

MIDDLEFIELD BANC CORP

Form 10-K

March 23, 2009

Table of Contents

**United States SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K**

**Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
for the fiscal year ended: December 31, 2008
Commission File Number: 000-32561
Middlefield Banc Corp.
(Exact name of registrant as specified in its charter)**

Ohio 34-1585111

(State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)

15985 East High Street, Middlefield, Ohio 44062-0035
(440) 632-1666

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)
Securities registered pursuant to section 12(b) of the Act: none

Securities registered pursuant to section 12(g) of the Act: common stock, without par value

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by sections 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 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 this Form 10-K.

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

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

The aggregate market value on June 30, 2008 of common stock held by non-affiliates of the registrant was approximately \$45.7 million. As of March 20, 2009, there were 1,541,247 shares of common stock issued and outstanding.

Documents Incorporated by Reference

Portions of the registrant's definitive proxy statements for the 2009 Annual Meeting of Shareholders are incorporated by reference in Part III of this report. Portions of the Annual Report to Shareholders for the year ended December 31, 2008 are incorporated by reference into Part I and Part II of this report.

TABLE OF CONTENTS

Item 1 Business

Item 1.A Risk Factors

Item 2 Properties

Item 3 Legal Proceedings

Item 4 Submission of Matters to a Vote of Security Holders

Part II

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

Item 6 Selected Financial Data

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

Item 7A Quantitative and Qualitative Disclosures About Market Risk

Item 8 Financial Statements and Supplementary Data

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

Item 9a(T) Controls and Procedures

Item 9b Other Information

Part III

Item 10 Directors and Executive Officers of the Registrant

Item 11 Executive Compensation

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

Item 13 Certain Relationships and Related Transactions

Item 14 Principal Accountant Fees and Services

Part IV

Item 15 Exhibits, Financial Statement Schedules

Signatures

Exhibit Index

Exhibit 20

Exhibit 21

Exhibit 23

Exhibit 31.1

Exhibit 31.2

Exhibit 32

Table of Contents

Item 1 Business

Middlefield Banc Corp. Incorporated in 1988 under the Ohio General Corporation Law, Middlefield Banc Corp. (Company) is a two-bank holding company registered under the Bank Holding Company Act of 1956. The Company's two subsidiaries are:

1. The Middlefield Banking Company (MBC), an Ohio-chartered commercial bank that began operations in 1901. MBC engages in a general commercial banking business in northeastern Ohio. The principal executive office is located at 15985 East High Street, Middlefield, Ohio 44062-0035, and its telephone number is (440) 632-1666.
2. Emerald Bank (EB), an Ohio-chartered commercial bank headquartered in Dublin, Ohio. EB engages in a general commercial banking business in central Ohio. The principal executive office is located at 6215 Perimeter Drive, Dublin Ohio 43017, and its telephone number is (614) 793-4631.

The Middlefield Banking Company. MBC was chartered under Ohio law in 1901. The Company became the holding company for MBC in 1988. MBC offers its customers a broad range of banking services, including checking, savings, and negotiable order of withdrawal (NOW) accounts; money market accounts; time certificates of deposit, commercial loans, real estate loans, and various types of consumer loans; safe deposit facilities, and travelers' checks. MBC offers online banking and bill payment services to individuals and online cash management services to business customers through its website at www.middlefieldbank.com.

Engaged in a general commercial banking business in northeastern Ohio, MBC offers commercial banking services principally to small and medium-sized businesses, professionals and small business owners, and retail customers. MBC has developed and continues to monitor and update a marketing program to attract and retain consumer accounts, and to offer banking services and facilities compatible with the needs of its customers.

MBC's loan products include operational and working capital loans; loans to finance capital purchases; term business loans; residential construction loans; selected guaranteed or subsidized loan programs for small businesses; professional loans; residential mortgage and commercial mortgage loans, and consumer installment loans to purchase automobiles, boats, and for home improvement and other personal expenditures. Although the bank makes agricultural loans, it currently has no significant agricultural loans.

Emerald Bank. The Company acquired Emerald Bank on April 19, 2007 for a combination of cash and stock. Emerald Bank operates as a separate commercial bank subsidiary of Middlefield, offering essentially the same range of products and services in central Ohio as MBC does in northeastern Ohio.

Market Area. MBC's market area consists principally of Geauga, Portage, Trumbull, and Ashtabula Counties. Benefiting from the area's proximity both to Cleveland and Warren, population and income levels have maintained steady growth over the years. EB's two offices are located in Franklin County, serving the central Ohio market.

Competition. The banking industry has been changing for many reasons, including continued consolidation within the banking industry, legislative and regulatory changes, and advances in technology. To deliver banking products and services more effectively and efficiently, banking institutions are opening in-store branches, installing more automated teller machines (ATMs) and investing in technology to permit telephone, personal computer, and internet banking. While all banks are experiencing the effects of the changing competitive and technological environment, the manner in which banks choose to compete is increasing the gap between large national and super-regional banks, on one hand, and community banks on the other. Large institutions are committed to becoming national or regional brand names, providing a broad selection of products at low cost and with advanced technology, while community banks provide most of the same products but with a commitment to personal service and with local ties to the customers and communities they serve. The Company seeks to take competitive advantage of its local orientation and community banking profile. It competes for loans principally through responsiveness to customers and its ability to communicate effectively with them and understand and address their needs. The Company competes for deposits principally by offering customers personal attention, a variety of banking services, attractive rates, and strategically located banking facilities. The Company seeks to provide high quality banking service to professionals and small and mid-sized businesses, as well as individuals, emphasizing quick and flexible responses to customer demands.

Forward-looking Statements. This document contains forward-looking statements (as defined in the Private Securities Litigation Reform Act of 1995) about The Company and subsidiaries. Information incorporated in this

document by reference, future filings by the Company on Form 10-Q and Form 8-K, and future oral and written statements by the Company and its management may also contain forward-looking statements. Forward-looking statements include statements about anticipated operating and financial performance, such as loan originations, operating efficiencies, loan sales, charge-offs and loan loss provisions, growth opportunities, interest rates, and deposit growth. Words such as may, could, should, would, believe, anticipate, estimate, expect, intend, similar expressions are intended to identify these forward-looking statements.

Table of Contents

Forward-looking statements are necessarily subject to many risks and uncertainties. A number of things could cause actual results to differ materially from those indicated by the forward-looking statements. These include the factors we discuss immediately below, those addressed under the caption Management's Discussion and Analysis of Financial Condition and Results of Operations, other factors discussed elsewhere in this document or identified in our filings with the Securities and Exchange Commission, and those presented elsewhere by our management from time to time. Many of the risks and uncertainties are beyond our control. The following factors could cause our operating and financial performance to differ materially from the plans, objectives, assumptions, expectations, estimates, and intentions expressed in forward-looking statements:

the strength of the United States economy in general and the strength of the local economies in which we conduct our operations; general economic conditions, either nationally or regionally, may be less favorable than we expect, resulting in a deterioration in the credit quality of our loan assets, among other things

the effects of, and changes in, trade, monetary and fiscal policies and laws, including interest-rate policies of the Federal Reserve Board

inflation, interest rate, market, and monetary fluctuations

the development and acceptance of new products and services of the Company and subsidiaries and the perceived overall value of these products and services by users, including the features, pricing, and quality compared to competitors' products and services

the willingness of users to substitute our products and services for those of competitors

the impact of changes in financial services laws and regulations (including laws concerning taxes, banking, securities, and insurance)

changes in consumer spending and saving habits

Forward-looking statements are based on our beliefs, plans, objectives, goals, assumptions, expectations, estimates, and intentions as of the date the statements are made. Investors should exercise caution because the Company cannot give any assurance that its beliefs, plans, objectives, goals, assumptions, expectations, estimates, and intentions will be realized. The Company disclaims any obligation to update or revise any forward-looking statements based on the occurrence of future events, the receipt of new information, or otherwise.

Lending *Loan Portfolio Composition and Activity.* The Company makes residential mortgage and commercial mortgage loans, home equity loans, secured and unsecured consumer installment loans, commercial and industrial loans, and real estate construction loans for owner-occupied and rental properties. The Company's loan policy aspires to a loan composition mix consisting of approximately 60% to 70% residential real estate loans, 35% to 40% commercial loans, consumer loans of 5% to 15%, and credit card accounts of up to 5%.

Although Ohio bank law imposes no material restrictions on the kinds of loans the Company may make, real estate-based lending has historically been the bank's primary focus. For prudential reasons, the bank avoids lending on the security of real estate located in regions with which the bank is not familiar, and as a consequence almost all of the bank's real-estate secured loans are secured by real property in northeastern Ohio. Ohio bank law does restrict the amount of loans an Ohio-chartered bank such as the banks may make, however, providing generally that loans and extensions of credit to any one borrower may not exceed 15% of capital. An additional margin of 10% of capital is allowed for loans fully secured by readily marketable collateral. This 15% legal lending limit has not been a material restriction on the banks lending. The banks can accommodate loan volumes exceeding the legal lending limit by selling loan participations to other banks. The subsidiaries' internal policy are to maintain its credit exposure to any one borrower at less than \$3.0 million, which is comfortably within the range of the bank's legal lending limit. As of December 31, 2008, the Company's 15%-of-capital limit on loans to a single borrower was approximately \$5.3 million.

The Company offers specialized loans for business and commercial customers, including equipment and inventory financing, real estate construction loans and Small Business Administration loans for qualified businesses. A substantial portion of the bank's commercial loans are designated as real estate loans for regulatory reporting purposes because they are secured by mortgages on real property. Loans of that type may be made for purpose of financing commercial activities, such as accounts receivable, equipment purchases and leasing, but they are secured by real estate to provide the bank with an extra measure of security. Although these loans might be secured in whole or in part by real estate, they are treated in the discussions to follow as commercial and industrial loans. The Company's consumer installment loans include secured and unsecured loans to individual borrowers for a variety of purposes, including personal, home improvements, revolving credit lines, autos, boats, and recreational vehicles.

Table of Contents

The following table shows the composition of the loan portfolio in dollar amounts and in percentages at December 31, 2008, 2007, 2006, 2005 and 2004, along with a reconciliation to loans receivable, net.

| | Loan Portfolio Composition at December 31, | | | | | | | | | |
|----------------------------------|--|---------------|-------------------|--------------|-------------------|----------------|-------------------|----------------|-------------------|----------------|
| | 2008 | | 2007 | | 2006 | | 2005 | | 2004 | |
| (Dollars in thousands) | Amount | Percent | Amount | Percent | Amount | Percent | Amount | Percent | Amount | Percent |
| Type of loan: | | | | | | | | | | |
| Commercial and industrial | \$ 66,524 | 20.69 | \$ 67,010 | 21.65 | \$ 68,496 | 27.49% | \$ 65,252 | 27.88% | \$ 52,148 | 24.18% |
| Real estate construction | 7,965 | 2.48 | 6,704 | 2.17 | 2,458 | 0.99 | 2,725 | 1.16 | 3,144 | 1.46 |
| Mortgage: | | | | | | | | | | |
| Residential | 199,354 | 61.99 | 193,514 | 62.53 | 162,917 | 65.38 | 151,866 | 64.88 | 147,425 | 68.36 |
| Commercial | 42,789 | 13.31 | 36,818 | 11.90 | 9,949 | 3.99 | 8,208 | 3.51 | 7,027 | 3.26 |
| Consumer installment | 4,943 | 1.53 | 5,400 | 1.75 | 5,371 | 2.16 | 6,004 | 2.57 | 5,909 | 2.74 |
| Total loans | 321,575 | 100.00 | 309,446 | 99.99 | 249,191 | 100.00% | 234,055 | 100.00% | 215,653 | 100.00% |
| Less: | | | | | | | | | | |
| Allowance for loan losses | 3,557 | | 3,299 | | 2,849 | | 2,841 | | 2,623 | |
| Net loans | \$ 318,019 | | \$ 306,147 | | \$ 246,342 | | \$ 231,214 | | \$ 213,030 | |

The following table presents maturity information for the loan portfolio at December 31, 2008. The table does not include prepayments or scheduled principal repayments. All loans are shown as maturing based on contractual maturities.

| (Dollars in thousands) | Loan Portfolio Maturity at December 31, 2008 | | | | | |
|--|--|--------------------------|----------------------|------------------|----------------------|-------------------|
| | Commercial and Industrial | Real Estate Construction | Mortgage Residential | Commercial | Consumer Installment | Total |
| Amount due: | | | | | | |
| In one year or less | \$ 15,435 | \$ 2,978 | \$ 1,588 | \$ 868 | \$ 1,274 | \$ 22,143 |
| After one year through five years | 15,306 | 1,443 | 9,599 | 6,132 | 3,447 | 35,927 |
| After five years | 35,783 | 3,544 | 188,167 | 35,789 | 222 | 263,505 |
| Total amount due | \$ 66,524 | \$ 7,965 | \$ 199,354 | \$ 42,789 | \$ 4,943 | \$ 321,575 |

Loans due on demand and overdrafts are included in the amount due in one year or less. The Company has no loans without a stated schedule of repayment or a stated maturity.

The following table shows the dollar amount of all loans due after December 31, 2008 that have pre-determined interest rates and the dollar amount of all loans due after December 31, 2008 that have floating or adjustable rates.

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| (Dollars in thousands) | Fixed Rate | Adjustable Rate | Total |
|---------------------------|---------------|--------------------|------------|
| Commercial and industrial | \$ 27,231 | \$ 39,293 | \$ 66,524 |
| Real estate construction | 1,905 | 6,060 | 7,965 |
| Mortgage: | | | |
| Residential | 27,680 | 171,674 | 199,354 |
| Commercial | 7,567 | 35,222 | 42,789 |
| Consumer installment | 4,938 | 5 | 4,943 |
| | \$ 69,321 | \$ 252,254 | \$ 321,575 |

Table of Contents

Residential Mortgage Loans. A significant portion of the Company's lending consists of origination of conventional loans secured by 1-4 family real estate located in Franklin, Geauga, Portage, Trumbull, and Ashtabula Counties. These loans approximated \$199 million or 62.0% of the Company's total loan portfolio at December 31, 2008.

The Company makes loans of up to 80% of the value of the real estate and improvements securing a loan (the loan-to-value or LTV ratio) on 1-4 family real estate. The Company generally does not lend in excess of 80% of the appraised value or sales price (whichever is less) of the property unless additional collateral is obtained, thereby lowering the total LTV. The Company offers residential real estate loans with terms of up to 30 years.

Before 1996, nearly all residential mortgage loans originated by the Company were written on a balloon-note basis. During 1996, the Company began to originate fixed-rate mortgage loans for maturities up to 20 years. In late 1998, the Company began originating adjustable-rate mortgage loans and de-emphasized balloon-note mortgages. Approximately 86.1% of the portfolio of conventional mortgage loans secured by 1-4 family real estate at December 31, 2008 was adjustable rate. The Company's mortgage loans are ordinarily retained in the loan portfolio. The Company's residential mortgage loans have not been originated with loan documentation that would permit their sale to Fannie Mae and Freddie Mac.

The Company's home equity loan policy generally allows for a loan of up to 85% of a property's appraised value, less the principal balance of the outstanding first mortgage loan. The Company's home equity loans generally have terms of 10 years.

At December 31, 2008, residential mortgage loans of approximately \$4.9 million were over 90 days delinquent or non-accruing on that date, representing 2.50% of the residential mortgage loan portfolio.

Commercial and Industrial Loans and Commercial Real Estate Loans. The Company's commercial loan services include

- accounts receivable, inventory and working capital loans
- renewable operating lines of credit
- loans to finance capital equipment
- term business loans
- short-term notes
- selected guaranteed or subsidized loan programs for small businesses
- loans to professionals
- commercial real estate loans

Commercial real estate loans include commercial properties occupied by the proprietor of the business conducted on the premises, and income-producing or farm properties. Although the Company makes agricultural loans, it currently does not have a significant amount of agricultural loans. The primary risk of commercial real estate loans is loss of income of the owner or occupier of the property and the inability of the market to sustain rent levels. Although commercial and commercial real estate loans generally bear somewhat more risk than single-family residential mortgage loans, commercial and commercial real estate loans tend to be higher yielding, tend to have shorter terms and commonly provide for interest-rate adjustments as prevailing rates change. Accordingly, commercial and commercial real estate loans enhance a lender's interest rate risk management and, in management's opinion, promote more rapid asset and income growth than a loan portfolio comprised strictly of residential real estate mortgage loans. Although a risk of nonpayment exists for all loans, certain specific types of risks are associated with various kinds of loans. One of the primary risks associated with commercial loans is the possibility that the commercial borrower will not generate income sufficient to repay the loan. The Company's loan policy provides that commercial loan applications must be supported by documentation indicating that there will be cash flow sufficient for the borrower to service the proposed loan. Financial statements or tax returns for at least three years must be submitted, and annual reviews are undertaken for loans of \$150,000 or more. The fair market value of collateral for collateralized commercial loans must exceed the Company's loan exposure. For this purpose fair market value is determined by

independent appraisal or by the loan officer's estimate employing guidelines established by the loan policy. Term loans not secured by real estate generally have terms of five years or less, unless guaranteed by the U.S. Small Business Administration or other governmental agency, and terms loans secured by collateral having a useful life exceeding five years may have longer terms. The Company's loan policy allows for terms of up to 15 years for loans secured by commercial real estate, and one year for business lines of credit. The maximum loan-to-value ratio for commercial real estate loans is 75% of the appraised value or cost, whichever is less.

