

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan CITIZENS REPUBLIC BANCORP 401(K) PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">002</td> </tr> <tr> <td colspan="2">1c Effective date of plan 01/01/1989</td> </tr> </table>	1b Three-digit plan number (PN) ▶	002	1c Effective date of plan 01/01/1989	
1b Three-digit plan number (PN) ▶	002				
1c Effective date of plan 01/01/1989					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) CITIZENS REPUBLIC BANCORP, INC. 328 S SAGINAW ST FLINT, MI 48502-1923	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 38-2378932</td> </tr> <tr> <td>2c Sponsor's telephone number 810-257-2382</td> </tr> <tr> <td>2d Business code (see instructions) 522110</td> </tr> </table>	2b Employer Identification Number (EIN) 38-2378932	2c Sponsor's telephone number 810-257-2382	2d Business code (see instructions) 522110	
2b Employer Identification Number (EIN) 38-2378932					
2c Sponsor's telephone number 810-257-2382					
2d Business code (see instructions) 522110					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	07/18/2013 Date	JOANN TOKARCZYK Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	07/18/2013 Date	JOANN TOKARCZYK Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address CITIZENS REPUBLIC BANCORP, INC. 328 S SAGINAW ST FLINT, MI 48502-1923		3b Administrator's EIN 38-2378932
		3c Administrator's telephone number 810-257-2382
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 2650
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	2449
b Retired or separated participants receiving benefits.....	6b	4
c Other retired or separated participants entitled to future benefits.....	6c	505
d Subtotal. Add lines 6a , 6b , and 6c	6d	2958
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	2958
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	2550
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	163
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2O 2T 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan CITIZENS REPUBLIC BANCORP 401(K) PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 CITIZENS REPUBLIC BANCORP, INC.		
D Employer Identification Number (EIN) 38-2378932		

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	040196	2958	01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	15425708
5 Current value of plan's interest under this contract in separate accounts at year end	5	19222897

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GUARANTEED GENERAL ACCT CONTRACT**

b Balance at the end of the previous year	7b	13098893
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c Additions: (1) Contributions deposited during the year	7c(1)	1277694	
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	393878	
(4) Transferred from separate account	7c(4)	393848	
(5) Other (specify below)	7c(5)	3018176	

▶ **LOAN REPAYMENTS TRANSFERS IN MISCELLANEOUS IN**

(6) Total additions	7c(6)	5083596
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d Total of balance and additions (add lines 7b and 7c(6))	7d	18182489
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1531610	
(2) Administration charge made by carrier	7e(2)	730	
(3) Transferred to separate account	7e(3)	117554	
(4) Other (specify below)	7e(4)	1106887	

▶ **LOAN INITIATIONS TRANSFERS OUT, FORF DEBITS MISCELLANEOUS OUT**

(5) Total deductions	7e(5)	2756781
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	15425708
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	
Specify nature of costs ▶		

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>CITIZENS REPUBLIC BANCORP 401(K) PLAN</u>	B Three-digit plan number (PN) <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CITIZENS REPUBLIC BANCORP, INC.</u>	D Employer Identification Number (EIN) <u>38-2378932</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

NORTHSTAR FINANCIAL PARTNERS, INC.

38-3575240

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 27	NONE	29376	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

ERNST & YOUNG LLP

34-6565596

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	11000	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 50	NONE	10628	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

ROSENBERGER LAW GROUP PLLC

20-5231529

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	8082	Yes ☐ No ☒	Yes ☐ No ☐	0	Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>CITIZENS REPUBLIC BANCORP 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CITIZENS REPUBLIC BANCORP, INC.</u>	D Employer Identification Number (EIN) <u>38-2378932</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SMALL CAP VAL/KENNEDY FD</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INSURANCE</u>		
c EIN-PN <u>06-1050034-257</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6002040</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE EQUITY INCOME</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INSURANCE</u>		
c EIN-PN <u>06-1050034-265</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>13220857</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>CITIZENS REPUBLIC BANCORP 401(K) PLAN</u>		B Three-digit plan number (PN) <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CITIZENS REPUBLIC BANCORP, INC.</u>		D Employer Identification Number (EIN) <u>38-2378932</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a	52	0
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	2464905	2770227
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)	16485871	19222897
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	67103153	77143798
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	13098893	15425708
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	5580441	7937841
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	104733315	122500471

