

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 AMENDED AND RESTATED CASH BALANCE PENSION PLAN FOR EMPLOYEES	<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;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 01/01/1988</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 01/01/1988	
1b Three-digit plan number (PN) ▶	001				
1c Effective date of plan 01/01/1988					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) CITIZENS REPUBLIC BANCORP 328 S SAGINAW STREET 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.	09/03/2013	JOANN TOKARCZYK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/03/2013	JOANN TOKARCZYK
	Signature of employer/plan sponsor	Date	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 328 S SAGINAW STREET 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 2699
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	881
b Retired or separated participants receiving benefits.....	6b	645
c Other retired or separated participants entitled to future benefits.....	6c	1115
d Subtotal. Add lines 6a , 6b , and 6c	6d	2641
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	61
f Total. Add lines 6d and 6e	6f	2702
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	
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: 1C 1G 1I		
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 <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>CITIZENS REPUBLIC BANCORP AMENDED AND RESTATED CASH BALANCE PENSION PLAN FOR EMPLOYEES</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CITIZENS REPUBLIC BANCORP</u>	D Employer Identification Number (EIN) <u>38-2378932</u>	

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
<u>06-1050034</u>	<u>93629</u>	<u>017289</u>	<u>2702</u>	<u>01/01/2012</u>	<u>12/31/2012</u>

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
<u>0</u>	<u>0</u>

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	
5 Current value of plan's interest under this contract in separate accounts at year end	5	65418738

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 ▶

b Balance at the end of the previous year	7b	
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
▶		
(6) Total additions	7c(6)	
d Total of balance and additions (add lines 7b and 7c(6))	7d	
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier	7e(2)	
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions	7e(5)	
f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	

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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	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

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>CITIZENS REPUBLIC BANCORP AMENDED AND RESTATED CASH BALANCE PENSION PLAN FOR EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>CITIZENS REPUBLIC BANCORP</u>	D Employer Identification Number (EIN) <u>38-2378932</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information																								
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>																								
2	Assets: <table><tr><td>a Market value</td><td>2a</td><td><u>62218943</u></td></tr><tr><td>b Actuarial value</td><td>2b</td><td><u>63782859</u></td></tr></table>	a Market value	2a	<u>62218943</u>	b Actuarial value	2b	<u>63782859</u>																		
a Market value	2a	<u>62218943</u>																							
b Actuarial value	2b	<u>63782859</u>																							
3	Funding target/participant count breakdown: <table><tr><td></td><td>(1) Number of participants</td><td>(2) Funding Target</td></tr><tr><td>a For retired participants and beneficiaries receiving payment.....</td><td>3a</td><td><u>704</u> <u>29102828</u></td></tr><tr><td>b For terminated vested participants.....</td><td>3b</td><td><u>1114</u> <u>22889568</u></td></tr><tr><td>c For active participants:</td><td></td><td></td></tr><tr><td> (1) Non-vested benefits.....</td><td>3c(1)</td><td><u>0</u></td></tr><tr><td> (2) Vested benefits.....</td><td>3c(2)</td><td><u>21474764</u></td></tr><tr><td> (3) Total active</td><td>3c(3)</td><td><u>881</u> <u>21474764</u></td></tr><tr><td>d Total</td><td>3d</td><td><u>2699</u> <u>73467160</u></td></tr></table>		(1) Number of participants	(2) Funding Target	a For retired participants and beneficiaries receiving payment.....	3a	<u>704</u> <u>29102828</u>	b For terminated vested participants.....	3b	<u>1114</u> <u>22889568</u>	c For active participants:			(1) Non-vested benefits.....	3c(1)	<u>0</u>	(2) Vested benefits.....	3c(2)	<u>21474764</u>	(3) Total active	3c(3)	<u>881</u> <u>21474764</u>	d Total	3d	<u>2699</u> <u>73467160</u>
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(2) Vested benefits.....	3c(2)	<u>21474764</u>																							
(3) Total active	3c(3)	<u>881</u> <u>21474764</u>																							
d Total	3d	<u>2699</u> <u>73467160</u>																							
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐ <table><tr><td>a Funding target disregarding prescribed at-risk assumptions</td><td>4a</td><td></td></tr><tr><td>b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor</td><td>4b</td><td></td></tr></table>	a Funding target disregarding prescribed at-risk assumptions	4a		b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b																			
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b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b																								
5	Effective interest rate	5	<u>5.29 %</u>																						
6	Target normal cost.....	6	<u>300000</u>																						

