust for which Mr. Burnell is the grantor and serves as trustee.
4. Consists of 13,083 vested stock options, 13,506 shares owned directly by Mr. Dwight, 99,262 shares owned jointly by Mr. Dwight and his spouse, 58,772 shares held by the ESOP, 15,452 shares held by the Thrift Plan, and 3,837 shares of restricted stock granted under the 2003 Omnibus Plan.
5. Consists of 1,319 shares owned directly by Mr. Dworkin and 10,187 shares owned jointly by Mr. Dworkin and his spouse.
6. Consists of 400 shares owned directly by Mr. Gillispie and 14,024 shares owned jointly by Mr. Gillispie and his spouse.
7. All shares are owned jointly by Mr. Hopp and his spouse.
8. Consists of 2,645 shares owned directly by Mr. Middleton, 23,717 shares owned jointly by Mr. Middleton and his spouse and 1,920 shares owned by his spouse.
9. All of the shares are owned directly by Mr. Pairitz.
10. All of the shares are owned directly by Mr. Reed.
11. Consists of 7,515 shares owned directly by Mr. Swinehart, and 19,240 shares owned jointly by Mr. Swinehart and his spouse.
12. All of the shares are owned directly by Mr. Valavanis.
13. Consists of 27,717 shares owned directly by Mr. Edwards, 2,250 shares owned by Mr. Edwards spouse, 19,849 shares held in the 2005 SERP, 10,017 shares held by the ESOP, 12,574 shares held by the Thrift Plan, 1,927 vested stock and 5,649 shares of restricted stock granted under the 2003 Omnibus Plan.
14. Consists of 91,170 shares owned directly by Mr. Neff, 16,047 shares held in the 2005 SERP, 8,159 shares held by the ESOP, 11,361 shares held by the Thrift Plan, 1,832 vested stock options and 5,370 shares of restricted stock granted under the 2003 Omnibus Plan.
15. Consists of 9,807 vested stock options, 23,893 shares held by the SERP, 76,137 shares held by the ESOP, 4,487 shares held by the Thrift Plan, and 2,365 shares of restricted stock granted under the 2003 Omnibus Plan.
16. Consists of 12,813 vested stock options, 2,751 shares held by the ESOP, 4,613 shares held by the Thrift Plan, 6,648 shares held in the 2005 SERP and 4,582 shares of restricted stock granted under the 2003 Omnibus Plan.
17. Includes 42,366 shares covered by stock options and 208,958 shares as to which voting and investment powers are shared by members of the group with their spouses or other family members or held by family trusts.

---

**Table of Contents****Horizon Bancorp****Security Ownership of Certain Beneficial Owners**

The following table sets forth the number of common shares beneficially owned by each person known to Horizon to own beneficially more than five percent of the issued and outstanding common shares.

<b>Name and Address of Beneficial Owner</b>	<b>Shares Beneficially Owned</b>	<b>Percentage<sup>(1)</sup></b>
Manulife Financial Corporation <sup>(2)</sup> For Manulife Financial Corporation and Manulife Asset Management  (North America) Limited: 200 Bloor Street East Toronto, Ontario Canada, M4W 1E5	504,010	5.5%