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	104733315	122500471
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1728432	
(B) Participants	2a(1)(B)	6754545	
(C) Others (including rollovers)	2a(1)(C)	670559	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		9153536
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	115264	
(F) Other	2b(1)(F)	393878	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		509142
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1152468	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1152468
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	2310878	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	2676046	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-365168
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	3877233	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		3877233

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		2968078
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		8581471
c Other income.....	2c		77948
d Total income. Add all income amounts in column (b) and enter total.....	2d		25954708

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8061877	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		8061877
f Corrective distributions (see instructions)	2f		61002
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	64673	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		64673
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		8187552

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		17767156
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ERNST & YOUNG, LLP

(2) EIN: 34-6565596

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>CITIZENS REPUBLIC BANCORP 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CITIZENS REPUBLIC BANCORP, INC.</u>	D Employer Identification Number (EIN) <u>38-2378932</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>22-1211670</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Report of Independent Auditors

The Board of Directors of
FirstMerit Corporation

We have audited the accompanying financial statements of the Citizens Republic Bancorp 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012, in conformity with U.S. generally accepted accounting principles.

Supplemental Schedule

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2012, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Ernst & Young LLP

July 12, 2013

AUDITED FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

Citizens Republic Bancorp 401(k) Plan
As of December 31, 2012 and 2011
and for the Year Ended December 31, 2012
With Report of Independent Auditors

Ernst & Young LLP



Citizens Republic Bancorp 401(k) Plan

Audited Financial Statements and
Supplemental Schedule

As of December 31, 2012 and 2011 and for the
Year Ended December 31, 2012

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Report of Independent Auditors

The Board of Directors of
FirstMerit Corporation

We have audited the accompanying financial statements of the Citizens Republic Bancorp 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012, in conformity with U.S. generally accepted accounting principles.

Supplemental Schedule

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2012, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Ernst & Young LLP

July 12, 2013

Citizens Republic Bancorp 401(k) Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2012	2011
Assets		
Investments at fair value:		
Mutual funds	\$ 77,143,798	\$ 67,103,153
Pooled separate accounts	19,222,897	16,485,871
Guaranteed Income Fund	15,425,708	13,098,893
Citizens Republic Bancorp, Inc. common stock	7,937,841	5,580,441
Total investments	<u>119,730,244</u>	<u>102,268,358</u>
Receivables:		
Loans to participants	<u>2,770,227</u>	<u>2,464,957</u>
Net assets available for benefits	<u><u>\$122,500,471</u></u>	<u><u>\$104,733,315</u></u>

See accompanying notes.

Citizens Republic Bancorp 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2012

Additions

Participant contributions	\$ 7,425,104
Employer contributions	1,728,432
Total contributions	<u>9,153,536</u>

Investment income:

Net realized and unrealized appreciation in fair value of investments (Note 4)	15,061,614
Dividend income	1,152,468
Interest income	<u>509,142</u>
Total investment income	<u>16,723,224</u>

Other income	77,948
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Total additions	25,954,708
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Deductions

Benefits paid to participants	8,122,879
Administrative expenses	<u>64,673</u>
Total deductions	<u>8,187,552</u>

Net increase	17,767,156
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Net assets available for benefits at:

Beginning of year	<u>104,733,315</u>
End of year	<u><u>\$ 122,500,471</u></u>

See accompanying notes.

Citizens Republic Bancorp 401(k) Plan
Notes to Financial Statements

1. Subsequent Event

All subsequent events have been evaluated through July 12, 2013, the date the financial statements were issued. On April 12, 2013, FirstMerit Corporation ("FirstMerit") completed its previously announced merger with Citizens Republic Bancorp ("Citizens" or "Corporation") pursuant to the Agreement and Plan of Merger, dated September 12, 2012 by and between FirstMerit and Citizens. Under the terms of the Agreement, on April 12, 2013 holders of Citizens common stock received 1.37 shares of FirstMerit common stock in exchange for each share of Citizens common stock.