Real estate is commonly a material component of collateral for the Company's loans, including commercial loans. Although the expected source of repayment of these loans is generally the operations of the borrower's business or personal income, real estate collateral provides an additional measure of security. Risks associated with loans secured by real estate include fluctuating land values, changing local economic conditions, changes in tax policies, and a concentration of loans within a limited geographic area.

At December 31, 2008, commercial and commercial real estate loans totaled \$109.3 million, or 34.0% of the Company's total loan portfolio. At December 31, 2008, commercial and commercial real estate loans of approximately \$3.1 million were over 90 days delinquent or non-accruing on that date, and represented 2.80% of the commercial and commercial real estate loan portfolios.

Real Estate Construction. The Company originates several different types of loans that it categorizes as construction loans, including

- residential construction loans to borrowers who will occupy the premises upon completion of construction,

- residential construction loans to builders,

- commercial construction loans, and

- real estate acquisition and development loans.

Table of Contents

Because of the complex nature of construction lending, these loans are generally recognized as having a higher degree of risk than other forms of real estate lending. The Company's fixed-rate and adjustable-rate construction loans do not provide for the same interest rate terms on the construction loan and on the permanent mortgage loan that follows completion of the construction phase of the loan. It is the norm for the Company to make residential construction loans without an existing written commitment for permanent financing. The Company's loan policy provides that the Company may make construction loans with terms of up to one year, with a maximum loan-to-value ratio for residential construction of 80%.

At December 31, 2008, real estate construction loans totaled \$8.0 million, or 2.5% of the Company's total loan portfolio. At December 31, 2008, real estate-construction loans of approximately \$469,000 were over 90 days delinquent or non-accruing on that date, and represented 5.9% of the real estate-construction loan portfolios.

Consumer Installment Loans. The Company's consumer installment loans include secured and unsecured loans to individual borrowers for a variety of purposes, including personal, home improvement, revolving credit lines, autos, boats, and recreational vehicles. The Company does not currently do any indirect lending. Unsecured consumer loans carry significantly higher interest rates than secured loans. The Company maintains a higher loan loss allowance for consumer loans, while maintaining strict credit guidelines when considering consumer loan applications.

According to the Company's loan policy, consumer loans secured by collateral other than real estate generally may have terms of up to five years, and unsecured consumer loans may have terms up to two and one-half years. Real estate security generally is required for consumer loans having terms exceeding five years.

At December 31, 2008, the Company had approximately \$5.0 million in its consumer installment loan portfolio, representing 1.5% of total loans. Consumer installment loans of approximately \$10,000 were over 90 days delinquent or non-accruing on that date, representing 0.2% of the installment loan portfolio.

Loan Solicitation and Processing. Loan originations are developed from a number of sources, including continuing business with depositors, other borrowers and real estate builders, solicitations by Company personnel and walk-in customers.

When a loan request is made, the Company reviews the application, credit bureau reports, property appraisals or evaluations, financial information, verifications of income, and other documentation concerning the creditworthiness of the borrower, as applicable to each loan type. The Company's underwriting guidelines are set by senior management and approved by the board. The loan policy specifies each individual officer's loan approval authority. Loans exceeding an individual officer's approval authority are submitted to a committee consisting of loan officers, which has authority to approve loans up to \$500,000. The full board acts as a loan committee for loans exceeding that amount.

Income from Lending Activities. The Company earns interest and fee income from its lending activities. Net of origination costs, loan origination fees are amortized over the life of a loan. The Company also receives loan fees related to existing loans, including late charges. Income from loan origination and commitment fees and discounts varies with the volume and type of loans and commitments made and with competitive and economic conditions. Note 1 to the Consolidated Financial Statements included herein contains a discussion of the manner in which loan fees and income are recognized for financial reporting purposes.

Nonperforming Loans. Late charges on residential mortgages and consumer loans are assessed if a payment is not received by the due date plus a grace period. When an advanced stage of delinquency appears on a single-family loan and if repayment cannot be expected within a reasonable time or a repayment agreement is not entered into, a required notice of foreclosure or repossession proceedings may be prepared by the Company's attorney and delivered to the borrower so that foreclosure proceedings may be initiated promptly, if necessary. The Company also collects late charges on commercial loans.

When the Company acquires real estate through foreclosure, voluntary deed, or similar means, it is classified as other real estate owned until it is sold. When property is acquired in this manner, it is recorded at the lower of cost (the unpaid principal balance at the date of acquisition) or fair value. Any subsequent write-down is charged to expense. All costs incurred from the date of acquisition to maintain the property are expensed. Other real estate owned is appraised during the foreclosure process, before acquisition. Losses are recognized for the amount by which the book value of the related mortgage loan exceeds the estimated net realizable value of the property.

The Company undertakes regular review of the loan portfolio to assess its risks, particularly the risks associated with the commercial loan portfolio. This includes annual review of every commercial loan representing credit exposure of

\$150,000 or more. An independent firm performs semi-annual loan reviews for the Company.

Classified Assets. FDIC regulations governing classification of assets require nonmember commercial banks including the Company to classify their own assets and to establish appropriate general and specific allowances for losses, subject to FDIC review. The regulations are designed to encourage management to evaluate assets on a case-by-case basis, discouraging automatic classifications. Under this classification system, problem assets of insured institutions are classified as substandard, doubtful, or loss. An asset is considered substandard if it is inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Substandard assets include those characterized by the distinct possibility that the insured institution will sustain some loss if the deficiencies are not corrected. Assets classified as doubtful have all the weaknesses inherent in those classified substandard, with the added characteristic that the weaknesses make collection of principal in full on the basis of currently existing facts, conditions, and values highly questionable and improbable. Assets classified as loss are those considered uncollectible and of such little value that their continuance as assets without the establishment of a specific loss reserve is not warranted. Assets that do not expose the Company to risk sufficient to warrant classification in one of the above categories, but that possess some weakness, are required to be designated special mention by management.

Table of Contents

When an insured institution classifies assets as either substandard or doubtful, it may establish allowances for loan losses in an amount deemed prudent by management. When an insured institution classifies assets as loss, it is required either to establish an allowance for losses equal to 100% of that portion of the assets so classified or to charge off that amount. An FDIC-insured institution's determination about classification of its assets and the amount of its allowances is subject to review by the FDIC, which may order the establishment of additional loss allowances. Management also employs an independent third party to semi-annually review and validate the internal loan review process and loan classifications. As of December 31, 2008, 2007, 2006, 2005, and 2004 classified assets were as follows:

| | Classified Assets at December 31, | | | | | | | | | |
|------------------------|-----------------------------------|------------------------|----------|------------------------|----------|------------------------|----------|------------------------|----------|------------------------|
| | 2008 | | 2007 | | 2006 | | 2005 | | 2004 | |
| | Amount | Percent of total loans | Amount | Percent of total loans | Amount | Percent of total loans | Amount | Percent of total loans | Amount | Percent of total loans |
| (Dollars in thousands) | | | | | | | | | | |
| Classified loans: | | | | | | | | | | |
| Special mention | \$ 5,134 | 1.60% | \$ 5,302 | 1.71% | \$ 7,394 | 2.97% | \$ 6,567 | 2.81% | \$ 4,094 | 1.90% |
| Substandard | 5,350 | 1.66% | 1,029 | 0.33% | 1,515 | 0.61% | 2,020 | 0.86% | 3,097 | 1.44% |
| Doubtful | 420 | 0.13% | 835 | 0.27% | | | | 0.00% | 163 | 0.08% |
| Loss | | | | | | | | | | |
| Total amount due | \$ 10,904 | 3.39% | \$ 7,166 | 2.31% | \$ 8,909 | 3.58% | \$ 8,587 | 3.67% | \$ 7,354 | 3.42% |

Other than those disclosed above, the Company does not believe there are any loans classified for regulatory purposes as loss, doubtful, substandard, special mention or otherwise, which will result in losses or have a material impact on future operations, liquidity or capital reserves are not aware of any other information that causes us to have serious doubts as to the ability of borrowers in general to comply with repayment terms.

Investments. Investment securities provide a return on residual funds after lending activities. Investments may be in federal funds sold, corporate securities, U.S. Government and agency obligations, state and local government obligations and government-guaranteed, mortgage-backed securities. The Company generally does not invest in securities that are rated less than investment grade by a nationally recognized statistical rating organization. Ohio bank law prescribes the kinds of investments an Ohio-chartered bank may make. Permitted investments include local, state, and federal government securities, mortgage-backed securities, and securities of federal government agencies. An Ohio-chartered bank also may invest up to 10% of its assets in corporate debt and equity securities, or a higher percentage in certain circumstances. Similar to the legal lending limit on loans to any one borrower, Ohio bank law also limits to 15% of capital the amount an Ohio-chartered bank may invest in the securities of any one issuer, other than local, state, and federal government and federal government agency issuers and mortgage-backed securities issuers. These Ohio bank law provisions have not been a material constraint upon the Company's investment activities. All securities-related activity is reported to the Company's board of directors. General changes in investment strategy are required to be reviewed and approved by the board. Senior management can purchase and sell securities in accordance with the Company's stated investment policy.

Management determines the appropriate classification of securities at the time of purchase. If management has the intent and the Company has the ability at the time of purchase to hold a security until maturity or on a long-term basis, the security is classified as held-to-maturity and is reflected on the Consolidated Balance Sheet at historical cost. Securities to be held for indefinite periods and not intended to be held to maturity or on a long-term basis are classified as available-for-sale. Available-for-sale securities are reflected on the balance sheet at their fair value.

Table of Contents

The following table sets forth the amortized cost and fair value of the Company's investment portfolio at the dates indicated.

| | Investment Portfolio Amortized Cost and Fair Value at December 31, | | | | | |
|---|---|-------------------|------------------|------------------|------------------|------------------|
| | 2008 | | 2007 | | 2006 | |
| | Amortized | | Amortized | Fair | Amortized | Fair |
| (Dollars in thousands) | cost | Fair value | cost | value | cost | value |
| Available for Sale: | | | | | | |
| U.S. Government agency securities | \$ 4,377 | \$ 4,504 | \$ 7,873 | \$ 7,927 | \$ 7,253 | \$ 7,145 |
| Obligations of states and political subdivisions: | | | | | | |
| Taxable | 500 | 496 | 749 | 742 | 748 | 727 |
| Tax-exempt | 44,328 | 43,684 | 47,263 | 46,929 | 38,182 | 37,968 |
| Corporate securities | | | | | | |
| Mortgage-backed securities | 54,568 | 54,564 | 29,219 | 29,046 | 16,959 | 16,469 |
| Equity securities | 944 | 1,022 | 944 | 1,324 | 694 | 739 |
| Total | \$ 104,717 | \$ 104,270 | \$ 86,048 | \$ 85,968 | \$ 63,836 | \$ 63,048 |
| Held to Maturity: | | | | | | |
| Obligations of states and political subdivisions: | \$ | \$ | \$ | \$ | \$ 126 | \$ 134 |
| Total | \$ | \$ | \$ | \$ | \$ 126 | \$ 134 |
| Total Investment Securities | \$ 104,717 | \$ 104,270 | \$ 86,048 | \$ 85,968 | \$ 63,962 | \$ 63,182 |

The contractual maturity of investment securities at December 31, 2008 is shown below.

| | 31-Dec-08 | | | | | | | | Total investment securities and | | |
|-------------------------------------|-------------------------|----------------------|------------------------------------|----------------------|------------------------------------|----------------------|----------------------------|----------------------|--|----------------------|---------------------|
| | One year or less | | More than one to five years | | More than five to ten years | | More than ten years | | mortgage-backed securities | | |
| | Amortized cost | Average yield | Amortized cost | Average yield | Amortized cost | Average yield | Amortized cost | Average yield | Amortized cost | Average yield | Market value |
| U.S. Government agency securities | \$ 602 | 4.65 | \$ | | \$ 500 | 5.00 | \$ 3,274 | 5.56 | \$ 4,377 | 5.37 | \$ 4,504 |
| Obligations of states and political | | | | | | | | | | | |

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subdivisions:

| | | | | | | | | | | | |
|----------------------------|----------|-------|----------|-------|-----------|-------|-----------|-------|------------|-------|------------|
| Taxable | | | 500 | 4.20 | | | | | 500 | 3.83 | 496 |
| Tax-exempt | 558 | 5.46 | 4,543 | 5.49 | 10,069 | 5.84 | 29,158 | 6.23 | 44,328 | 6.05 | 43,684 |
| Mortgage-backed securities | 84 | 3.83 | 596 | 4.12 | 2,195 | 5.59 | 51,694 | 5.79 | 54,568 | 5.76 | 54,564 |
| Equity Securities | 944 | | | | | | | | 944 | | 1,022 |
| Total | \$ 2,188 | 2.82% | \$ 5,639 | 5.23% | \$ 12,764 | 5.76% | \$ 84,126 | 5.93% | \$ 104,717 | 5.81% | \$ 104,270 |

Table of Contents

Expected maturities of investment securities could differ from contractual maturities because the borrower, or issuer, could have the right to call or prepay obligations with or without call or prepayment penalties. The average yields in the above table are not calculated on a tax equivalent basis.

As of December 31, 2008, the Company also held 18,730 shares of \$100 par value Federal Home Loan Bank of Cincinnati stock, which is a restricted security. FHLB stock represents an equity interest in the FHLB, but it does not have a readily determinable market value. The stock can be sold at its par value only, and only to the FHLB or to another member institution. Member institutions are required to maintain a minimum stock investment in the FHLB, based on total assets, total mortgages, and total mortgage-backed securities. The Company's minimum investment in FHLB stock at December 31, 2008 was approximately \$1,873,000.

Sources of Funds *Deposit Accounts.* Deposit accounts are a major source of funds for the Company. The Company offers a number of deposit products to attract both commercial and regular consumer checking and savings customers, including regular and money market savings accounts, NOW accounts, and a variety of fixed-maturity, fixed-rate certificates with maturities ranging from seven days to 60 months. These accounts earn interest at rates established by management based on competitive market factors and management's desire to increase certain types or maturities of deposit liabilities. The Company also provides travelers' checks, official checks, money orders, ATM services, and IRA accounts.

The following table shows the amount of time deposits of \$100,000 or more as of December 31, 2008, including certificates of deposit, by time remaining until maturity.

| | Maturity of Time Deposits of \$100,000 or more at December 31, 2008 | |
|-------------------------------------|---|------------------|
| | Amount | Percent of Total |
| Within three months | \$ 11,084,068 | 15.91% |
| Beyond three but within six months | 15,137,052 | 21.73 |
| Beyond six but within twelve months | 18,782,587 | 26.96 |
| Beyond one year | 24,659,571 | 35.40 |
| Total | \$ 69,663,278 | 100.00 |

Borrowings. Deposits and repayment of loan principal are the Company's primary sources of funds for lending activities and other general business purposes. However, when the supply of lendable funds or funds available for general business purposes cannot satisfy the demand for loans or general business purposes, the Company can obtain funds from the FHLB of Cincinnati. Interest and principal are payable monthly, and the line of credit is secured by a blanket pledge collateral agreement. At December 31, 2008, the Company had \$25.7 million of FHLB borrowings outstanding. The Company also has access to credit through the Federal Reserve Bank of Cleveland and other funding sources.