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>05/31/2013</u> Date
Signature of actuary <u>THOMAS J VANHOLLEBEKE</u> Type or print name of actuary	<u>11-05274</u> Most recent enrollment number
Firm name <u>TOWERS WATSON DELAWARE INC.</u> <u>28411 NORTHWESTERN HWY, SUITE 500</u> <u>SOUTHFIELD, MI 48034</u> Address of the firm	<u>248-936-7700</u> Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	2012969	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	2012969	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>0.01</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		2161416
	b Interest on (a) using prior year's effective interest rate of <u>5.85</u> % except as otherwise provided (see instructions)		8885
	c Total available at beginning of current plan year to add to prefunding balance		2170301
	d Portion of (c) to be added to prefunding balance		2170301
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	2170301

Part III Funding Percentages			
14	Funding target attainment percentage	14	83.86 %
15	Adjusted funding target attainment percentage	15	83.86 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	80.00 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/14/2013	30000				
03/27/2013	1300000				
Totals ▶			18(b)	1330000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1248014
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0		0
		0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 1.98%	2nd segment: 5.07%	3rd segment: 6.19 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	300000	
b Excess assets, if applicable, but not greater than line 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	11854602	2142826	
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	2442826	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	2170301	2170301
36 Additional cash requirement (line 34 minus line 35)	36	272525	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	1248014	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	975489	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	975489	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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 CITIZENS REPUBLIC BANCORP AMENDED AND RESTATED CASH BALANCE PENSION PLAN FOR EMPLOYEES	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 CITIZENS REPUBLIC BANCORP	D Employer Identification Number (EIN) 38-2378932

Part I	Service Provider Information (see instructions)
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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 RET INS & ANNUITY CO
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06-1050034

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

(b) Enter name and EIN or address of person who provided you disclosures 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

(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)

TOWERS WATSON

23-1159360

(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?
11	NONE	49981	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NORTHSTAR FINANCIAL PARTNERS

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	NONE	16415	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ERNST AND YOUNG

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	10000	Yes ☐ No ☒	Yes ☐ No ☐		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)

(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 ☐

(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
(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
(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
(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
(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
(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 CITIZENS REPUBLIC BANCORP AMENDED AND RESTATED CASH BALANCE PENSION PLAN FOR EMPLOYEES	B Three-digit plan number (PN) ►	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 CITIZENS REPUBLIC BANCORP	D Employer Identification Number (EIN) 38-2378932	

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>CORE BOND ENHANCED INDEX/PIM</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS</u>				
c EIN-PN <u>06-1050034-036</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) 11016773		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CORE PLUS BOND/REAMS FUND</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS</u>				
c EIN-PN <u>06-1050034-040</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) 11238602		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>DRYDEN S & P 500 INDEX</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS</u>				
c EIN-PN <u>06-1050034-123</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) 2595244		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>INTERNATIONAL GROWTH/ARTISAN</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS</u>				
c EIN-PN <u>06-1050034-259</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) 2071273		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T ROWE PRICE GROWTH STK STGY</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS</u>				
c EIN-PN <u>06-1050034-435</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) 7735311		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>INTL BLD/PICTET ASSET MGMT</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS</u>				
c EIN-PN <u>06-1050034-534</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) 6329969		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T ROWE PRICE EQTY INC STGY</u>				
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS</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) 7975277		