As a result of the Merger, Citizens' separate corporate existence ceased and FirstMerit continued as the surviving corporation. Citizens requested that Nasdaq file a notification of removal from listing on Form 25 with the Securities and Exchange Commission to delist shares of Citizens common stock under Section 12(b) of the Securities Exchange Act of 1934, as amended. Accordingly, trading of Citizens common stock on Nasdaq was suspended prior to the commencement of trading on April 15, 2013.

The Plan is currently being amended to have FirstMerit as the Trustee and Plan Sponsor.

2. Description of the Plan

The following description of the Citizens Republic Bancorp 401(k) Plan ("Plan") provides only general information. Participants should refer to the Summary Plan Description and the Plan document for a more complete description of the Plan's provisions. The Plan is a defined contribution plan which includes a salary deferral feature under Section 401(k) of the Internal Revenue Code of 1986 ("Code") and covers substantially all employees of Citizens, and its subsidiary, Citizens Bank. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Eligibility

Employees are eligible to participate in the Plan unless they are within a group considered excluded. Excluded groups include: temporary, co-operative, and seasonal employees who complete less than 1,000 hours of service in an eligibility computation period.

Contributions

In 2012, participants were able to contribute up to 50% of their annual compensation not to exceed the annual Internal Revenue Service ("IRS") dollar limitation of \$17,000. Certain participants were also able to contribute additional amounts of up to \$5,500, the annual IRS dollar limit on catch-up contributions during 2012. Newly hired eligible employees, with an entry date of July 1, 2010 or thereafter, who do not affirmatively enroll or decline enrollment by their entry date are automatically enrolled in the Plan at an annual deferral rate of 3%. The annual deferral rate prior to July 1, 2010 was 2%. Auto escalation of deferrals was added as an opt-out feature effective January 1, 2012. Deferrals will be escalated in May of each year at 1% per year up to a maximum of 8% unless opted-out. Automatic escalation does not apply to Highly Compensated Employees and those auto-enrolled during the year.

Citizens Republic Bancorp 401(k) Plan Notes to Financial Statements

Compensation includes all wages except stock compensation, non-qualified moving expenses and other travel allowances, severance payments, third-party sick pay, adoption benefits, tuition, deferred compensation, reward and recognition, bonuses paid but not earned in the course of employment (i.e. signing bonus or retention bonus), and other post-employment payments such as retirement and/or supplemental retirement benefits for purposes of elective deferrals.

On November 28, 2011 the Plan was amended to reinstate employer matching contributions. The employer matching contributions were previously suspended as of July 16, 2009 at which time they were safe harbor contributions that followed a prescribed formula. Effective for elective deferrals made by participants with respect to compensation paid beginning January 1, 2012, the formula for the employer contributions is discretionary. The discretionary match formula is equal to 50% on the first 2% and 25% on the next 6% of salary deferred (total of 2.5%). The match does not apply to catch up contributions.

The Plan provides that each eligible participant may receive a discretionary annual non-elective employer contribution to his or her Plan account after the end of the year, provided the participant has been credited with a minimum of 1,000 hours of service within the year and is employed by the Corporation at the end of the year. These two requirements are waived for the plan year of a participant's retirement, death or disability. No discretionary annual non-elective contribution was made in 2012.

Participants direct their elective contributions into various investment options offered by the Plan and can change their investment options on a daily basis. If a participant is automatically enrolled, their contributions are invested in accordance with the default investment alternatives established under the Plan until the participant changes their election. The Company's contributions are allocated in the same manner as that of the participant's elective contributions.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Corporation's matching contributions and an allocation of plan earnings. Plan earnings are allocated based on the participant's share of net earnings or losses of their respective elected investment options.

Vesting

Participants are immediately vested in their own pre-tax contributions. Any employer match contributions made prior to the suspension in 2009 are immediately vested. Effective January 1, 2012, discretionary employer match contributions are vested after the participant has completed three years of service; one year of service being defined as completion of at least 1,000 hours of service in a plan year measured from the date of hire. Any discretionary employer contributions are also vested after the participant has completed three years of service as defined above. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Citizens Republic Bancorp 401(k) Plan
Notes to Financial Statements

Participants direct the investment of their accounts, inclusive of the employer contribution balance, among the investments offered by the Plan.