The outstanding balances and related information about short-term borrowings, which includes securities sold under agreements to repurchase and Federal Funds Sold are summarized as follows:

| | 2008 | 2007 | 2006 |
|---------------------------------------|--------------|--------------|-----------|
| Balance at year-end | \$ 1,886,253 | \$ 1,510,607 | 1,609,738 |
| Average balance outstanding | 2,967,069 | 2,383,902 | 3,281,340 |
| Maximum month-end balance | 6,057,893 | 5,768,057 | 8,245,406 |
| Weighted-average rate at year-end | 1.10% | 2.96% | 4.35% |
| Weighted-average rate during the year | 1.55% | 3.89% | 5.10% |

Personnel

As of December 31, 2008 the Company had 101 full-time equivalent employees. None of the employees is represented by a collective bargaining group. Management considers its relations with employees to be excellent.

Supervision and Regulation

The following discussion of bank supervision and regulation is qualified in its entirety by reference to the statutory and regulatory provisions discussed. Changes in applicable law or in the policies of various regulatory authorities could affect materially the business and prospects of the Company.

The Company is a bank holding company within the meaning of the Bank Holding Company Act of 1956. As such, the Company is subject to regulation, supervision, and examination by the Board of Governors of the Federal Reserve System, acting primarily through the Federal Reserve Bank of Cleveland. The Company is required to file annual reports and other information with the Federal Reserve. Both subsidiaries are Ohio-chartered commercial banks. As a state-chartered, nonmember banks, the banks are primarily regulated by the FDIC and by the Ohio Division of Financial Institutions.

Table of Contents

The Company and the banks are subject to federal banking laws, and the Company is also subject also to Ohio bank law. These federal and state laws are intended to protect depositors, not stockholders. Federal and state laws applicable to holding companies and their financial institution subsidiaries regulate the range of permissible business activities, investments, reserves against deposits, capital levels, lending activities and practices, the nature and amount of collateral for loans, establishment of branches, mergers, dividends, and a variety of other important matters. The Company is subject to detailed, complex, and sometimes overlapping federal and state statutes and regulations affecting routine banking operations. These statutes and regulations include but are not limited to state usury and consumer credit laws, the Truth-in-Lending Act and Regulation Z, the Equal Credit Opportunity Act and Regulation B, the Fair Credit Reporting Act, the Truth in Savings Act, and the Community Reinvestment Act. The Company must comply with Federal Reserve Board regulations requiring depository institutions to maintain reserves against their transaction accounts (principally NOW and regular checking accounts). Because required reserves are commonly maintained in the form of vault cash or in a noninterest-bearing account (or pass-through account) at a Federal Reserve Bank, the effect of the reserve requirement is to reduce an institution's earning assets.

The Federal Deposit Insurance Corporation Improvement Act of 1991 expanded significantly the authority of federal agencies to regulate the activities of federally chartered and state-chartered financial institutions and their holding companies. The Federal Reserve Board and the FDIC have extensive authority to prevent and to remedy unsafe and unsound practices and violations of applicable laws and regulations by institutions and holding companies. The agencies may assess civil money penalties, issue cease-and-desist or removal orders, seek injunctions, and publicly disclose those actions. In addition, the Ohio Division of Financial Institutions possesses enforcement powers to address violations of Ohio banking law by Ohio-chartered banks.

Regulation of Bank Holding Companies *Bank and Bank Holding Company Acquisitions.* The Bank Holding Company Act requires every bank holding company to obtain approval of the Federal Reserve before

directly or indirectly acquiring ownership or control of any voting shares of another bank or bank holding company, if after the acquisition the acquiring company would own or control more than 5% of the shares of the other bank or bank holding company (unless the acquiring company already owns or controls a majority of the shares),

acquiring all or substantially all of the assets of another bank, or

merging or consolidating with another bank holding company.

The Federal Reserve will not approve an acquisition, merger, or consolidation that would have a substantially anticompetitive result, unless the anticompetitive effects of the proposed transaction are clearly outweighed by a greater public interest in satisfying the convenience and needs of the community to be served. The Federal Reserve also considers capital adequacy and other financial and managerial factors in its review of acquisitions and mergers. Additionally, the Bank Holding Company Act, the Change in Bank Control Act and the Federal Reserve Board's Regulation Y require advance approval of the Federal Reserve to acquire control of a bank holding company. Control is conclusively presumed to exist if an individual or company acquires 25% or more of a class of voting securities of the bank holding company. If the holding company has securities registered under Section 12 of the Securities Exchange Act of 1934, as the Company does, or if no other person owns a greater percentage of the class of voting securities, control is presumed to exist if a person acquires 10% or more, but less than 25%, of any class of voting securities. Approval of the Ohio Division of Financial Institutions is also necessary to acquire control of an Ohio-chartered bank.

Nonbanking Activities. With some exceptions, the Bank Holding Company Act has for many years also prohibited a bank holding company from acquiring or retaining direct or indirect ownership or control of more than 5% of the voting shares of any company that is not a bank or bank holding company, or from engaging directly or indirectly in activities other than those of banking, managing or controlling banks, or providing services for its subsidiaries. The principal exceptions to these prohibitions involve non-bank activities that, by statute or by Federal Reserve Board regulation or order, are held to be closely related to the business of banking or of managing or controlling banks. In making its determination that a particular activity is closely related to the business of banking, the Federal Reserve

considers whether the performance of the activities by a bank holding company can be expected to produce benefits to the public such as greater convenience, increased competition, or gains in efficiency in resources that will outweigh the risks of possible adverse effects such as decreased or unfair competition, conflicts of interest, or unsound banking practices. Some of the activities determined by Federal Reserve Board regulation to be closely related to the business of banking are: making or servicing loans or leases; engaging in insurance and discount brokerage activities; owning thrift institutions; performing data processing services; acting as a fiduciary or investment or financial advisor; and making investments in corporations or projects designed primarily to promote community welfare.

Financial Holding Companies. On November 12, 1999 the Gramm-Leach-Bliley Act became law, repealing much of the 1933 Glass-Steagall Act's separation of the commercial and investment banking industries. The Gramm-Leach-Bliley Act expands the range of nonbanking activities a bank holding company may engage in, while preserving existing authority for bank holding companies to engage in activities that are closely related to banking. The new legislation creates a new category of holding company called a financial holding company. Financial holding companies may engage in any activity that is

financial in nature or incidental to that financial activity, or

complementary to a financial activity and that does not pose a substantial risk to the safety and soundness of depository institutions or the financial system generally.

Table of Contents

Activities that are financial in nature include
acting as principal, agent, or broker for insurance,

underwriting, dealing in, or making a market in securities, and

providing financial and investment advice.

The Federal Reserve Board and the Secretary of the Treasury have authority to decide that other activities are also financial in nature or incidental to financial activity, taking into account changes in technology, changes in the banking marketplace, competition for banking services, and so on. The Company is engaged solely in activities that were permissible for a bank holding company before enactment of the Gramm-Leach-Bliley Act. Although the Company has become a financial holding company, the Company has no immediate plans to use the expanded authority to engage in activities other than those in which it is currently engaged. Federal Reserve Board rules require that all of the depository institution subsidiaries of a financial holding company be and remain well capitalized and well managed. If all depository institution subsidiaries of a financial holding company do not remain well capitalized and well managed, the financial holding company must enter into an agreement acceptable to the Federal Reserve Board, undertaking to comply with all capital and management requirements within 180 days. In the meantime the financial holding company may not use its expanded authority to engage in nonbanking activities without Federal Reserve Board approval and the Federal Reserve may impose other limitations on the holding company's or affiliates activities. If a financial holding company fails to restore the well-capitalized and well-managed status of a depository institution subsidiary, the Federal Reserve may order divestiture of the subsidiary.

Holding Company Capital and Source of Strength. The Federal Reserve considers the adequacy of a bank holding company's capital on essentially the same risk-adjusted basis as capital adequacy is determined by the FDIC at the bank subsidiary level. In general, bank holding companies are required to maintain a minimum ratio of total capital to risk-weighted assets of 8% and Tier 1 capital consisting principally of stockholders' equity of at least 4%. Bank holding companies are also subject to a leverage ratio requirement. The minimum required leverage ratio for the very highest rated companies is 3%, but as a practical matter the minimum required leverage ratio for most bank holding companies is 4% or higher. It is also Federal Reserve Board policy that bank holding companies serve as a source of strength for their subsidiary banking institutions.

Under Bank Holding Company Act section 5(e), the Federal Reserve Board may require a bank holding company to terminate any activity or relinquish control of a nonbank subsidiary if the Federal Reserve Board determines that the activity or control constitutes a serious risk to the financial safety, soundness or stability of a subsidiary bank. And with the Federal Deposit Insurance Corporation Improvement Act of 1991's addition of the prompt corrective action provisions to the Federal Deposit Insurance Act, section 38(f)(2)(I) of the Federal Deposit Insurance Act now provides that a federal bank regulatory authority may require a bank holding company to divest itself of an undercapitalized bank subsidiary if the agency determines that divestiture will improve the bank's financial condition and prospects.

Liability of Commonly Controlled Institutions. Adding subsection (e) to section 5 of the Federal Deposit Insurance Act, the Financial Institutions Reform, Recovery, and Enforcement Act of 1989 allows the FDIC to demand from one institution payment for losses incurred or to be incurred by the FDIC because of the default of another institution or because of assistance provided by the FDIC to the other institution in danger of default, if the institutions are commonly controlled.

Federal Deposit Insurance. The FDIC insures deposits of banks, savings banks, and savings associations, and it safeguards the safety and soundness of the banking industry. Two separate insurance funds are maintained and administered by the FDIC. In general, bank deposits are insured through the Bank Insurance Fund. Deposits in savings associations are insured through the Savings Association Insurance Fund.

As an FDIC member institution, deposits in the bank are insured to a maximum of \$250,000 per depositor. The banks are required to pay semiannual deposit insurance premium assessments to the FDIC. In general terms, each institution is assessed insurance premiums according to how much risk to the insurance fund the institution represents. Well-capitalized institutions with few supervisory concerns are assessed lower premiums than other institutions. The premium range is currently from \$0.00 for the highest-rated institutions to \$0.27 per \$100 of domestic deposits.

The FDIC may terminate the deposit insurance of any insured depository institution if the FDIC determines that the institution has engaged or is engaging in unsafe or unsound practices, is in an unsafe or 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 also may suspend deposit insurance temporarily during the hearing process for a permanent termination of insurance if the institution has no tangible capital.

Interstate Banking and Branching. In 1994 the Riegle-Neal Interstate Banking and Branching Efficiency Act eased restrictions on interstate banking. The Riegle-Neal Act allows the Federal Reserve to approve an application by an adequately capitalized and adequately managed bank holding company to acquire a bank located in a state other than the acquiring company's home state, without regard to whether the transaction is prohibited by the laws of any state. The Federal Reserve may not approve acquisition of a bank that has not been in existence for the minimum time period (up to five years) specified by the statutory law of the acquired, or target, bank's state. The Riegle-Neal Act also prohibits the Federal Reserve from approving an application if the applicant (and its depository institution affiliates) controls or would control more than 10% of the insured deposits in the United States or 30% or more of the deposits in the target bank's home state or in any state in which the target bank maintains a branch. The Riegle-Neal Act does not affect the authority of states to limit the percentage of total insured deposits in the state that may be held or controlled by a bank or bank holding company if the limitation does not discriminate against out-of-state banks or bank holding companies. Individual states may also waive the 30% statewide concentration limit contained in the Riegle-Neal Act.

Table of Contents

Branching between states may be accomplished by merging commonly controlled banks located in different states into one legal entity. Branching may also be accomplished by establishing *de novo* branches or acquiring branches in another state. Under section 24(j) of the Federal Deposit Insurance Act, a branch of a bank operating out-of-state in a host state is subject to the law of the host state regarding community reinvestment, fair lending, consumer protection, and establishment of branches. The Riegle-Neal Act authorizes the FDIC to approve interstate branching *de novo* by state-chartered banks solely in states that specifically allow it. Ohio bank law allows *de novo* branching in Ohio by an out-of-state bank. The FDIC has adopted regulations under the Riegle-Neal Act to prohibit an out-of-state bank from using the new interstate branching authority primarily for the purpose of deposit production. These regulations include guidelines to ensure that interstate branches operated by an out-of-state bank in a host state are reasonably helping to satisfy the credit needs of the communities served by the out-of-state bank.

Capital Risk-Based Capital Requirements. The Federal Reserve Board and the FDIC employ similar risk-based capital guidelines in their examination and regulation of bank holding companies and financial institutions. If capital falls below the minimum levels established by the guidelines, the bank holding company or bank may be denied approval to acquire or establish additional banks or non-bank businesses or to open new facilities. Failure to satisfy capital guidelines could subject a banking institution to a variety of enforcement actions by federal bank regulatory authorities, including the termination of deposit insurance by the FDIC and a prohibition on the acceptance of brokered deposits.

In the calculation of risk-based capital, assets and off-balance sheet items are assigned to broad risk categories, each with an assigned weighting (0%, 20%, 50% and 100%). Most loans are assigned to the 100% risk category, except for first mortgage loans fully secured by residential property, which carry a 50% rating. Most investment securities are assigned to the 20% category, except for municipal or state revenue bonds, which have a 50% risk-weight, and direct obligations of or obligations guaranteed by the United States Treasury or United States Government agencies, which have a 0% risk-weight. Off-balance sheet items are also taken into account in the calculation of risk-based capital, with each class of off-balance sheet item being converted to a balance sheet equivalent according to established conversion factors. From these computations, the total of risk-weighted assets is derived. Risk-based capital ratios therefore state capital as a percentage of total risk-weighted assets and off-balance sheet items. The ratios established by guideline are minimums only.

Current risk-based capital guidelines require bank holding companies and banks to maintain a minimum risk-based total capital ratio equal to 8% and a Tier 1 capital ratio of 4%. Intangibles other than readily marketable mortgage servicing rights are generally deducted from capital. Tier 1 capital includes stockholders' equity, qualifying perpetual preferred stock (within limits and subject to conditions, particularly if the preferred stock is cumulative preferred stock), and minority interests in equity accounts of consolidated subsidiaries, less intangibles, identified losses, investments in securities subsidiaries, and certain other assets. Tier 2 capital includes

the allowance for loan losses, up to a maximum of 1.25% of risk-weighted assets,

any qualifying perpetual preferred stock exceeding the amount includable in Tier 1 capital,

mandatory convertible securities, and

subordinated debt and intermediate term preferred stock, up to 50% of Tier 1 capital.

The FDIC also employs a market risk component in its calculation of capital requirements for nonmember banks. The market risk component could require additional capital for general or specific market risk of trading portfolios of debt and equity securities and other investments or assets. The FDIC's evaluation of an institution's capital adequacy takes account of a variety of other factors as well, including interest rate risks to which the institution is subject, the level and quality of an institution's earnings, loan and investment portfolio characteristics and risks, risks arising from the conduct of nontraditional activities, and a variety of other factors.

Accordingly, the FDIC's final supervisory judgment concerning an institution's capital adequacy could differ significantly from the conclusions that might be derived from the absolute level of an institution's risk-based capital ratios. Therefore, institutions generally are expected to maintain risk-based capital ratios that exceed the minimum

ratios discussed above. This is particularly true for institutions contemplating significant expansion plans and institutions that are subject to high or inordinate levels of risk. Moreover, although the FDIC does not impose explicit capital requirements on holding companies of institutions regulated by the FDIC, the FDIC can take account of the degree of leverage and risks at the holding company level. If the FDIC determines that the holding company (or another affiliate of the institution regulated by the FDIC) has an excessive degree of leverage or is subject to inordinate risks, the FDIC may require the subsidiary institution(s) to maintain additional capital or the FDIC may impose limitations on the subsidiary institution's ability to support its weaker affiliates or holding company.

The banking agencies have also established a minimum leverage ratio of 3%, which represents Tier 1 capital as a percentage of total assets, less intangibles. However, for bank holding companies and financial institutions seeking to expand and for all but the most highly rated banks and bank holding companies, the banking agencies expect an additional cushion of at least 100 to 200 basis points. At December 31, 2007, the Company was in compliance with all regulatory capital requirements.