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO SMALL CAP GROWTH STGY**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS

c EIN-PN 06-1050034-293	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3409730
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a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/INTEGRITY**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS

c EIN-PN 06-1050034-441	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2085347
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a Name of MTIA, CCT, PSA, or 103-12 IE: MID GROWTH/WESTFIELD CAPITAL**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS

c EIN-PN 06-1050034-560	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2699705
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRUDENTIAL SHORT-TERM**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS

c EIN-PN 06-1050034-041	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2718408
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE/KENNEDY CAPIT**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS

c EIN-PN 06-1050034-257	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3436706
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a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON FOREIGN STRATEGY**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS

c EIN-PN 06-1050034-080	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2106393
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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)
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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)
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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)
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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)
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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
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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 CITIZENS REPUBLIC BANCORP AMENDED AND RESTATED CASH BALANCE PENSION PLAN FOR EMPLOYEES	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 CITIZENS REPUBLIC BANCORP	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		
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)		
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)	59571822	65418738
	(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)		
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(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	59571822	65418738

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	59571822	65418738
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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)	2728075	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2728075
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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(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)		8166698
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		10894773

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4773342	
(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)		4773342
f Corrective distributions (see instructions)	2f		
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)	274515	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		274515
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		5047857

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		5846916
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		1500000
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.)			
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.			

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.	
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 AMENDED AND RESTATED CASH BALANCE PENSION PLAN FOR EMPLOYEES</u>				B Three-digit plan number (PN) ▶	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CITIZENS REPUBLIC BANCORP</u>				D Employer Identification Number (EIN) <u>38-2378932</u>	
Part I Distributions					
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	<u>72</u>
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					
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					
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.					
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					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2012 v. 120126	

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: 60% Investment-Grade Debt: 36% High-Yield Debt: 2% Real Estate: 0% Other: 2%

- 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 Amended and Restated Cash Balance Pension Plan for Employees, 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 financial status of the Plan at December 31, 2012 and 2011, and the changes in its financial status for the year ended December 31, 2012, in conformity with U.S. generally accepted accounting principles.

Supplemental Schedules

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2012, and reportable transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are 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 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

August 29, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Citizens Republic Bancorp
EIN/PN	38-2378932 / 001
Plan Name	Citizens Republic Bancorp Amended and Restated Cash Balance Pension Plan for Employees
Valuation Date	January 1, 2012
Enrolled Actuary	Thomas J. VanHollebeke
Enrollment Number	11-05274

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Plan Name:	Citizens Republic Bancorp Amended and Restated Cash Balance Pension Plan for Employees
EIN / PN:	38-2378932 / 001
Plan Sponsor:	Citizens Republic Bancorp
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2012

See Schedule SB, Part V – Statement of Actuarial Assumptions/Methods for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Plan Name: Citizens Republic Bancorp Amended and Restated Cash Balance Pension Plan for Employees
EIN / PN: 38-2378932 / 001
Plan Sponsor: Citizens Republic Bancorp
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Interest rate basis:

Applicable month	January
Yield curve basis	3-Segment Rates

Interest rates:

First segment rate	1.98%
Second segment rate	5.07%
Third segment rate	6.19%
Effective interest rate	5.29%

Assumed cost of living adjustments

None.

Inclusion date

The valuation date coincident with or next following the date on which the employee becomes a participant.

Plan-related expenses

The amount included this year for plan-related expenses is \$300,000.

Interest credit assumption

Cash balance accounts are assumed to be credited 4.50% annually.

Mortality

For all participants: The prescribed mortality assumption under IRC §430(h)(3)(A) using static tables with separate mortality rates for annuitants and non-annuitants.

Plan Name: Citizens Republic Bancorp Amended and Restated Cash Balance Pension Plan for Employees
EIN / PN: 38-2378932 / 001
Plan Sponsor: Citizens Republic Bancorp
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age and gender are shown below.

Percentage retiring during the year	
Age	Rate
55	5
56	5
57	5
58	5
59	5
60	5
61	5
62	35
63	20
64	20
65	70
66	50
67	50
68	50
69	50
79	100

Vested terminated participants are assumed to commence payment of their benefit on average at the age of 60.

Disability rates (per 100 employees)

50% of 1977 Social Security incidence rates combined with PBGC Disabled Life Annuities.

Compensation increases

Not applicable.

Future increases in social security

Not applicable.