Forfeitures

Forfeitures can be used to offset any employer contributions or plan expenses. In October 2011, the balance of the forfeiture account was distributed on a pro rata basis to all eligible participants. For the plan year ended December 31, 2012, the amount of forfeitures was immaterial.

Participant Loans

Participants may borrow from their account a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of the participant's vested account balance. Loan terms range from one to five years or up to 15 years for the purchase of a primary residence. A loan is secured by the balance in the participant's account and bears interest equal to the prime rate at the loan origination date plus 1%. Only one loan may be outstanding against a participant's account at any time. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

Upon termination of employment, death, disability, or retirement, a participant has the option to receive, defer, or roll over to an IRA or other eligible plan a single lump-sum amount equal to the vested balance of their account. Effective July 1, 2010, the Plan was amended to allow a participant, at any time after separation from service, or a beneficiary upon a participant's death, to elect distribution of all or any part of the participant account.

Administrative Expenses

The majority of the administrative expenses are paid by the Plan, with the remainder being paid by the Corporation. Participants pay the applicable fees associated with their investments, loans, distributions, withdrawals, and stock transactions.

Plan Termination

Although the Corporation has not expressed any intent to do so, the Corporation has the right under the Plan to terminate the Plan subject to the provisions of the Code and ERISA. In the event of Plan termination, all participants will be 100% vested in their accounts. The value of each participant's account will be determined as of the effective date of the termination and distributed as provided by the Plan.

3. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles ("GAAP").

Citizens Republic Bancorp 401(k) Plan
Notes to Financial Statements

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

Loans to Participants

Loans to participants are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded for loans to participants. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 5 for further discussion and disclosures related to fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation includes the Plan's gains or losses on investments bought and sold as well as held during the year.

New Accounting Pronouncements

The Financial Accounting Standards Board ("FASB") Accounting Standards Codification (the "Codification" or "ASC")

Accounting Standard Update ("ASU")

FASB ASU 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs

FASB Accounting Standards Update (ASU) 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. This amendment was issued as a result of an effort to develop common fair value measurement and disclosure requirements in U.S. GAAP and International Financial Reporting Standards ("IFRSs"). While ASU 2011-04 is largely consistent with existing fair value measurement principles under U.S. GAAP, it expands the disclosure requirements for fair

Citizens Republic Bancorp 401(k) Plan
Notes to Financial Statements

value measurements and clarifies the existing guidance or wording changes to align with IRFS No. 13. The adoption of this guidance resulted in increased disclosures only and had no impact on the financial statements of the Plan. The newly required disclosures are incorporated into Note 5 (Fair Value Measurements).

4. Investments

The fair value of investments that represent 5% or more of the Plan's net assets are as follows:

	December 31,	
	2012	2011
American Funds EuroPacific Growth Fund	\$11,668,656	\$ 9,793,924
Citizens Republic Bancorp. Inc. common stock	7,937,841	5,580,441
Mainstay Large Cap Val	17,778,846	16,593,786
Pimco Total Return Fund	12,016,482	10,574,496
Vanguard Intermediate Term Bond	7,106,949	5,787,353
Vanguard Mid Cap Institutional	6,194,185	5,589,865
Prudential Small Cap Val/Kennedy Fund	---	5,274,033
T. Rowe Price Eq Inc Strat	13,220,857	11,211,838
Prudential Guaranteed Income Fund	15,425,708	13,098,893

* Did not represent 5% or more of Plan's net assets as of the respective year end

During 2012, the Plan's investments (including gains and losses on investments bought, sold, and held during the year) appreciated / (depreciated) in fair value as follows:

	Net Realized and Unrealized (Depreciation) Appreciation of Fair Value of Investments
Mutual funds	\$ 8,581,471
Pooled separate accounts	2,968,078
Citizens Republic Bancorp, Inc. common stock	3,512,065
	\$ 15,061,614

Citizens Republic Bancorp 401(k) Plan
Notes to Financial Statements

5. Fair Value Measurements

The Plan groups assets which are recorded at fair value into three levels, based on the markets in which the assets are traded and the reliability of the assumptions used to determine fair value. An asset's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement (with Level 1 considered highest and Level 3 considered lowest). A brief description of each level follows:

Level 1 — Fair value is based upon quoted prices for identical instruments in active markets.