Table of Contents

Prompt Corrective Action. To resolve the problems of undercapitalized institutions and to prevent a recurrence of the banking crisis of the 1980s and early 1990s, the Federal Deposit Insurance Corporation Improvement Act of 1991 established a system known as prompt corrective action. Under the prompt corrective action provisions and implementing regulations, every institution is classified into one of five categories, depending on its total risk-based capital ratio, its Tier 1 risk-based capital ratio, its leverage ratio, and subjective factors. The categories are well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized. A financial institution's operations can be significantly affected by its capital classification. For example, an institution that is not well capitalized generally is prohibited from accepting brokered deposits and offering interest rates on deposits higher than the prevailing rate in its market, and the holding company of any undercapitalized institution must guarantee, in part, aspects of the institution's capital plan. Financial institution regulatory agencies generally are required to appoint a receiver or conservator shortly after an institution enters the category of weakest capitalization. The Federal Deposit Insurance Corporation Improvement Act of 1991 also authorizes the regulatory agencies to reclassify an institution from one category into a lower category if the institution is in an unsafe or unsound condition or engaging in an unsafe or unsound practice. Undercapitalized institutions are required to take specified actions to increase their capital or otherwise decrease the risks to the federal deposit insurance funds.

The following table illustrates the capital and prompt corrective action guidelines applicable to the Company and its subsidiaries, as well as its total risk-based capital ratio, Tier 1 capital ratio and leverage ratio as of December 31, 2008.

| | 2008 | | 2007 | |
|-------------------------------|---------------|-------|---------------|-------|
| | Amount | Ratio | Amount | Ratio |
| Total Capital | | | | |
| (to Risk-weighted Assets) | | | | |
| Actual | \$ 42,281,067 | 13.57 | \$ 42,664,943 | 14.56 |
| For Capital Adequacy Purposes | 24,931,715 | 8.00 | 23,441,926 | 8.00 |
| To Be Well Capitalized | 31,164,644 | 10.00 | 29,303,408 | 10.00 |
| Tier I Capital | | | | |
| (to Risk-weighted Assets) | | | | |
| Actual | \$ 38,689,258 | 12.41 | \$ 39,194,767 | 13.38 |
| For Capital Adequacy Purposes | 12,465,858 | 4.00 | 11,720,963 | 4.00 |
| To Be Well Capitalized | 18,698,787 | 6.00 | 17,581,445 | 6.00 |
| Tier I Capital | | | | |
| (to Average Assets) | | | | |
| Actual | \$ 38,689,258 | 8.66 | \$ 39,194,767 | 9.23 |
| For Capital Adequacy Purposes | 17,860,169 | 4.00 | 16,990,099 | 4.00 |
| To Be Well Capitalized | 22,325,211 | 5.00 | 21,237,623 | 5.00 |

Limits on Dividends and Other Payments. The Company's ability to obtain funds for the payment of dividends and for other cash requirements depends on the amount of dividends that may be paid to it by the banks. Under Ohio bank law, an Ohio-chartered bank may not pay a cash dividend if the amount of the dividend exceeds undivided profits, which is defined in Ohio bank law to mean the cumulative undistributed amount of the bank's net income. But with the approval of two thirds of the outstanding shares and approval of the superintendent of the Division of Financial Institutions, an Ohio-chartered bank may pay cash dividends from surplus. Lastly, approval of the superintendent is also required if the total of all dividends and distributions declared on the bank's shares in any year exceeds the total of

the bank's net income for the year plus retained net income for the two preceding years.

State-chartered banks' ability to pay dividends may be affected by capital maintenance requirements of their primary federal bank regulatory agency as well. Moreover, regulatory authorities may prohibit banks and bank holding companies from paying dividends if payment of dividends would constitute an unsafe and unsound banking practice.

A 1985 policy statement of the Federal Reserve Board declares that a bank holding company should not pay cash dividends on common stock unless the organization's net income for the past year is sufficient to fully fund the dividends and the prospective rate of earnings retention appears consistent with the organization's capital needs, asset quality, and overall financial condition.

Recent Legislation. On July 30, 2002 the Sarbanes-Oxley Act of 2002 became law. The goals of the Sarbanes-Oxley Act are to increase corporate responsibility, to provide for enhanced penalties for accounting and auditing improprieties at publicly traded companies, and to protect investors by improving the accuracy and reliability of corporate disclosures made under the securities laws. The proposed changes are intended to allow shareholders to monitor the performance of companies and directors more easily and efficiently.

Table of Contents

The Sarbanes-Oxley Act generally applies to all companies that file or are required to file periodic reports with the SEC under the Securities Exchange Act of 1934. The Act includes very specific additional disclosure requirements and new corporate governance rules, requires the SEC, securities exchanges, and Nasdaq to adopt extensive additional disclosure, corporate governance, and other related rules. The final scope of all of these new requirements is not yet clear. Some of the changes are effective already, but others will become effective in the future.

The Sarbanes-Oxley Act has an impact on a wide variety of corporate governance and disclosure issues, including the composition of audit committees, certification of financial statements by the chief executive officer and the chief financial officer, forfeiture of bonuses and profits made by directors and senior officers in the 12-month period covered by restated financial statements, a prohibition on insider trading during pension plan black-out periods, disclosure of off-balance sheet transactions, a prohibition on personal loans to directors and officers (excluding Federally insured financial institutions), expedited filing requirements for stock transaction reports by officers and directors, the formation of a public accounting oversight board, auditor independence, and various increased criminal penalties for violations of securities laws.

Transactions with Affiliates. Although the banks are not member banks of the Federal Reserve System, they are required by the Federal Deposit Insurance Act to comply with section 23A and section 23B of the Federal Reserve Act pertaining to transactions with affiliates as if they were member banks. These statutes are intended to protect banks from abuse in financial transactions with affiliates, preventing federally insured deposits from being diverted to support the activities of unregulated entities engaged in nonbanking businesses. An affiliate of a bank includes any company or entity that controls or is under common control with the bank. Generally, section 23A and section 23B of the Federal Reserve Act

limit the extent to which a bank or its subsidiaries may lend to or engage in various other kinds of transactions with any one affiliate to an amount equal to 10% of the institution's capital and surplus, limiting the aggregate of covered transactions with all affiliates to 20% of capital and surplus,

impose restrictions on investments by a subsidiary bank in the stock or securities of its holding company,

impose restrictions on the use of a holding company's stock as collateral for loans by the subsidiary bank, and

require that affiliate transactions be on terms substantially the same, or at least as favorable to the institution or subsidiary, as those provided to a non-affiliate.

The Company's authority to extend credit to insiders meaning executive officers, directors and greater than 10% stockholders or to entities those persons control, is subject to section 22(g) and section 22(h) of the Federal Reserve Act and Regulation O of the Federal Reserve Board. Among other things, these laws require insider loans to be made on terms substantially similar to those offered to unaffiliated individuals, place limits on the amount of loans a bank may make to insiders based in part on the Company's capital position, and require that specified approval procedures be followed. Loans to an individual insider may not exceed the legal limit on loans to any one borrower, which in general terms is 15% of capital but can be higher in some circumstances. And the aggregate of all loans to all insiders may not exceed the Company's unimpaired capital and surplus. Insider loans exceeding the greater of 5% of capital or \$25,000 must be approved in advance by a majority of the board, with any interested director not participating in the voting. Lastly, loans to executive officers are subject to special limitations. Executive officers may borrow in unlimited amounts to finance their children's education or to finance the purchase or improvement of their residence, and they may borrow no more than \$100,000 for most other purposes. Loans to executive officers exceeding \$100,000 may be allowed if the loan is fully secured by government securities or a segregated deposit account. A violation of these restrictions could result in the assessment of substantial civil monetary penalties, the imposition of a cease-and-desist order or other regulatory sanctions.

Community Reinvestment Act. Under the Community Reinvestment Act of 1977 and implementing regulations of the banking agencies, a financial institution has a continuing and affirmative obligation consistent with safe and sound operation to address the credit needs of its entire community, including low- and moderate-income neighborhoods. The CRA does not establish specific lending requirements or programs for financial institutions, nor

does it limit an institution's discretion to develop the types of products and services it believes are best suited to its particular community. The CRA requires that bank regulatory agencies conduct regular CRA examinations and provide written evaluations of institutions' CRA performance. The CRA also requires that an institution's CRA performance rating be made public. CRA performance evaluations are based on a four-tiered rating system: Outstanding, Satisfactory, Needs to Improve and Substantial Noncompliance.

Although CRA examinations occur on a regular basis, CRA performance evaluations have been used principally in the evaluation of regulatory applications submitted by an institution. CRA performance evaluations are considered in evaluating applications for such things as mergers, acquisitions, and applications to open branches. Over the 25 years that the CRA has existed, and particularly in the last decade, institutions have faced increasingly difficult regulatory obstacles and public interest group objections in connection with their regulatory applications, including institutions that have received the highest possible CRA ratings.

Table of Contents

A bank holding company cannot elect to be a financial holding company with the expanded securities, insurance and other powers that designation entails unless all of the depository institutions owned by the holding company have a CRA rating of satisfactory or better. The Gramm-Leach-Bliley Act also provides that a financial institution with total assets of \$250 million or greater will be subject to CRA examinations no more frequently than every 2 years. Following a CRA examination as of July 24, 2008, the MBC received a rating of Outstanding. Lastly, the Gramm-Leach-Bliley Act requires public disclosure of private CRA agreements entered into between banking organizations and other parties, and annual reporting by banking organizations of actions taken under the private CRA agreements. This last provision of the Gramm-Leach-Bliley Act addresses the increasingly common practice whereby a bank or holding company undertaking acquisition of another bank or holding company enters into an agreement with parties who might otherwise file with bank regulators a CRA protest of the acquisition. The details of these agreements have not been universally disclosed by acquiring institutions in the past.

Federal Home Loan Bank. The Federal Home Loan Bank serves as a credit source for their members. As a member of the FHLB of Cincinnati, the Company is required to maintain an investment in the capital stock of the FHLB of Cincinnati in an amount calculated by reference to its amount of loans, and or advances, from the FHLB. The Company is in compliance with this requirement, with an investment in FHLB stock of \$1,873,000 at December 31, 2008.

Each FHLB is required to establish standards of community investment or service that its members must maintain for continued access to long-term advances from the FHLB. The standards take into account a member's performance under the Community Reinvestment Act and its record of lending to first-time home buyers.

State Banking Regulation. As Ohio-chartered banks, the banks are subject to regular examination by the Ohio Division of Financial Institutions. State banking regulation affects the internal organization of the banks as well as their savings, lending, investment, and other activities. State banking regulation may contain limitations on an institution's activities that are in addition to limitations imposed under federal banking law. The Ohio Division of Financial Institutions may initiate supervisory measures or formal enforcement actions, and if the grounds provided by law exist it may take possession and control of an Ohio-chartered bank.

Monetary Policy. The earnings of financial institutions are affected by the policies of regulatory authorities, including monetary policy of the Federal Reserve Board. An important function of the Federal Reserve System is regulation of aggregate national credit and money supply. The Federal Reserve Board accomplishes these goals with measures such as open market transactions in securities, establishment of the discount rate on bank borrowings, and changes in reserve requirements against bank deposits. These methods are used in varying combinations to influence overall growth and distribution of financial institutions' loans, investments and deposits, and they also affect interest rates charged on loans or paid on deposits. Monetary policy is influenced by many factors, including inflation, unemployment, short-term and long-term changes in the international trade balance, and fiscal policies of the United States government. Federal Reserve Board monetary policy has had a significant effect on the operating results of financial institutions in the past, and it can be expected to influence operating results in the future.

Item 1.A Risk Factors**Risks Related to the Company's Business**

Recent negative developments in the financial industry and the domestic credit market may adversely affect the Company's operations and results. Negative developments in the latter half of 2007 and during 2008 in the credit and securitization markets have resulted in uncertainty in financial markets with the expectation of the general economic downturn continuing in 2009. Business activity across a wide range of industries and regions is declining. Unemployment has increased significantly. During the second half of 2008, the financial services industry was materially and adversely affected by significant declines in the values of nearly all asset classes and by a serious lack of liquidity. These negative developments were initially triggered by declines in home prices and the values of subprime residential mortgage loans, but quickly spread to other asset classes. Market conditions have also led to the failure or merger of a number of formerly prominent and large financial institutions. Furthermore, declining asset values on financial instruments, defaults on residential mortgages and consumer loans, and the lack of market and investor confidence, as well as other factors, have all combined to decrease liquidity, despite very significant declines in Federal Reserve borrowing rates and other government actions. Some banks and other lenders have suffered

significant losses and have become reluctant to lend, even on a secured basis, due to the increased risk of default and the impact of declining asset values on the value of collateral. If current levels of market disruption and volatility continue or worsen, there can be no assurance that the Company will not experience an adverse effect, which may be material, on our ability to access capital and on our business, financial condition, and results of operations.

There can be no assurance that recent legislative and regulatory initiatives to address difficult market and economic conditions will stabilize the U.S. banking system. In response to the difficult market and economic conditions affecting the banking system and financial markets, former President Bush signed the Emergency Economic Stabilization Act of 2008 (EESA) into law on October 3, 2008. The EESA authorizes the Treasury Department to purchase from financial institutions and their holding companies up to \$700 billion in mortgage loans, mortgage-related securities, and certain other financial instruments, including debt and equity securities issued by financial institutions and their holding companies, under a Troubled Asset Relief Program, or TARP. TARP was enacted to restore confidence and stability to the U.S. banking system and to encourage financial institutions to increase their lending to customers and to each other. The Treasury Department established a voluntary Capital Purchase Program (CPP) under TARP to encourage eligible U.S. financial institutions to build capital to increase the flow of financing to U.S. businesses and consumers. Under the CPP, the Treasury Department purchases senior preferred stock and warrants from participating financial institutions. We have elected not to participate in the CPP because the Company believes the CPP s restrictions on possible future dividend increases, the dilution to earnings, and the uncertainty surrounding future requirements of the CPP outweighed the benefits of participation. Finally, the EESA also increased federal deposit insurance on most deposit accounts from \$100,000 to \$250,000. This increase is in place until the end of 2009 and is not covered by deposit insurance premiums paid by the banking industry.

Table of Contents

On October 14, 2008, the FDIC announced the Temporary Liquidity Guarantee Program (TLG Program) to strengthen confidence and encourage liquidity in the banking system. The TLG Program consists of two components (i) a temporary guarantee of newly issued senior unsecured debt (the Debt Guarantee Program) and (ii) a temporary unlimited guarantee of funds in noninterest-bearing transaction accounts at FDIC-insured institutions (the Transaction Account Guarantee Program). The Company has elected not to participate in the Debt Guarantee Program, but will participate in the Transaction Account Guarantee Program. Under the Transaction Account Guarantee Program, the FDIC has provided a temporary full guarantee for funds held in noninterest-bearing transaction accounts above the existing \$250,000 deposit insurance limit. A "noninterest-bearing transaction account" is defined under the FDIC's rules as a transaction account with respect to which interest is neither accrued nor paid and on which the insured depository institution does not reserve the right to require advance notice of an intended withdrawal. A "noninterest-bearing transaction account" also includes IOLTA accounts and NOW accounts with interest rates below .50%. The FDIC applies a 10 basis point annual rate surcharge to deposit amounts that exceed \$250,000 for non-interest bearing transaction deposit accounts maintained by Transaction Account Guarantee Program participants.

The EESA and TLG Program have been followed by numerous actions by the Federal Reserve, the U.S. Congress, the Treasury Department, the FDIC, and the SEC to address the current liquidity and credit crisis that has followed the sub-prime mortgage meltdown that began in 2007. These measures include homeowner relief that encourage loan restructuring and modification; the establishment of significant liquidity and credit facilities for financial institutions and investment banks; the lowering of the federal funds rate; emergency action against short selling practices; a temporary guaranty program for money market funds; the establishment of a commercial paper funding facility to provide back-stop liquidity to commercial paper issuers; and coordinated international efforts to address illiquidity and other weaknesses in the banking sector.

On February 17, 2009, President Obama signed the American Recovery and Reinvestment Act of 2009 (the Recovery Act) into law. The Recovery Act was implemented to provide \$787 billion in funds to create and preserve jobs, promote economic recovery, spur technological advances in science and health, invest in transportation, environmental protection, and other infrastructure that will provide long-term economic benefits, and stabilize state and local government budgets. The Recovery Act also contains provisions limiting, but not capping, executive compensation for all current and future TARP recipients until the institution has repaid the government.

The purpose of these legislative and regulatory actions is to stabilize U.S. financial markets. The U.S. Congress or federal bank regulatory agencies could adopt additional regulatory requirements or restrictions in response to the threats to the financial system and such changes may adversely affect the Company's operations. In addition, the EESA and the Recovery Act may not have the intended beneficial impact on the financial markets or the banking industry. To the extent the market does not respond favorably to the legislative and regulatory initiatives described above, the Company prospects and results of operations would be adversely affected.