Level 2 — Fair value is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 — Fair value is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates that market participants would use in pricing the asset or liability. Valuation techniques include use of discounted cash flow models and similar techniques.

All financial instruments of the Plan are recorded at fair value on a recurring basis. During 2012, there were no transfers of financial instruments between the respective levels. The methods and assumptions used to estimate the fair value for each asset group are set forth below.

Trading restrictions apply to mutual funds and pooled separate accounts. Participants are restricted from the frequent trading of shares in an investment option, which is defined as: (1) one or more participant-directed trades within the same investment option; (2) within a rolling 30-day period; and (3) each trade is greater than \$25,000. Such activity may result in the Plan Administrator imposing penalties or additional trade restrictions on the participant.

Common Stock

Common stock represents the stock of Citizens Republic Bancorp, Inc., the Plan Sponsor, which was traded on an active market under the ticker symbol "CRBC". On April 12, 2013, holders of Citizens common stock received 1.37 shares of FirstMerit common stock in exchange for each share of Citizens common stock. FirstMerit is traded under the ticker symbol "FMER". See Note 1 to the financial statements for more information.

Mutual Funds

Mutual funds are valued at the Net Asset Value ("NAV") of shares held by the Plan as reported on active markets.

Citizens Republic Bancorp 401(k) Plan
Notes to Financial Statements

Pooled Separate Accounts

Pooled separate accounts are valued at the NAV of units held by the Plan as reported by the investment manager of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of units outstanding. The NAV unit price of the pooled separate accounts is not quoted on any market; however the unit price is based on the underlying investments which are traded in an active market and are priced by independent providers. Citizens has evaluated the valuation methodologies used to develop the fair values in order to determine whether such valuations are representative of an exit price in Citizens' principal markets. Further, Citizens has developed an internal, independent price verification function that performs testing on valuations received from third parties. There are no significant restrictions on the redemption of investments in the pooled separate accounts.

Guaranteed Income Fund

The Guaranteed Income Fund ("GIF") is supported by a group annuity insurance contract issued by Prudential Retirement Insurance and Annuity Company ("PRIAC"). The GIF is a declared rate product, (i.e. it is credited with a rate of interest that is fixed and declared in advance). The GIF has no maturity date and is secured only by Prudential's general account. The Plan owns a promise to pay interest at crediting rates that are announced in advance and guaranteed for a specified period of time. There are not any specific securities in the general account that back the liabilities of this fund.

The GIF is recorded at contract value and, based on the nature of the fund, generally approximates fair value. Contract value represents contributions, earnings at guaranteed crediting rates, less withdrawals and fees. The average yield earned by the Plan and the participants for the year ended December 31, 2012 and 2011 was 2.55% and 3.14%, respectively.

Interest is credited on contract balances using a single "portfolio rate" approach. Under this methodology, a single interest crediting rate is applied to all contributions made to the product regardless of the timing of those contributions. Interest crediting rates are reviewed by Prudential on a semi-annual basis for resetting. When establishing interest crediting rates for this product, Prudential considers many factors, including current economic and market conditions, the general interest rate environment and both the expected and actual experience of a reference portfolio within the general account. These rates are established without the use of a specific formula. The minimum crediting rate is 1.50%.

Citizens Republic Bancorp 401(k) Plan
Notes to Financial Statements

The following tables present the balances of assets that were measured at fair value on a recurring basis as of December 31, 2012 and 2011:

	December 31, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Equity securities				
Large-cap	\$ 25,771,484	\$ ---	\$ ---	\$ 25,771,484
Mid-cap	8,779,969	---	---	8,779,969
Small-cap	6,759,697	---	---	6,759,697
International equity	15,884,407	---	---	15,884,407
Specialty real estate	824,810	---	---	824,810
Fixed income securities				
Intermediate term fixed ⁽¹⁾	19,123,431	---	---	19,123,431
Pooled separate accounts:				
Equity securities				
Large-cap	---	13,220,857	---	13,220,857
Small-cap	---	6,002,040	---	6,002,040
International equity	---	---	---	---
Fixed income securities				
Intermediate term fixed ⁽¹⁾	---	---	---	---
Guaranteed Income Fund			15,425,708	15,425,708
Citizens Republic Bancorp, Inc. common stock	7,937,841	---	---	7,937,841
Total Investments	<u>\$ 85,081,639</u>	<u>\$ 19,222,897</u>	<u>\$ 15,425,708</u>	<u>\$ 119,730,244</u>

⁽¹⁾ This category represents investment grade bonds of U.S. issuers from diverse industries.

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Equity securities				
Large-cap	\$ 23,303,512	\$ ---	\$ ---	\$ 23,303,512
Mid-cap	7,585,768	---	---	7,585,768
Small-cap	5,973,901	---	---	5,973,901
International equity	13,312,074	---	---	13,312,074
Specialty real estate	566,049	---	---	566,049
Fixed income securities				
Intermediate term fixed ⁽¹⁾	16,361,849	---	---	16,361,849
Pooled separate accounts:				
Equity securities				
Large-cap	---	11,211,838	---	11,211,838
Small-cap	---	5,274,033	---	5,274,033
Guaranteed Income Fund			13,098,893	13,098,893
Citizens Republic Bancorp, Inc. common stock	5,580,441	---	---	5,580,441
Total Investments	<u>\$ 72,683,594</u>	<u>\$ 16,485,871</u>	<u>\$ 13,098,893</u>	<u>\$ 102,268,358</u>

⁽¹⁾ This category represents investment grade bonds of U.S. issuers from diverse industries.

Citizens Republic Bancorp 401(k) Plan
Notes to Financial Statements

The following table presents the reconciliation of Level 3 assets held by the Plan:

	Balance at December 31, 2011	Transfers In	Purchases	Sales	Balance at December 31, 2012
Other Investments					
Guaranteed Income Fund	\$13,098,893	\$ ---	\$ 3,988,297	\$ (1,661,482)	\$ 15,425,708
Total	\$13,098,893	\$ ---	\$ 3,988,297	\$ (1,661,482)	\$ 15,425,708

The following table represents quantitative information about Level 3 fair value measurements.

	Fair Value at December 31, 2012	Valuation Technique	Unobservable Input	Range (Weighted Average)
Guaranteed Income Fund	15,425,708	Contract Value	(1)	None (1)

(1) Contract value approximates fair value as there is no fair value adjustment upon discontinuance and there are no specific securities in the general account that back the liabilities of the annuity contract.

6. Income Tax Status

The underlying non-standardized prototype plan has received an opinion letter from the IRS dated March 31, 2008 stating that the form of the Plan is qualified under Section 401 of the Code, and therefore, the related trust is tax exempt. In accordance with Revenue Procedures 2012-6 and 2011-49, the Plan Sponsor has determined that it is eligible to, and has chosen to; rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax exempt.

GAAP requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax position taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2009.

Citizens Republic Bancorp 401(k) Plan
Notes to Financial Statements

7. Related Party Transactions

As previously noted, the Plan invests in the common stock of Citizens, which was merged with FirstMerit on April 12, 2013. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA. During 2012, the Plan did not receive common stock dividends from the Corporation, as none were declared or paid. The administrative expenses paid by the Corporation on behalf of the Plan are party-in-interest transactions. See Note 1 to the financial statements for more information related Citizens merger with FirstMerit.

8. Risks and Uncertainties

The Plan investments include mutual funds, a GIF, pooled separate accounts, and equity securities. The Plan generates a significant portion of its earnings from investments in domestic and international mutual funds. Investment securities are exposed to various risks such as interest rate, market, and credit risks. GIF's meet the definition of benefit-responsive and are carried at book value. If an event were to occur such that the realization of a GIF's full value is no longer probable (for example, a significant decline in credit worthiness of the issuer or wrapper provider), the GIF would no longer be considered benefit-responsive and would be carried at fair value. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities could occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Supplemental Schedule