The Company operates in a highly competitive industry and market area. The U.S. financial system has become highly concentrated and has moved into a barbell-type structure. This structure is characterized at one end by a handful of large financial conglomerates and at the other end by thousands of community financial institutions spread across the U.S. According to the FDIC, the four largest banking companies control more than 40% of the nation's deposits and more than 50% of the industry's assets. While the nation's largest banks have not been permitted to fail, community banks do fail with regularity. This policy disparity has entrenched an ongoing competitive inequity against community banks. In effect, government ownership of banks considered "too big to fail" may adversely impact the market for various bank products and services, many of which are considered the financial system's most profitable. The Company faces significant competition both in making loans and in attracting deposits. Competition is based on interest rates and other credit and service charges, the quality of services rendered, the convenience of banking facilities, the range and type of products offered and, in the case of loans to larger commercial borrowers, lending limits, among other factors. Competition for loans comes principally from commercial banks, savings banks, savings and loan associations, credit unions, mortgage banking companies, insurance companies, and other financial service companies. The Company's most direct competition for deposits has historically come from commercial banks, savings banks, and savings and loan associations. Technology has also lowered barriers to entry and made it possible for non-banks to offer products and services traditionally provided by banks, such as automatic transfer and automatic

payment systems. Larger competitors may be able to achieve economies of scale and, as a result, offer a broader range of products and services. The Company's ability to compete successfully depends on a number of factors, including, among other things:

- the ability to develop, maintain, and build long-term customer relationships based on top quality service, high ethical standards, and safe, sound assets;

- the ability to expand the Company's market position;

- the scope, relevance, and pricing of products and services offered to meet customer needs and demands;

- the rate at which the Company introduces new products and services relative to its competitors;

- customer satisfaction with the Company's level of service; and

- industry and general economic trends.

Table of Contents

Failure to perform in any of these areas could significantly weaken the Company's competitive position, which could adversely affect growth and profitability.

The Company may not be able to attract and retain skilled people. The Company's success depends, in large part, on its ability to attract and retain key people. Competition for the best people can be intense and the Company may not be able to hire people or to retain them. The unexpected loss of the services of key personnel of the Company could have a material adverse impact on the Company's business because of their skills, knowledge of the Company's market, years of industry experience, and the difficulty of promptly finding qualified replacement personnel. The Company does not currently have employment agreements or non-competition agreements with any of its senior officers.

The Company does not have the financial and other resources that larger competitors have; this could affect its ability to compete for large commercial loan originations and its ability to offer products and services competitors provide to customers. The northeastern Ohio and central Ohio markets in which the Company operates have high concentrations of financial institutions. Many of the financial institutions operating in our markets are branches of significantly larger institutions headquartered in Cleveland or in other major metropolitan areas, with significantly greater financial resources and higher lending limits. In addition, many of these institutions offer services that the Company do not or cannot provide. For example, the larger competitors' greater resources offer advantages such as the ability to price services at lower, more attractive levels, and the ability to provide larger credit facilities. Because the Company is currently smaller than many commercial lenders in its market, it is on occasion prevented from making commercial loans in amounts competitors can offer. The Company accommodates loan volumes in excess of its lending limits from time to time through the sale of loan participations to other banks.

The business of banking is changing rapidly with changes in technology, which poses financial and technological challenges to small and mid-sized institutions. With frequent introductions of new technology-driven products and services, the banking industry is undergoing rapid technological changes. In addition to enhancing customer service, the effective use of technology increases efficiency and enables financial institutions to reduce costs. Financial institutions' success is increasingly dependent upon use of technology to provide products and services that satisfy customer demands and to create additional operating efficiencies. Many of the Company's competitors have substantially greater resources to invest in technological improvements, which could enable them to perform various banking functions at lower costs than the Company, or to provide products and services that the Company is not able to economically provide. The Company cannot assure you that we will be able to develop and implement new technology-driven products or services or that the Company will be successful in marketing these products or services to customers. Because of the demand for technology-driven products, banks increasingly rely on unaffiliated vendors to provide data processing services and other core banking functions. The use of technology-related products, services, delivery channels, and processes exposes banks to various risks, particularly transaction, strategic, reputation, and compliance risk. The Company cannot assure you that we will be able to successfully manage the risks associated with our dependence on technology.

The banking industry is heavily regulated; the compliance burden to the industry is considerable; the principal beneficiary of federal and state regulation is the public at large and depositors, not stockholders. The Company and its subsidiaries are and will remain subject to extensive state and federal government supervision and regulation. This supervision and regulation affect many aspects of the banking business, including permissible activities, lending, investments, payment of dividends, the geographic locations in which our services can be offered, and numerous other matters. State and federal supervision and regulation are intended principally to protect depositors, the public, and the deposit insurance fund administered by the FDIC. Protection of stockholders is not a goal of banking regulation.

The burdens of federal and state banking regulation place banks in general at a competitive disadvantage compared to less regulated competitors. Applicable statutes, regulations, agency and court interpretations, and agency enforcement policies have undergone significant changes, and could change significantly again. Federal and state banking agencies also require banks and bank holding companies to maintain adequate capital. Failure to maintain adequate capital or to comply with applicable laws, regulations, and supervisory agreements could subject a bank or bank holding company to federal or state enforcement actions, including termination of deposit insurance, imposition of fines and civil penalties, and, in the most severe cases, appointment of a conservator or receiver for a depository institution. Changes in applicable laws and regulatory policies could adversely affect the banking industry generally or the Company in

particular. The Company gives you no assurance that we will be able to adapt successfully to industry changes caused by governmental actions.

Success in the banking industry requires disciplined management of lending risks. There are many risks in the business of lending, including risks associated with the duration over which loans may be repaid, risks resulting from changes in economic conditions, risks inherent in dealing with individual borrowers, and risks resulting from changes in the value of loan collateral. We attempt to mitigate this risk by a thorough review of the creditworthiness of loan customers. Nevertheless, there is risk that our credit evaluations will prove to be inaccurate due to changed circumstances or otherwise.

A critical resource for maintaining the safety and soundness of banks so that they can fulfill their basic function of financial intermediation, the allowance for possible loan losses is a reserve established through a provision for possible loan losses charged to expense that represents management's best estimate of probable losses that have been incurred within the existing portfolio of loans. Current accounting standards for loan loss provisioning are based on the so-called "incurred loss" model. Under this model, a bank can reserve against a loan loss through a provision to the loan loss reserve only if that loss has been incurred, which means a loss that is probable and can be reasonably estimated. To meet that standard, banks have to document why a loss is probable and reasonably estimable, and the easiest way to do that is to refer to historical loss rates and the bank's own prior loss experience with the type of asset in question. Banks are not limited to using historical experience in deciding the appropriate level of the loan loss reserve. In making these determinations, management can use judgment that takes into account other, forward-leaning factors, such as changes in underwriting standards and changes in the economic environment that would have an impact on loan losses. It is changes in the current economic environment that have led us, and may continue to lead management, to take provisions that are higher than our historical experience.

Table of Contents

The level of the allowance reflects management's continuing evaluation of industry concentrations; specific credit risks; loan loss experience; current loan portfolio quality; present economic, political, and regulatory conditions; and unidentified losses inherent in the current loan portfolio. The determination of the appropriate level of the allowance for possible loan losses inherently involves a high degree of subjectivity and requires management to make significant estimates of current credit risks and future trends, all of which may undergo material changes. Continuing deterioration in economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem loans and other factors, both within and outside of the Company's control, may require an increase in the allowance for possible loan losses. In addition, bank regulatory agencies periodically review the allowance for loan losses and may require an increase in the provision for possible loan losses or the recognition of further loan charge-offs, based on judgments different than those of management. In addition, if charge-offs in future periods exceed the allowance for possible loan losses, the Company will need additional provisions to increase the allowance for possible loan losses. Any increases in the allowance for possible loan losses will result in a decrease in net income and, possibly, capital, and may have a material adverse effect on the Company's financial condition and results of operations.

Changing interest rates have a direct and immediate impact on financial institutions. The risk of nonpayment of loans or credit risk is not the only lending risk. Lenders are subject also to interest rate risk. Fluctuating rates of interest prevailing in the market affect a bank's net interest income, which is the difference between interest earned from loans and investments, on one hand, and interest paid on deposits and borrowings, on the other. Changes in the general level of interest rates can affect our net interest income by affecting the difference between the weighted average yield earned on our interest-earning assets and the weighted average rate paid on our interest-bearing liabilities, or interest rate spread, and the average life of our interest-earning assets and interest-bearing liabilities. Changes in interest rates also can affect (i) our ability to originate loans, (ii) the value of our interest-earning assets, and our ability to realize gains from the sale of such assets, (iii) our ability to obtain and retain deposits in competition with other available investment alternatives, and (iv) the ability of our borrowers to repay adjustable or variable rate loans. Interest rates are highly sensitive to many factors, including governmental monetary policies, domestic and international economic and political conditions, and other factors beyond our control. Although the Company believes that the estimated maturities of our interest-earning assets currently are well balanced in relation to the estimated maturities of our interest-bearing liabilities (which involves various estimates as to how changes in the general level of interest rates will impact these assets and liabilities), there can be no assurance that our profitability would not be adversely affected during any period of changes in interest rates.

A prolonged economic downturn in our market area would adversely affect our loan portfolio and our growth prospects. Our lending market area is concentrated in northeastern and central Ohio, particularly Franklin, Geauga, Portage, Trumbull, and Ashtabula Counties. A high percentage of our loan portfolio is secured by real estate collateral, primarily residential mortgage loans. Commercial and industrial loans to small and medium-sized businesses also represent a significant percentage of our loan portfolio. The asset quality of our loan portfolio is largely dependent upon the area's economy and real estate markets. A prolonged economic downturn would likely contribute to the deterioration of the credit quality of our loan portfolio and reduce our level of customer deposits, which in turn would hurt our business. If the current economic downturn in the economy as a whole, or in the northeastern and central Ohio markets continues for a prolonged period, borrowers may be less likely to repay their loans as scheduled or at all. Moreover, the value of real estate or other collateral that may secure our loans could be adversely affected. Unlike many larger institutions, we are not able to spread the risks of unfavorable local economic conditions across a large number of diversified economies and geographic locations. A prolonged economic downturn could, therefore, result in losses that could materially and adversely affect our business.

The Company could incur liabilities under federal and state environmental laws if we foreclose on commercial properties. A high percentage of the Company's loans are secured by real estate. Although the vast majority of these loans are residential mortgage loans with little associated environmental risk, some are commercial loans secured by property on which manufacturing and other commercial enterprises are carried on. The Company has in the past and could again acquire property by foreclosing on loans in default. Under federal and state environmental laws, a bank could face liability for some or all of the costs of removing hazardous substances, contaminants, or pollutants from

properties acquired in this fashion. Although other persons might be primarily responsible for these costs, these persons might not be financially solvent or they might be unable to bear the full cost of clean-up. It is also possible that a lender exercising unusual influence over a borrower's commercial activities could be required to bear a portion of the clean-up costs under federal or state environmental laws.

Changes in accounting standards could materially impact our consolidated financial statements. Our accounting policies and methods are fundamental to how the Company records and reports its financial condition and results of operations. The accounting standard setters, including the Financial Accounting Standards Board, the SEC, and other regulatory bodies, from time to time may change the financial accounting and reporting standards that govern the preparation of our consolidated financial statements. These changes can be hard to predict and can materially impact how we record and report our financial condition and results of operations. In some cases, the Company could be required to apply a new or revised standard retroactively, resulting in changes to previously reported financial results, or a cumulative charge to retained earnings. Management may be required to make difficult, subjective, or complex judgments about matters that are uncertain. Materially different amounts could be reported under different conditions or using different assumptions.

Table of Contents

There are risks with respect to future expansion and acquisitions or mergers. The Company may seek in the future to acquire other financial institutions or parts of those institutions. The Company may also expand into new markets or lines of business or offer new products or services. These activities would involve a number of risks, including the time and expense associated with identifying and evaluating potential acquisitions and merger partners;

using inaccurate estimates and judgments to evaluate credit, operations, management, and market risks with respect to the target institution or assets;

diluting our existing shareholders in an acquisition;

the time and expense associated with evaluating new markets for expansion, hiring experienced local management, and opening new offices;

taking a significant amount of time negotiating a transaction or working on expansion plans, resulting in management's attention being diverted from the operation of our existing business; and

the time and expense associated with integrating the operations and personnel of the combined businesses, creating an adverse short-term effect on our results of operations.

There is also a risk that any expansion effort will not be successful.

Compliance with Sarbanes-Oxley Act will involve significant expenditures, and non-compliance may adversely affect us. The Sarbanes-Oxley Act of 2002 (SOX), and the related rules and regulations promulgated by the SEC that are now applicable to us, have increased the scope, complexity, and cost of corporate governance, reporting, and disclosure practices. The Company has experienced, and expect to continue to experience, greater compliance costs, including costs related to internal controls, as a result of SOX. For example, for the year ended December 31, 2007, the Company was required to comply with Section 404 of SOX and management has issued a report on our internal controls over financial reporting. Our independent registered public accounting firm will be required to provide an attestation with respect to management's report on our internal controls over financial reporting as of December 31, 2009. We expect the applicability of these rules and regulations to us will continue to increase our accounting, legal, and other costs, and to make some activities more difficult, time consuming, and costly. In the event that the Company is unable to maintain or achieve compliance with SOX and any related rules, it may be adversely affected.

The Company utilizes the Federal Home Loan Bank as an additional source of liquidity. The Middlefield Banking Company and Emerald Bank are members of the Federal Home Loan Bank (FHLB) of Cincinnati, which is one of the twelve regional banks comprising the FHLB System. The FHLB provides credit for member financial institutions. As a member of the FHLB, the Company is required to own stock in the FHLB in proportion to our borrowings. As of December 31, 2008, our investment in FHLB stock totaled \$1.9 million. The Company is authorized to apply for advances from the FHLB, which are collateralized in the aggregate by loans, securities, FHLB stock, and by deposits with the FHLB. At December 31, 2008, the Company had approximately \$19.4 million in FHLB advances. FHLB advances are only available to borrowers that meet certain conditions. If the Company were to cease meeting these conditions, our access to FHLB advances could be significantly reduced or eliminated.

The 12 FHLBs obtain their funding primarily through issuance of consolidated obligations of the FHLB System. The U.S. government does not guarantee these obligations, and each of the 12 FHLBs are jointly and severally liable for repayment of each other's debt. Therefore, the Company's investment in the equity stock of the FHLB of Cincinnati could be adversely impacted by the operations of the other FHLBs. Certain FHLBs, including Cincinnati, have experienced lower earnings from time to time and paid out lower dividends to their members. If a FHLB's capital drops below 4% of its assets, restrictions on the redemption or repurchase of member banks' FHLB stock are imposed by law. Should the FHLBs be restricted from redeeming or repurchasing member banks' FHLB stock due to adverse financial conditions affecting either individual FHLBs or the FHLB System as a whole, member banks may be required to recognize an impairment charge on their FHLB equity stock investments. Future problems at the FHLBs may impact the collateral necessary to secure borrowings and limit the borrowings extended to member banks, as well

as require additional capital contributions by member banks. Should this occur, the Company's short term liquidity needs could be negatively impacted. Should the Company be restricted from using FHLB advances due to weakness in the FHLB System or with the FHLB of Cincinnati, the Company may be forced to find alternative funding sources. These alternative funding sources may include seeking lines of credit with third party banks or the Federal Reserve Bank, borrowing under repurchase agreement lines, increasing deposit rates to attract additional funds, accessing brokered deposits, or selling certain investment securities categorized as available-for-sale in order to maintain adequate levels of liquidity.

Table of Contents

Our deposit insurance premium could be substantially higher in the future which would have an adverse effect on future earnings. As a result of EESA, the basic limit on federal deposit insurance coverage was temporarily raised from \$100,000 to \$250,000 per depositor until January 1, 2010. The Middlefield Banking Company and Emerald Bank also participate in the FDIC's Transaction Account Guarantee Program. As a condition of participating in the Transaction Account Guarantee Program, the Company is assessed on a quarterly basis an annualized 10 basis point assessment on balances in noninterest-bearing transaction accounts that exceed the existing deposit insurance limit of \$250,000. The Transaction Account Guarantee Program ends on January 1, 2010.

During the year ended December 31, 2008, the Company paid \$155,000 in deposit insurance. Under the Federal Deposit Insurance Act, the FDIC, absent extraordinary circumstances, must establish and implement a plan to restore the deposit insurance reserve ratio to 1.15% of insured deposits, over a five-year period, at any time that the reserve ratio falls below 1.15%. The escalating pace of bank failures that began in 2008 has significantly increased the Deposit Insurance Fund's loss provisions, resulting in a decline in the reserve ratio to .40% as of December 31, 2008. The FDIC expects continued insured institution failures in the next few years, which likely will result in a continued decline in the reserve ratio.

On October 7, 2008, the FDIC released a five-year recapitalization plan and a proposal to raise premiums to recapitalize the fund. In order to implement the restoration plan, the FDIC proposed to change both its risk-based assessment system and its base assessment rates. Changes to the risk-based assessment system would include increasing premiums for institutions that rely on excessive amounts of brokered deposits, increasing premiums for excessive use of secured liabilities, and lowering premiums for smaller institutions with very high capital levels. On February 27, 2009, the FDIC adopted a final rule (i) modifying the risk-based assessment system and setting initial base assessment rates beginning April 1, 2009, at 12 to 45 basis points, (ii) extending the period of the restoration plan to seven years, and (iii) adopting an interim rule imposing an emergency 20 basis point special assessment on June 30, 2009, which will be collected on September 30, 2009, and allowing the FDIC to impose possible additional special assessments of up to 10 basis points thereafter to maintain public confidence in the Deposit Insurance Fund. Accordingly, increases in the deposit insurance premium assessment rate applicable to us will adversely impact our earnings.

In February 2009, the FDIC adopted an interim final rule imposing a special assessment on all insured institutions due to recent bank and savings association failures. The emergency assessment amounts to 20 basis points of insured deposits as of June 30, 2009. The assessment will be collected on September 30, 2009. The special assessment will negatively impact the Company's earnings by approximately \$800,000.

Government regulation could restrict our ability to pay cash dividends. Dividends from the banks are the only significant source of cash for the Company. Statutory and regulatory limits could prevent the banks from paying dividends or transferring funds to the Company. As of December 31, 2008, the banks could have declared dividends of approximately \$5.5 million in the aggregate to Company without having to obtain advance regulatory approval. The Company cannot assure you that the Companies' profitability will continue to allow dividends to the Company, and the Company therefore cannot assure you that the Company will be able to continue paying regular, quarterly cash dividends.

Risks Associated with the Company's Common Stock

An investment in the Company's common stock is not an insured deposit. The Corporation's common stock is not a bank deposit and, therefore, is not insured against loss by the Federal Deposit Insurance Corporation (FDIC), any other deposit insurance fund or by any other public or private entity. As a result, if you acquire the Corporation's common stock, you could lose some or all of your investment.

The Company's common stock is very thinly traded, and it is therefore susceptible to wide price swings. The Company's common stock is not traded or authorized for quotation on any exchanges, including Nasdaq. However, bid prices for Company common stock appear from time to time in the pink sheets under the symbol MBCN. The pink sheets is a quotation service for over-the-counter securities that is maintained by Pink OTC Markets Inc., a privately owned company. Thinly traded, illiquid stocks are more susceptible to significant and sudden price changes than stocks that are widely followed by the investment community and actively traded on an exchange. The liquidity of the Company's common stock depends upon the presence in the marketplace of willing buyers and sellers. The Company

cannot assure you that you will be able to find a buyer for your shares. Two regional broker/dealers facilitate trades of the company common stock, matching interested buyers and sellers. The Company currently does not intend to seek listing of the Company's common stock on Nasdaq or on another securities exchange. Even if we successfully list the Company's common stock on a securities exchange or obtain Nasdaq trading authorization, the Company nevertheless could not assure you that an organized public market for the securities will develop or that there will be any private demand for the Company's common stock. The Company could also fail subsequently to satisfy the standards for continued exchange listing, such as standards having to do with the minimum number of public shareholders or the aggregate market value of publicly held shares. A stock that is not listed on a securities exchange might not be accepted as collateral for loans. If accepted as collateral, the stock's value could nevertheless be substantially discounted. Consequently, investors should regard the Company's common stock as a long-term investment and should be prepared to bear the economic risk for an indefinite period. Investors who need or desire to dispose of all or a part of their investments in the Company's common stock might not be able to do so except by private, direct negotiations with third parties.

Table of Contents**Item 2 Properties**

The Company's offices are:

| Location | County | Owned/Leased | Other Information |
|--|---------------|---------------------|---|
| Main Office: 15985 East High Street Middlefield, Ohio | Geauga | Owned | |
| Branches: West Branch 15545 West High Street Middlefield, Ohio | Geauga | Owned | |
| Garrettsville Branch 8058 State Street Garrettsville, Ohio | Portage | Owned | |
| Mantua Branch 10519 South Main Street Mantua, Ohio | Portage | Leased | three-year lease renewed in November 2007, with option to renew for six additional consecutive three-year terms |
| Chardon Branch 348 Center Street Chardon, Ohio | Geauga | Owned | opened in September, 2001 |
| Orwell Branch 30 South Maple Avenue Orwell, Ohio | Ashtabula | Owned | opened in April, 2003 |
| Newbury Branch 11110 Kinsman Road Newbury, Ohio | Geauga | Leased | ten-year lease dated December 2006, with option to renew for four additional consecutive five-year terms |
| Cortland Branch 3450 Niles Cortland Road Cortland, Ohio | Trumbull | Owned | opened in June, 2008 |
| Emerald Bank 6215 Perimeter Drive Dublin, OH | Franklin | Leased | twenty-year lease dated February 2004, with the option to purchase after the tenth year |
| Westerville Branch (Emerald Bank) 17 North State Street Westerville, OH | Franklin | Owned | opened in November, 2008 |

At December 31, 2008 the net book value of the Company's investment in premises and equipment totaled \$8.5 million.

The Company's electronic data processing functions are performed under contract with an electronic data processing services firm that performs services for financial institutions throughout the Midwest.

Table of Contents**Item 3 Legal Proceedings**

From time to time the Company and the banks are involved in various legal proceedings that are incidental to its business. In the opinion of management, no current legal proceedings are material to the financial condition of Company or the banks, either individually or in the aggregate.

Item 4 Submission of Matters to a Vote of Security Holders

No matters were submitted to a vote of The Company's security holders during the fourth quarter of 2008.

Part II**Item 5 Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Information relating to the market for Middlefield's common equity and related shareholder matters appears under Market for the Companies' Common Equity and Related Stockholder Matters in the Companies' 2008 Annual Report to Shareholders and is incorporated herein by reference. Information relating to dividend restrictions for Registrant's common stock appears under Supervision and Regulation.

Equity Compensation Plan information

The following table provides information as of December 31, 2008 with respect to shares of common stock that may be issued under the Company's existing equity plan which has been previously approved by the stockholders.

| Plan Category | Number of Securities to be Issued Upon Exercise of Outstanding Options or Rights | Weighted-Average Exercise Price of Outstanding Options or Rights | Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column A) |
|---|--|--|---|
| Equity compensation plans approved by security holders: | | | |
| 1999 Stock Option Plan | 110,465 | 27.21 | 89,535 |

Equity compensation plans approved by security holders:

1999 Stock Option Plan 110,465 27.21 89,535

Unregistered Sales of Equity Securities and Use of Proceeds

On May 12, 2008, the Company announced the adoption of a stock repurchase program that authorizes the repurchase of up to 4.99% or approximately 76,936 shares of its outstanding common stock in the open market or in privately negotiated transactions. This program expires in May 2009.

Item 6 Selected Financial Data

The above-captioned information appears under Selected Financial Data in the Companies' 2008 Annual Report to Shareholders and is incorporated herein by reference.

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

The above-captioned information appears under the heading Management's Discussion and Analysis of Financial Condition and Results of Operations in the Companies' 2008 Annual Report to Shareholders and is incorporated herein by reference.

Item 7A Quantitative and Qualitative Disclosures About Market Risk

The above-captioned information appears under the heading Management's Discussion and Analysis of Financial Condition and Results of Operations under the section *Interest Rate Sensitivity Simulation Analysis* in the

Companies 2008 Annual Report to Shareholders and is incorporated herein by reference.

Item 8 Financial Statements and Supplementary Data

The Consolidated Financial Statements of the Company and its subsidiaries, together with the report thereon by S.R. Snodgrass, A.C. appears in the Companies 2008 Annual Report to Shareholders and are incorporated herein by reference.

Table of Contents

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

None

Item 9a(T) Controls and Procedures

(a) Disclosure Controls and Procedures

The Company's management, including the Company's principal executive officer and principal financial officer, have evaluated the effectiveness of the Company's disclosure controls and procedures, as such term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended, (the Exchange Act). Based upon their evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (the SEC) (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

(b) Internal Controls Over Financial Reporting

Management's annual report on internal control over financial reporting is incorporated herein by reference to Item 8 of the Company's audited Consolidated Financial Statements in this Annual Report on Form 10-K.

(c) Changes to Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the three months ended December 31, 2008 that have materially affected, or are reasonable likely to materially affect, the Company's internal control over financial reporting.

Item 9b Other Information

None

Part III

Item 10 Directors and Executive Officers of the Registrant

Incorporated by reference to the definitive proxy statement for the 2008 annual meeting of shareholders, which will be filed with the Securities and Exchange Commission not later than 120 days after December 31, 2008.

Item 11 Executive Compensation

Incorporated by reference to the definitive proxy statement for the 2008 annual meeting of shareholders, which will be filed with the Securities and Exchange Commission not later than 120 days after December 31, 2008.

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

Incorporated by reference to the definitive proxy statement for the 2008 annual meeting of shareholders, which will be filed with the Securities and Exchange Commission not later than 120 days after December 31, 2008. The information required by this item concerning Equity Compensation Plan information is presented under the caption "EQUITY COMPENSATION PLAN INFORMATION" contained in Part II, Item 5. "Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities".

Item 13 Certain Relationships and Related Transactions

Incorporated by reference to the definitive proxy statement for the 2008 annual meeting of shareholders, which will be filed with the Securities and Exchange Commission not later than 120 days after December 31, 2008.

Item 14 Principal Accountant Fees and Services

Incorporated by reference to the definitive proxy statement for the 2008 annual meeting of shareholders, which will be filed with the Securities and Exchange Commission not later than 120 days after December 31, 2008.

Table of Contents**Part IV****Item 15 Exhibits, Financial Statement Schedules****(a)(1) Financial Statements****Index to Consolidated Financial Statements:**

Consolidated Financial Statements as of December 31, 2008 and 2007 and for each of the three years in the period ended December 31, 2008:

Report of Independent Registered Public Accounting firm

Consolidated Balance Sheets

Consolidated Statements of Income

Consolidated Statements of Changes in Stockholders' Equity

Consolidated Statements of Cash Flows

Notes to Consolidated Financial Statements

(a)(2) Financial Statement Schedules

Financial Statement Schedules have been omitted because they are not applicable or the required information is shown elsewhere in the document in the Financial Statements or Notes thereto, or in Management's Discussion and Analysis of Financial Condition and Results of Operations.

(a)(3) Exhibits

See the list of exhibits below

(b) Exhibits Required by Item 601 of Regulation S-K

| exhibit number | description | location |
|-----------------------|--|--|
| 3.1 | Second Amended and Restated Articles of Incorporation of Middlefield Banc Corp., as amended | Incorporated by reference to Exhibit 3.1 of Middlefield Banc Corp.'s Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2005, filed on March 29, 2006 |
| 3.2 | Regulations of Middlefield Banc Corp. | Incorporated by reference to Exhibit 3.2 of Middlefield Banc Corp.'s registration statement on Form 10 filed on April 17, 2001 |
| 4.0 | Specimen stock certificate | Incorporated by reference to Exhibit 4 of Middlefield Banc Corp.'s registration statement on Form 10 filed on April 17, 2001 |
| 4.1 | Amended and Restated Trust Agreement, dated as of December 21, 2006, between Middlefield Banc Corp., as Depositor, Wilmington Trust Company, as Property trustee, Wilmington Trust Company, as Delaware Trustee, and Administrative Trustees | Incorporated by reference to Exhibit 4.1 of Middlefield Banc Corp.'s Form 8-K Current Report filed on December 27, 2006 |

| | | |
|---------|---|---|
| 4.2 | Junior Subordinated Indenture, dated as of December 21, 2006, between Middlefield Banc Corp. and Wilmington Trust Company | Incorporated by reference to Exhibit 4.2 of Middlefield Banc Corp. s Form 8-K Current Report filed on December 27, 2006 |
| 4.3 | Guarantee Agreement, dated as of December 21, 2006, between Middlefield Banc Corp. and Wilmington Trust Company | Incorporated by reference to Exhibit 4.3 of Middlefield Banc Corp. s Form 8-K Current Report filed on December 27, 2006 |
| 10.1.0* | 1999 Stock Option Plan of Middlefield Banc Corp. | Incorporated by reference to Exhibit 10.1 of Middlefield Banc Corp. s registration statement on Form 10 filed on April 17, 2001 |

Table of Contents

| exhibit number | description | location |
|-----------------------|---|--|
| 10.1.1* | 2007 Omnibus Equity Plan | Incorporated by reference to Middlefield Banc Corp. s definitive proxy statement for the 2008 Annual Meeting of Shareholders, Appendix A, filed on April 7, 2008 |
| 10.2* | Severance Agreement between Middlefield Banc Corp. and Thomas G. Caldwell, dated January 7, 2008 | Incorporated by reference to Exhibit 10.2 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008 |
| 10.3* | Severance Agreement between Middlefield Banc Corp. and James R. Heslop, II, dated January 7, 2008 | Incorporated by reference to Exhibit 10.3 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008 |
| 10.4.0* | Severance Agreement between Middlefield Banc Corp. and Jay P. Giles, dated January 7, 2008 | Incorporated by reference to Exhibit 10.4 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008 |
| 10.4.1* | Severance Agreement between Middlefield Banc Corp. and Teresa M. Hetrick, dated January 7, 2008 | Incorporated by reference to Exhibit 10.4.1 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008 |
| 10.4.2* | Severance Agreement between Middlefield Banc Corp. and Jack L. Lester, dated January 7, 2008 | Incorporated by reference to Exhibit 10.4.2 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008 |
| 10.4.3* | Severance Agreement between Middlefield Banc Corp. and Donald L. Stacy, dated January 7, 2008 | Incorporated by reference to Exhibit 10.4.3 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008 |
| 10.4.4* | Severance Agreement between Middlefield Banc Corp. and Alfred F. Thompson Jr., dated January 7, 2008 | Incorporated by reference to Exhibit 10.4.4 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008 |
| 10.5 | Federal Home Loan Bank of Cincinnati Agreement for Advances and Security Agreement dated September 14, 2000 | Incorporated by reference to Exhibit 10.4 of Middlefield Banc Corp. s registration statement on Form 10 filed on April 17, 2001 |

| | | |
|--------|---|---|
| 10.6* | Amended Director Retirement Agreement with Richard T. Coyne | Incorporated by reference to Exhibit 10.6 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008 |
| 10.7* | Amended Director Retirement Agreement with Frances H. Frank | Incorporated by reference to Exhibit 10.7 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008 |
| 10.8* | Amended Director Retirement Agreement with Thomas C. Halstead | Incorporated by reference to Exhibit 10.8 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008 |
| 10.9* | Director Retirement Agreement with George F. Hasman | Incorporated by reference to Exhibit 10.9 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2001, filed on March 28, 2002 |
| 10.10* | Director Retirement Agreement with Donald D. Hunter | Incorporated by reference to Exhibit 10.10 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2001, filed on March 28, 2002 |
| 10.11* | Director Retirement Agreement with Martin S. Paul | Incorporated by reference to Exhibit 10.11 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2001, filed on March 28, 2002 |

Table of Contents

| exhibit number | description | location |
|-----------------------|---|---|
| 10.12* | Amended Director Retirement Agreement with Donald E. Villers | Incorporated by reference to Exhibit 10.12 of Middlefield Banc Corp. s Form 8-K Current Report filed on January 9, 2008 |
| 10.13* | Executive Survivor Income Agreement (aka DBO agreement [death benefit only]) with Donald L. Stacy | Incorporated by reference to Exhibit 10.14 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2003, filed on March 30, 2004 |
| 10.14* | DBO Agreement with Jay P. Giles | Incorporated by reference to Exhibit 10.15 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2003, filed on March 30, 2004 |
| 10.15* | DBO Agreement with Alfred F. Thompson Jr. | Incorporated by reference to Exhibit 10.16 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2003, filed on March 30, 2004 |
| 10.16* | DBO Agreement with Nancy C. Snow | Incorporated by reference to Exhibit 10.17 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2003, filed on March 30, 2004 |
| 10.17* | DBO Agreement with Theresa M. Hetrick | Incorporated by reference to Exhibit 10.18 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2003, filed on March 30, 2004 |
| 10.18* | DBO Agreement with Jack L. Lester | Incorporated by reference to Exhibit 10.19 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2003, filed on |