Citizens Republic Bancorp 401(k) Plan

EIN #38-2378932 Plan #002

**Schedule H, Line 4i – Schedule of Assets
(Held at End of Year)**

December 31, 2012				
Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value	
Mutual funds:				
American Funds EuroPacific Growth Fund	283,082 Units/Shares	**	\$	11,668,656
Baron Small Cap	213,884 Units/Shares	**		5,608,030
DFA Emerging Markets Core Equity	73,556 Units/Shares	**		1,500,537
DFA International Core Equity	254,711 Units/Shares	**		2,715,214
DFA Real Estate Securities	31,314 Units/Shares	**		824,810
DFA US Core Equity	343,001 Units/Shares	**		4,236,067
Goldman Sachs Mid Cap Institutional	27,299 Units/Shares	**		1,072,583
Mainstay Large Cap Val	2,250,487 Units/Shares	**		17,778,846
PIMCO Total Return Fund	1,069,082 Units/Shares	**		12,016,482
T. Rowe Price Mid-Cap Growth Fund	27,354 Units/Shares	**		1,513,201
Vanguard Institutional Index	28,782 Units/Shares	**		3,756,571
Vanguard Intermediate Term Bond	594,226 Units/Shares	**		7,106,949
Vanguard Mid Cap Institutional	275,053 Units/Shares	**		6,194,185
Vanguard Small Cap Index	29,728 Units/Shares	**		1,151,667
Total Mutual Funds				77,143,798
Pooled separate accounts:				
Prudential Small Cap Val/Kennedy Fund	271,539 Units/Shares	**		6,002,040
T. Rowe Price Eq Inc Strat	317,813 Units/Shares	**		13,220,857
Total Pooled separate accounts				19,222,897
Other investment:				
Prudential Guaranteed Income Fund	511,089 Units/Shares	**		15,425,708
Total Other investment				15,425,708
Common stock:				
*Citizens Republic Bancorp, Inc.	418,442 Units/Shares	**		7,937,841
Total common stock				7,937,841
*Loans to participants				
	Interest rate range: 4.25% - 9.50%; with various dates			2,770,227
Net assets available for benefits				\$122,500,471