March 30, 2004

| | | |
|--------|--|--|
| 10.19* | DBO Agreement with James R. Heslop, II | Incorporated by reference to Exhibit 10.20 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2003, filed on March 30, 2004 |
| 10.20* | DBO Agreement with Thomas G. Caldwell | Incorporated by reference to Exhibit 10.21 of Middlefield Banc Corp. s Annual Report on Form 10-K for the Year Ended December 31, 2003, filed on March 30, 2004 |
| 10.21* | Form of Indemnification Agreement with directors of Middlefield Banc Corp. and with executive officers of Middlefield Banc Corp. and The Middlefield Banking Company | Incorporated by reference to Exhibit 99.1 of Middlefield Banc Corp. s registration statement on Form 10, Amendment No. 1, filed on June 14, 2001 |
| 10.22* | Annual Incentive Plan Summary | Incorporated by reference to the summary description of the annual incentive plan included as Exhibit 10.22 of Middlefield Banc Corp. s Form 8-K Current Report filed on December 16, 2005 |
| 10.23* | Amended Executive Deferred Compensation Agreement with Thomas G. Caldwell | Incorporated by reference to Exhibit 10.23 of Middlefield Banc Corp. s Form 8-K Current Report filed on May 9, 2008 |
| 10.24* | Amended Executive Deferred Compensation Agreement with James R. Heslop, II | Incorporated by reference to Exhibit 10.24 of Middlefield Banc Corp. s Form 8-K Current Report filed on May 9, 2008 |

Table of Contents

| exhibit number | description | location |
|---------------------------|---|---|
| 10.25* | Amended Executive Deferred Compensation Agreement with Donald L. Stacy | Incorporated by reference to Exhibit 10.25 of Middlefield Banc Corp. s Form 8-K Current Report filed on May 9, 2008 |
| 13 | Portions of the Annual Report for the year ended December 31, 2008 | Incorporated by reference into this Form 10-K |
| 20 | Management s Annual Report on Internal Control Over Financial Reporting | filed herewith |
| 21 | Subsidiaries of Middlefield Banc Corp. | filed herewith |
| 23 | Consent of S.R. Snodgrass, A.C., independent auditors of Middlefield Banc Corp. | filed herewith |
| 31.1 | Rule 13a-14(a) certification of Chief Executive Officer | filed herewith |
| 31.2 | Rule 13a-14(a) certification of Chief Financial Officer | filed herewith |
| 32 | Rule 13a-14(b) certification | filed herewith |
| * | management contract or compensatory plan or arrangement | |

Table of Contents

Signatures

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

Middlefield Banc Corp.

By: /s/ Thomas G. Caldwell
Thomas G. Caldwell
President and Chief Executive Officer
March 20, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ Thomas G. Caldwell March 20, 2009

Thomas G. Caldwell
President, Chief Executive Officer, and Director

/s/ Donald L. Stacy March 20, 2009

Donald L. Stacy, Treasurer and Chief Financial
Officer
(Principal accounting and financial officer)

/s/ Richard T. Coyne March 20, 2009

Richard T. Coyne, Chairman of the Board

/s/ Frances H. Frank March 20, 2009

Frances H. Frank, Director

/s/ James R. Heslop, II March 20, 2009

James R. Heslop, II, Executive Vice President,
Chief Operating Officer, and Director

/s/ Kenneth E. Jones March 20, 2009

Kenneth E. Jones, Director

/s/ James McCaskey March 20, 2009

James McCaskey, Director

/s/ Carolyn Turk March 20, 2009

Carolyn Turk, Director

/s/ William J. Skidmore

March 20, 2009

William J. Skidmore, Director

/s/ Donald E. Villers

March 20, 2009

Donald E. Villers, Director

Table of Contents

2008 Annual Report

Table of Contents

Middlefield Banc Corp.

Table of Contents

| | |
|--|----|
| Statistical Summary | 2 |
| Decade of Progress | 4 |
| Letter to Our Shareholders | 8 |
| Letter from the Chairman | 10 |
| Middlefield Banc Corp. Board of Directors | 11 |
| Emerald Bank Directors, Officers & Staff | 14 |
| Emerald Bank Branch Locations | 15 |
| The Middlefield Banking Company Staff | 16 |
| The Middlefield Banking Company Officers | 17 |
| The Middlefield Banking Company Branch Locations | 18 |
| Financials | 21 |

2008 Annual Report

Table of Contents

Middlefield Banc Corp. 2

Table of Contents

2008 Annual Report 3

Table of Contents

| | 1999 | 2000 | 2001 |
|---|----------------|----------------|----------------|
| Interest Income | \$ 11,448,619 | \$ 12,770,170 | \$ 13,706,569 |
| Interest Expense | 5,048,276 | 5,909,884 | 6,747,922 |
| Net Interest Income | 6,400,343 | 6,860,286 | 6,958,647 |
| Provision for Loan Loss | 296,000 | 275,000 | 170,000 |
| Net Interest Income After Provision for Loan Losses | 6,104,343 | 6,585,286 | 6,788,647 |
| Noninterest Income, Including Security Gains/Losses | 804,358 | 982,663 | 1,194,193 |
| Noninterest Expense | 4,254,374 | 4,408,617 | 4,741,374 |
| Income Before Income Taxes | 2,654,327 | 3,159,332 | 3,241,466 |
| Income Taxes | 735,318 | 992,661 | 970,859 |
| Net Income | \$ 1,919,009 | \$ 2,166,671 | \$ 2,270,607 |
| Total Assets | \$ 165,512,453 | \$ 176,488,813 | \$ 197,857,964 |
| Deposits | 135,094,459 | 147,166,046 | 167,382,728 |
| Equity Capital | 17,689,055 | 18,243,362 | 19,786,807 |
| Loans Outstanding, Net | 119,471,741 | 133,266,893 | 150,766,103 |
| Allowance For Loan Losses | 1,756,137 | 2,037,322 | 2,062,252 |
| Net Charge Offs (Recoveries) | 78,589 | (6,185) | 145,070 |
| Full Time Employees (Average Equivalent) | 61 | 57 | 64 |
| Number of Offices | 4 | 4 | 5 |
| Earnings Per Share | \$ 1.25 | \$ 1.50 | \$ 1.54 |
| Dividends Per Share | 0.38 | 0.40 | 0.52 |
| Book Value Per Share | 12.13 | 12.96 | 13.93 |
| Dividends Pay-out Ratio | 29.82% | 27.47% | 34.00% |
| Cash Dividends Paid | \$ 572,343 | \$ 595,255 | \$ 772,068 |
| Return on Average Assets | 1.21% | 1.31% | 1.22% |
| Return on Average Equity | 11.17% | 12.83% | 11.89% |

Middlefield Banc Corp. 4

Table of Contents

| 2002 | 2003 | 2004 | 2005 | 2006 | 2007 | 2008 |
|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
| \$ 14,119,963 | \$ 14,647,163 | \$ 15,732,536 | \$ 17,378,504 | \$ 19,494,550 | \$ 24,871,934 | \$ 26,037,813 |
| 6,148,086 | 5,724,907 | 5,768,898 | 6,654,614 | 8,567,442 | 13,530,919 | 14,058,084 |
| 7,971,877 | 8,922,256 | 9,963,638 | 10,723,890 | 10,927,108 | 11,341,015 | 11,979,729 |
| 300,000 | 315,000 | 174,000 | 302,000 | 60,000 | 429,391 | 608,000 |
| 7,671,877 | 8,607,256 | 9,789,638 | 10,421,890 | 10,867,108 | 10,911,624 | 11,371,729 |
| 1,143,217 | 1,428,144 | 1,779,231 | 2,119,237 | 2,427,455 | 2,632,592 | 2,226,506 |
| 5,206,339 | 6,105,450 | 6,965,706 | 7,424,640 | 7,938,373 | 9,372,650 | 10,596,353 |
| 3,608,755 | 3,929,950 | 4,603,163 | 5,116,487 | 5,356,190 | 4,171,566 | 3,001,882 |
| 1,107,806 | 1,131,330 | 1,330,000 | 1,415,156 | 1,471,943 | 796,223 | 387,003 |
| \$ 2,500,949 | \$ 2,798,620 | \$ 3,273,163 | \$ 3,701,331 | \$ 3,884,247 | \$ 3,375,343 | \$ 2,614,879 |
| \$ 226,245,533 | \$ 262,369,448 | \$ 291,213,986 | \$ 311,214,191 | \$ 340,603,704 | \$ 434,273,056 | \$ 467,846,935 |
| 187,384,494 | 219,839,910 | 239,885,451 | 249,449,640 | 271,050,193 | 362,918,000 | 394,819,602 |
| 21,746,408 | 23,504,314 | 24,822,024 | 27,289,365 | 30,463,934 | 34,961,384 | 35,059,248 |
| 172,642,646 | 190,358,883 | 213,029,852 | 231,213,699 | 246,341,647 | 306,146,646 | 318,018,530 |
| 2,300,485 | 2,521,270 | 2,623,431 | 2,841,098 | 2,848,887 | 3,299,276 | 3,556,763 |
| 61,767 | 94,215 | 71,839 | 84,333 | 52,211 | 415,065 | 350,513 |
| 66 | 72 | 73 | 75 | 80 | 91 | 101 |
| 5 | 6 | 6 | 6 | 8 | 9 | 10 |
| \$ 1.68 | \$ 1.89 | \$ 2.18 | \$ 2.50 | \$ 2.60 | \$ 2.17 | \$ 1.72 |
| 0.58 | 0.65 | 0.72 | 0.80 | 0.87 | 0.94 | 1.03 |
| 15.35 | 16.49 | 17.67 | 19.25 | 20.30 | 22.56 | 22.83 |
| 34.30% | 34.37% | 32.72% | 31.69% | 33.43% | 43.07% | 60.25% |
| \$ 857,751 | \$ 961,901 | \$ 1,070,833 | \$ 1,173,044 | \$ 1,298,567 | \$ 1,453,707 | \$ 1,575,482 |
| 1.17% | 1.13% | 1.17% | 1.23% | 1.22% | 0.85% | 0.58% |
| 12.08% | 12.39% | 13.36% | 14.43% | 13.59% | 10.06% | 7.91% |

NOTES: (1) The above per share amounts have been restated to reflect a two for one stock split effected in 2000 and 5% stock dividends paid in 2002, 2003, 2004, 2005, 2006 and 2007.

2008 Annual Report 5

Table of Contents

Middlefield Banc Corp. 6

Table of Contents

2008 Annual Report 7

Table of Contents

Thomas G. Caldwell *President and Chief Executive Officer*

To our Shareholders and Friends

Safe. Solid. Sound.

Perhaps in our lifetime, those three words have never carried such significant meaning. They do, however, fully convey the status of our company and its two affiliate banks. With a global economic crisis serving as a backdrop, I am pleased to report that during 2008 we achieved strong profitability and consistent asset growth, while maintaining a solid capital base.

Net income for the year 2008 was \$2.6 million. While representing a decline from the prior year's earnings, it also reflects on the ability of your company to navigate through turbulent economic times that have found many larger financial service companies reporting record losses. Our diluted earnings per share were \$1.69. This provided us the ability to add to our capital, while paying an increased cash dividend of \$1.03 per share.

In our letter to you last year, we discussed the broader economic turmoil that was experienced in 2007. The year 2008, as we all now know, proved to be even a far more challenging year for the directors and management teams of Middlefield Banc Corp., The Middlefield Banking Company (Middlefield) and Emerald Bank (Emerald). We have taken, and will continue to take, strategic actions that will continue to position our company as a bastion of strength and stability in a battered industry.

Beginning in 2008, the U.S. Treasury's Troubled Asset Relief Program/Capital Purchase Program facilitated the flow of taxpayer dollars from Washington to many of the large financial institutions in the form of capital injections. The stated goal of these programs is to provide financial strength to the industry and to encourage lending.

While this goal may be noble in nature, we have determined to not be participants in these programs. Your company and its banks maintain capital positions in excess of regulatory well-capitalized standards. Furthermore, we are open for lending and have never hesitated in working to provide necessary funding to those within our communities. It is the basis of what we do day-in and day-out. The same may be said for the great majority of our peers within the industry.

We are pleased to report that total assets at the end of 2008 stood at \$467.9 million, representing growth of 7.7% from the total reported at the end of 2007. While this level of growth is slightly below what we have experienced in recent years, it is reflective of market conditions during the past year. Pricing on both deposits and loans became somewhat irrational as several of our large competitors struggled to maintain liquidity and to achieve positive earnings. While there remains some questionable pricing within the industry, we have seen the same diminish as some of the large institutions have been forced into consolidation and others have fallen under more strict regulatory oversight.

Middlefield Banc Corp. 8

Table of Contents

Also during 2008, our service base expanded with the opening of the Cortland office of Middlefield in June and the purchase of an existing branch by Emerald in November, located in Westerville. Both of these offices will have a short-term negative impact on earnings. However, we do view both markets as presenting strong growth opportunities and fitting for our focus on community-based one-on-one banking.

Deposit levels ended 2008 at \$394.8 million, an increase of \$31.9 million over the prior year-end. While the greater portion of that growth came within higher costing certificates of deposit, lower rate products also saw moderate levels of increase. Our net loans outstanding finished 2008 at \$318.0 million. Although not reaching the levels that we desired, this balance does represent an increase during the year of \$11.9 million. We continue to seek good lending opportunities within our communities and are appreciative of your willingness to direct the same to us.

Earnings were impacted by higher costs in both salaries and occupancy associated with expansion of our branch networks. Similarly, our data processing costs increased, indicative of the larger customer base being served and the broader array of products and services offered. Our provision for loan losses for the year was \$608,000. This figure is driven by increased loan delinquency, a direct result of the economic climate within which we operate. Finally, the uncertainty in the economy is exhibited in wide swings in pricing for investment securities. This led to our recording an other-than-temporary impairment charge on two mortgage backed securities held at Middlefield in the amount of \$376,000. We do expect that the final loss, if any, will be considerably less than that amount.

As we have continued our transition of Emerald Bank to a full service commercial bank, it was our pleasure to welcome James L. Long as President and Chief Executive Officer of that affiliate. Jim brings more than thirty years of sound financial services experience, having spent the majority of his career in the central Ohio markets. Glenn E. Aidt, Emerald's founding President, continues to provide valuable insights, serving as Vice Chairman of Emerald's board of directors.

Middlefield Banc Corp. board member Donald E. Villers will be retiring at the 2009 Annual Meeting of Shareholders. Don first joined Middlefield in 1987 and has contributed to our growth by shaping our focus on those most key to our success — our local communities. We wish to thank Mr. Villers for his dedicated service and leadership. We wish him well in his future endeavors.

As we look toward 2009 and the potential of an economic recovery in 2010, please be comfortable in the knowledge that we are managing the company for long-term success. Our company and our banks are well-capitalized and our balance sheet remains strong. We will continue to face the challenges based in economic activity, credit quality, and real estate values, but our efforts remain focused, being guided by active management with a disciplined, sound approach.

We are appreciative of the confidence that you continue to have in our ability to provide a safe investment and a sound return. Our optimism for the future is grounded in our belief in private ownership of financial service companies and our commitment to provide only the finest in community-based financial services. It is these guiding principles that keep Middlefield Banc Corp. safe, solid, and sound.

Sincerely,

Thomas G. Caldwell

President and Chief Executive Officer

2008 Annual Report 9

Table of Contents

Richard T. Coyne *Chairman, Board of Directors*

Chairman's Report to the Shareholders

In two thousand and eight our traditional banking policies successfully helped us through a turbulent year. Middlefield Banc Corp. was able to grow its assets, deposits and net loans.

The communities of Cortland and Westerville have enthusiastically welcomed our new branches. We expect these new branches to grow and prosper.

We are proud of our officers and employees who continue the work of making our community bank a positive experience for all our customers.

Our focus will remain on improving our products and services and in providing a good return to our shareholders.

Thank you for your support of Middlefield Banc Corp.

Very truly yours,

Richard T. Coyne

Chairman, Board of Directors

Middlefield Banc Corp. 10

Table of Contents

Board of Directors

Richard T. Coyne 1997
*Chairman, Board of Directors,
Middlefield Banc Corp.
The Middlefield Banking Company*
Retired: Jaco Products and Capital
Plastics

Donald E. Villers 1987
Retired: Copperweld Steel

Frances H. Frank 1995
Secretary/Treasurer
The Frank Agency, Inc.

Thomas G. Caldwell 1997
*President and Chief Executive
Officer
Middlefield Banc Corp.
The Middlefield Banking Company*

James R. Heslop, II 2001
*Executive Vice President/
Chief Operating Officer
Middlefield Banc Corp.
The Middlefield Banking Company*

James J. McCaskey 2004
President
McCaskey Landscape and Design,
LLC

Carolyn J. Turk, C.P.A. 2004
Chief Financial Officer/Treasurer
Molded Fiber Glass Companies

William J. Skidmore 2007
Northeast Ohio Senior District
Manager
Waste Management of Ohio, Inc.

Kenneth E. Jones 2008
President
Chesapeake Financial Advisors

Robert W. Toth* 2008
Retired: Gold Key Processing, Ltd

* denotes The
Middlefield
Banking
Company
Director only

Table of Contents

Middlefield Banc Corp. 12

Table of Contents

2008 Annual Report 13

Table of Contents

Board of Directors

Kenneth E. Jones 2004

Chairman, Board of Directors, Emerald Bank

President

Chesapeake Financial Advisors

Glenn E. Aidt 2004

Vice Chairman, Board of Directors, Emerald Bank

George J. Kontogiannis, AIA 2004

Chief Executive Officer

The Kontogiannis Companies

Joseph C. Zanetos 2004

President

Anthony-Thomas Candy Co.

Clayton W. Rose, III, C.P.A. 2006

Shareholder

Rea & Associates, Inc.

Thomas G. Caldwell 2007

President and Chief Executive Officer

Middlefield Banc Corp.

The Middlefield Banking Company

Richard T. Coyne 2007

Chairman, Board of Directors, Middlefield Banc Corp.

The Middlefield Banking Company

Retired: Jaco Products and Capital Plastics

James L. Long 2008

President and Chief Executive Officer

Emerald Bank

Officers

James L. Long 2008

President and Chief Executive Officer

Glenn E. Aidt 2004

Vice Chairman

Donald L. Stacy 2007

Chief Financial Officer and Treasurer

Eric A. Forrest 2008

Assistant Vice President

Commercial Banking

Charles T. Woodson 2008

Banking Officer

Westerville Branch Manager

Staff

Dublin Office:

Barbara Howard 2004 *Accounting Clerk*

Valorie Thorpe 2004 *Branch Supervisor*

Georgia Wilkerson 2004 *Loan Processor*

Elaine Gaub 2005 *Customer Services*

Lisa Stokes 2006 *Customer Services*

Westerville Branch:

Rebekah Bolton 2008 *Customer Services*
Tracy Needham 2008 *Customer Services*
Nathan Reynolds 2008 *Customer Services*

Middlefield Banc Corp. 14

Table of Contents

Dublin Branch *Drive up ATM*

6215 Perimeter Drive,

Dublin, OH 43017

614.793.4631 fax: 614.793.8922

Westerville Branch *Drive up ATM*

17 North State Street,

Westerville, OH 43081

614.890.7832 fax: 614.890.4633

2008 Annual Report 15

Table of Contents

Staff

Main Office:

Kevin Mitchell 2007 *Branch Manager*
Louise Fenselon 1984 *Head Teller*
Bonnie Steele 1985 *Customer Services*
Diana Koller 1998 *Teller*
Amanda Cummings 2006 *Teller*
Jenna Janssen 2006 *Teller**
Jeanette Meardith 2006 *Receptionist*
Kristina Stephens 2006 *Customer Services*
Darlene Beaver 2007 *Teller*
Linda Chandler 2007 *Teller*
Katie Wolfert 2007 *Teller**
Brenda Bowden 2008 *Teller*

West Branch:

Patti Haendel 1982 *Customer Services*
Rachel Lilly 1985 *Head Teller*
Rachel Reese 2005 *Teller**
Amy Kothera 2006 *Teller*
Jodi Fisher 2008 *Teller*
Linda Hammel 2008 *Teller*
Brandon Mihalisin 2008 *Teller**
Bethany Pentek 2008 *Teller*
Becky Starcher 2008 *Teller**

Garrettsville Branch:

Gretchen Cram 2008 *Branch Manager*
Vickie Moss 1998 *Teller*
Colleen Steele 1998 *Teller*
Nicole Meszaros 2005 *Teller*
Dawn Semich 2005 *Customer Services*
LynnRae Derthick 2006 *Teller*
Leah McPhail 2006 *Teller**

Mantua Branch:

Joan Sweet 2002 *Branch Manager*
Rebecca Reinard 2002 *Head Teller*
Jodie Lawless 2004 *Teller*
Jamie Alexander 2007 *Teller**

Chardon Branch:

Amanda DiMeolo 2001 *Customer Services*
Gretchen Mihalic 2001 *Teller**
Kim Koynock 2005 *Teller**
Beverly Palinsky 2005 *Teller**
Dorothy Brown 2006 *Head Teller*

Orwell Branch:

Jennifer Gabrielson 1997 *Branch Manager*
Jessica Slusher 2006 *Teller**
Lisa Swango 2006 *Customer Services*
Michelle Scott 2007 *Teller*
Melissa Gay 2008 *Teller**
Heather Rokosky 2008 *Teller**

Newbury Branch:

Kathryn Shanholtzer 2007 *Branch Manager*
Diane Thomas 2006 *Teller**
Susan Grosik 2008 *Teller*
Helen Milburn 2008 *Customer Services*

Cortland Branch:

Tiffany Stewart 2005 *Teller*
Onita Kocka 2008 *Teller**
Sherry Krok 2008 *Customer Services*
Donna Marcello 2008 *Teller**

Loan Department:

Helen Stowe 1985 *Loan Administrative Assistant*
Jane Armstrong 1998 *Lender*
Vivian Helmick 1998 *Loan Administrative Assistant*
Carolyn Fackler 2001 *Loan Administrative Assistant*
Sarah Brook 2004 *Loan Administrative Assistant*
Jamie Peck 2003 *Loan Collection Manager*
Sue Trumbull 2005 *Loan Receptionist*
Joan Limpert 2006 *Loan Administrative Assistant*
Brian Martinko 2006 *Lender*

Operations:

Karen Westover 1983 *Bookkeeper*
Pamela Malcuit 1989 *Bookkeeper*
Donna Williams 1990 *Bookkeeper*
Lauren Harth 1995 *Audit Assistant**
Tara Morgan 1997 *Proof Operator*
Bonnie Hofstetter 1998 *Courier**
Lisa Sanborn 2000 *Bookkeeper*
Melody Askey 2005 *Compliance Assistant*
Marcia Dzikowski 2008 *Float Teller*
David Harth 2008 *Facility Maintenance*
Linda Moore 2008 *Float Teller*
Carrie Reiter 2008 *Courier**

Financial Services:

Thomas Hart 2004 *Financial Consultant*

* *denotes part
time*

Middlefield Banc Corp. 16

Table of Contents

Officers

Thomas G. Caldwell 1986
President and Chief Executive Officer

James R. Heslop, II 1996
Executive Vice President
Chief Operating Officer

Teresa M. Hetrick 1996
Senior Vice President
Operations/Administration

Jay P. Giles 1998
Senior Vice President
Senior Lender

Donald L. Stacy 1999
Senior Vice President
Chief Financial Officer

Dennis E. Linville 2006
Senior Vice President
Area Executive

Kathleen M. Johnson 1971
Vice President
Chief Accounting Officer

Joann Vance 1986
Vice President
Human Resource Administrator

Christine A. Polzer 1989
Vice President
Network Administrator

Jack L. Lester 1990
Vice President
Compliance and Security Officer

Alfred F. Thompson, Jr. 1996
Vice President
Loan Administration

Sharon R. Jarold 2001
Vice President/Lending

Thomas Munson 2003
Vice President/Lending

Karen Branham 1983
Assistant Vice President
Bookkeeping Manager

Gail Neikirk 1983
Assistant Vice President
Executive Secretary

Thomas R. Neikirk 1994
Assistant Vice President
West Branch Manager

Marlin J. Moschell 2000
Assistant Vice President
Orwell Lending Officer

Timothy McCreary 2004
Assistant Vice President
Chardon Branch Manager
Matthew Bellin 2006
Assistant Vice President
Commercial Lender
Kathy Vanek 1998
Banking Officer
Cortland Branch Manager

Table of Contents

Main Office *Walk up ATM*

15985 East High Street, P.O. Box 35
Middlefield, Ohio 44062
888.801.1666 440.632.1666 fax: 440.632.1700

Chardon Branch *Drive up ATM*

348 Center Street, P.O. Box 1078
Chardon, Ohio 44024
888.801.1666 440.286.1222 fax: 440.286.1111

Garrettsville Branch *Drive up ATM*

8058 State Street
Garrettsville, Ohio 44231
888.801.2121 330.527.2121 fax: 330.527.4210
Middlefield Banc Corp. 18

Newbury Branch *Drive up ATM*

11110 Kinsman Road, Suite 1, P.O. Box 208
Newbury, Ohio 44065
888.801.1666 440.564.7000 fax: 440.564.7004

Table of Contents

Middlefield West Branch *Drive up ATM*

15545 West High Street, P.O. Box 35
Middlefield, Ohio 44062
888.801.1666 440.632.1666 fax: 440.632.9781

Orwell Branch *Drive up ATM*

30 South Maple Street, P.O. Box 66
Orwell, Ohio 44076
888.801.1666 440.437.7200 fax: 440.437.1111

Mantua Branch *Walk up ATM*

10519 Main Street, P.O. Box 648
Mantua, Ohio 44255
877.274.0881 330.274.0881 fax: 330.274.0883

Cortland Branch *Drive up ATM*

3450 Niles-Cortland Road, P.O. Box 636
Cortland, Ohio 44410
888.801.1666 330.637.3208 fax: 330.637.3207
2008 Annual Report 19

Table of Contents

Middlefield Banc Corp. 20

Table of Contents

| | |
|--|-----------------------|
| Consolidated Financial Statements | 22 |
| Notes to Consolidated Financial Statements | 26 |
| Management's Discussion and Analysis | 54 |
| Shareholder Information | 70 |
| | 2008 Annual Report 21 |

Table of Contents

| | December 31, | |
|---|-----------------------|-----------------------|
| Consolidated Balance Sheet | 2008 | 2007 |
| ASSETS | | |
| Cash and due from banks | \$ 9,795,248 | \$ 9,072,972 |
| Federal funds sold | 7,548,000 | 8,631,963 |
| Interest-bearing deposits in other institutions | 112,215 | 110,387 |
| Cash and cash equivalents | 17,455,463 | 17,815,322 |
| Investment securities available for sale | 104,270,366 | 85,967,764 |
| Loans | 321,575,293 | 309,445,922 |
| Less allowance for loan losses | 3,556,763 | 3,299,276 |
| Net loans | 318,018,530 | 306,146,646 |
| Premises and equipment | 8,448,915 | 7,044,685 |
| Goodwill | 4,558,687 | 4,371,206 |
| Bank-owned life insurance | 7,440,687 | 7,153,381 |
| Accrued interest and other assets | 7,654,287 | 5,774,052 |
| TOTAL ASSETS | \$ 467,846,935 | \$ 434,273,056 |
| LIABILITIES | | |
| Deposits: | | |
| Noninterest-bearing demand | \$ 42,357,154 | \$ 41,348,219 |
| Interest-bearing demand | 26,404,660 | 19,566,035 |
| Money market | 27,845,438 | 22,684,041 |
| Savings | 68,968,844 | 76,895,857 |
| Time | 229,243,506 | 202,423,848 |
| Total deposits | 394,819,602 | 362,918,000 |
| Short-term borrowings | 1,886,253 | 1,510,607 |
| Other borrowings | 33,903,019 | 32,395,319 |
| Accrued interest and other liabilities | 2,178,813 | 2,487,746 |
| TOTAL LIABILITIES | \$ 432,787,687 | \$ 399,311,672 |
| STOCKHOLDERS EQUITY | | |
| Common stock, no par value; 10,000,000 shares authorized, 1,725,381 and 1,701,546 shares issued | 27,301,403 | 26,650,123 |
| Retained earnings | 14,786,353 | 13,746,956 |
| Accumulated other comprehensive loss | (294,901) | (52,969) |
| Treasury stock, at cost; 189,530 shares in 2008 and 151,745 shares in 2007 | (6,733,607) | (5,382,726) |

| | | |
|--|-----------------------|-----------------------|
| TOTAL STOCKHOLDERS EQUITY | 35,059,248 | 34,961,384 |
| TOTAL LIABILITIES AND STOCKHOLDERS EQUITY | \$ 467,846,935 | \$ 434,273,056 |

See accompanying notes to consolidated financial statements.
Middlefield Banc Corp. 22

Table of Contents

| Consolidated Statement of Income | Year Ended December 31, | | |
|--|--------------------------------|-------------------|-------------------|
| | 2008 | 2007 | 2006 |
| INTEREST AND DIVIDEND INCOME | | | |
| Interest and fees on loans | \$ 21,426,372 | \$ 21,063,258 | \$ 17,092,516 |
| Interest-bearing deposits in other institutions | 12,468 | 155,550 | 20,175 |
| Federal funds sold | 135,104 | 498,040 | 117,115 |
| Investment securities: | | | |
| Taxable | 2,538,237 | 1,265,673 | 1,143,375 |
| Tax-exempt | 1,810,319 | 1,773,292 | 1,038,318 |
| Other dividend income | 115,313 | 116,121 | 83,051 |
| TOTAL INTEREST AND DIVIDEND INCOME | 26,037,813 | 24,871,934 | 19,494,550 |
| INTEREST EXPENSE | | | |
| Deposits | 12,352,211 | 11,633,010 | 7,157,226 |
| Short-term borrowings | 46,084 | 92,720 | 167,475 |
| Other borrowings | 1,120,491 | 1,269,910 | 1,226,877 |
| Junior subordinated debt | 539,298 | 535,279 | 15,864 |
| TOTAL INTEREST EXPENSE | 14,058,084 | 13,530,919 | 8,567,442 |
| NET INTEREST INCOME | 11,979,729 | 11,341,015 | 10,927,108 |
| Provision for loan losses | 608,000 | 429,391 | 60,000 |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES | 11,371,729 | 10,911,624 | 10,867,108 |
| NONINTEREST INCOME | | | |
| Service charges on deposit accounts | 1,888,059 | 1,954,992 | 1,800,173 |
| Investment securities gains (losses), net | (344,049) | 7,942 | (5,868) |
| Earnings on bank-owned life insurance | 287,305 | 280,638 | 239,761 |
| Other income | 395,191 | 389,020 | 393,389 |
| TOTAL NONINTEREST INCOME | 2,226,506 | 2,632,592 | 2,427,455 |
| NONINTEREST EXPENSE | | | |
| Salaries and employee benefits | 4,911,671 | 4,458,075 | 3,675,120 |
| Occupancy | 885,904 | 745,935 | 507,250 |
| Equipment | 539,040 | 525,250 | 440,878 |
| Data processing costs | 803,230 | 699,185 | 634,707 |
| Professional fees | 586,873 | 422,991 | 333,932 |

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| | | | |
|----------------------------------|---------------------|---------------------|---------------------|
| Ohio state franchise tax | 468,000 | 424,873 | 360,000 |
| Advertising | 372,988 | 316,112 | 331,644 |
| Postage and freight | 243,765 | 208,554 | 189,629 |
| Other expense | 1,784,882 | 1,571,675 | 1,465,213 |
| TOTAL NONINTEREST EXPENSE | 10,596,353 | 9,372,650 | 7,938,373 |
| Income before income taxes | 3,001,882 | 4,171,566 | 5,356,190 |
| Income taxes | 387,003 | 796,223 | 1,471,943 |
| NET INCOME | \$ 2,614,879 | \$ 3,375,343 | \$ 3,884,247 |
| EARNINGS PER SHARE | | | |
| Basic | \$ 1.72 | \$ 2.17 | \$ 2.61 |
| Diluted | 1.69 | 2.14 | 2.57 |

See accompanying notes to consolidated financial statements.

2008 Annual Report 23

Table of Contents

**Accumulated
Other &nb**