*Party-in-interest

**Historical cost information is not required for participant-directed investments.

Ernst & Young LLP

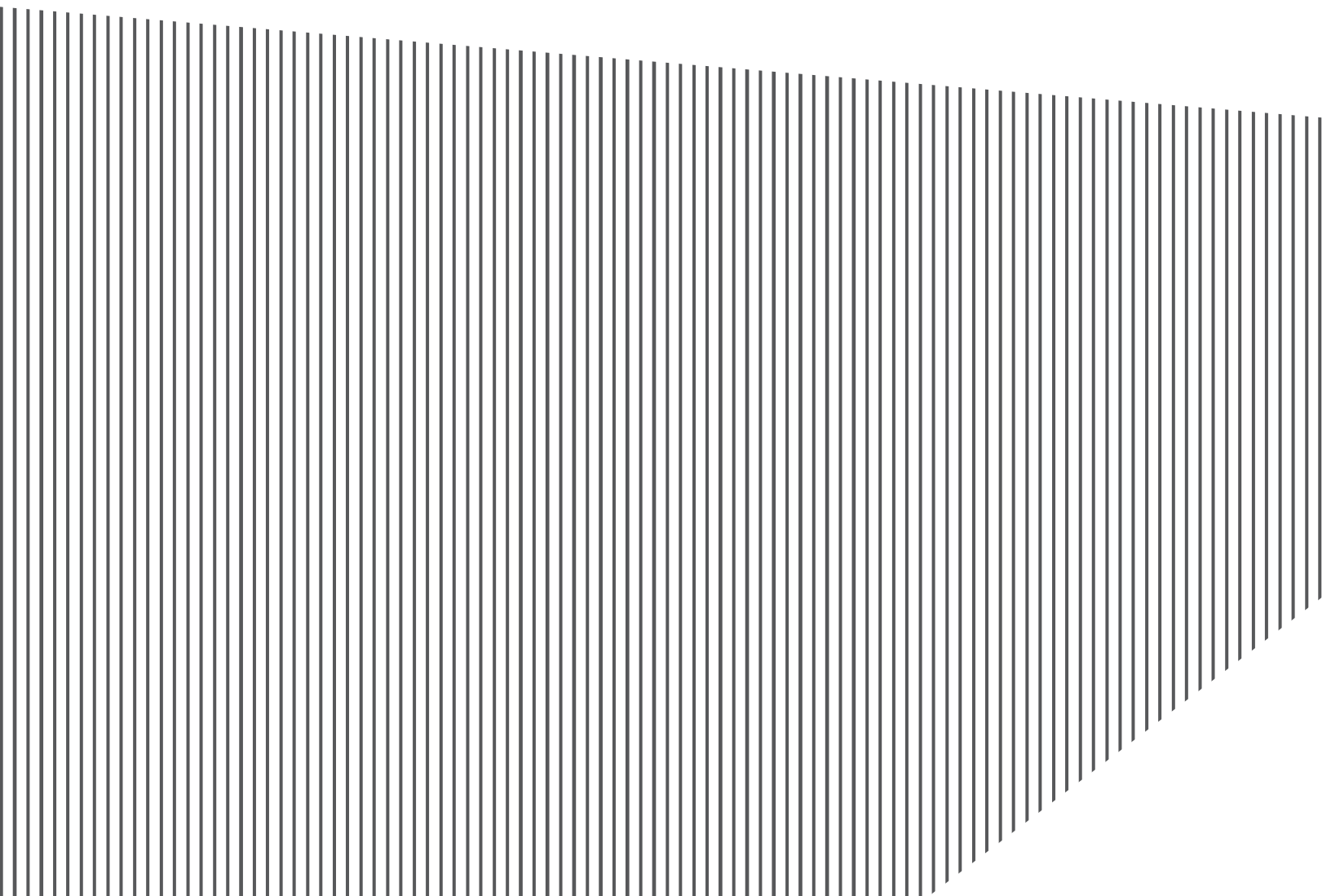
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Citizens Republic Bancorp 401(k) Plan

EIN #38-2378932 Plan #002

**Schedule H, Line 4i – Schedule of Assets
(Held at End of Year)**

December 31, 2012				
Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value	
Mutual funds:				
American Funds EuroPacific Growth Fund	283,082 Units/Shares	**	\$	11,668,656
Baron Small Cap	213,884 Units/Shares	**		5,608,030
DFA Emerging Markets Core Equity	73,556 Units/Shares	**		1,500,537
DFA International Core Equity	254,711 Units/Shares	**		2,715,214
DFA Real Estate Securities	31,314 Units/Shares	**		824,810
DFA US Core Equity	343,001 Units/Shares	**		4,236,067
Goldman Sachs Mid Cap Institutional	27,299 Units/Shares	**		1,072,583
Mainstay Large Cap Val	2,250,487 Units/Shares	**		17,778,846
PIMCO Total Return Fund	1,069,082 Units/Shares	**		12,016,482
T. Rowe Price Mid-Cap Growth Fund	27,354 Units/Shares	**		1,513,201
Vanguard Institutional Index	28,782 Units/Shares	**		3,756,571
Vanguard Intermediate Term Bond	594,226 Units/Shares	**		7,106,949
Vanguard Mid Cap Institutional	275,053 Units/Shares	**		6,194,185
Vanguard Small Cap Index	29,728 Units/Shares	**		1,151,667
Total Mutual Funds				77,143,798
Pooled separate accounts:				
Prudential Small Cap Val/Kennedy Fund	271,539 Units/Shares	**		6,002,040
T. Rowe Price Eq Inc Strat	317,813 Units/Shares	**		13,220,857
Total Pooled separate accounts				19,222,897
Other investment:				
Prudential Guaranteed Income Fund	511,089 Units/Shares	**		15,425,708
Total Other investment				15,425,708
Common stock:				
*Citizens Republic Bancorp, Inc.	418,442 Units/Shares	**		7,937,841
Total common stock				7,937,841
*Loans to participants				
	Interest rate range: 4.25% - 9.50%; with various dates			2,770,227
Net assets available for benefits				\$122,500,471

*Party-in-interest

**Historical cost information is not required for participant-directed investments.