Plan Name: Citizens Republic Bancorp Amended and Restated Cash Balance Pension Plan for Employees
EIN / PN: 38-2378932 / 001
Plan Sponsor: Citizens Republic Bancorp
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Future increases in maximum benefits and plan compensation limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC §415. Plan compensation is limited to the maximum presently allowed under IRC §401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Representative termination rates (per 100 employees) not due to disability, retirement or mortality

Attained Age	Males	Females
20	14.94	44.90
25	9.93	29.89
30	6.91	19.86
35	4.87	13.82
40	2.81	9.74
45	1.67	5.63
50	0.40	3.33
55	0.00	0.79

Form of payment

80% of participants are assumed to elect a lump sum distribution. Conversions between lump sums and annuity forms of payment are based on the interest rate elections used to determine the funding requirements and the applicable mortality under section 417(e)(3).

Marriage

For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

It was assumed there will be no new or rehired employees.

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Valuation date

First day of plan year.

Plan Name: Citizens Republic Bancorp Amended and Restated Cash Balance Pension Plan for Employees
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Plan Sponsor: Citizens Republic Bancorp
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Funding target

Present value of accrued benefits.

Target normal cost

Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.

Actuarial value of assets

Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22) . The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2011 plan year.)

The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years.

Participant data

Participant data was supplied in electronic format as of the valuation date.

Benefits not included in valuation

We believe all significant Plan provisions are reflected in this valuation.

Plan Name: Citizens Republic Bancorp Amended and Restated Cash Balance Pension Plan for Employees
EIN / PN: 38-2378932 / 001
Plan Sponsor: Citizens Republic Bancorp
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Nature of actuarial calculations

The results documented in this report are estimates based on data that may be imperfect and on assumptions about future events. Certain plan provisions may be approximated or deemed insignificant and therefore are not valued. Assumptions may be made about participant data or other factors. Reasonable efforts were made in this valuation to ensure that items that are significant in the context of the actuarial liabilities or costs are treated appropriately, and not excluded or included inappropriately.

A range of results, different from those presented in this report could be considered reasonable. The numbers are not rounded, but this is for convenience only and should not imply precision, which is not inherent in actuarial calculations. Certain percentages determined in this report, such as the Funding Target Attainment Percentage, are truncated to be consistent with the instructions for Schedule SB of the Form 5500.

The assumptions selected for this valuation other than those prescribed by law, generally reflect long-term average expectations. If overall future plan experience is less favorable than assumed, the relative level of plan costs or contribution requirements determined in this valuation will likely increase in future valuations. Future actuarial measurements may differ significantly from the current measurements presented in this report due to such factors as the following: plan experience differing from that anticipated by the economic or demographic assumptions; increases or decreases expected as part of the natural operation of the methodology used for the measurements (such as the end of an amortization period); and changes in plan provisions or applicable law. It is beyond the scope of this actuarial valuation to analyze the potential range of future pension contributions, but we can do so upon request.

Plan Name: Citizens Republic Bancorp Amended and Restated Cash Balance Pension Plan for Employees
EIN / PN: 38-2378932 / 001
Plan Sponsor: Citizens Republic Bancorp
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Effective date and most recent amendment

The plan was originally effective January 1, 1976 and the F&M plan was effective January 1, 2000. Effective December 1, 2006, the plans were merged.

Plan year

The twelve-month period ending December 31.

Coverage and participation

Upon completion of 1,000 hours of service in a 12-month period. The plan is frozen effective December 31, 2006.

Vesting service

An employee receives on (1) year of Vesting Service for each plan year in which he has 1,000 or more hours of service.

Account balance

Each participant has an account balance to which interest credits and pay credits are added each year. Active CBC employees on January 1, 2002 are entitled to an opening account balance on January 1, 2002 equal to 105% of the present value of their accrued pension benefit, if any, as of December 31, 2001. Former Security and Waushara participants are entitled to an opening account balance on January 1, 2000 equal to the present value of their accrued pension benefit if any, as of December 31, 1999.

Interest credits

Each year, prior to the addition of any Pay Credits, interest will be added to the Participant's Account Balance. Interest will be credited at the 30-year Treasury bill rate for the month of November preceding the beginning of the Plan Year.

Plan Name: Citizens Republic Bancorp Amended and Restated Cash Balance Pension Plan for Employees
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SCHEDULE SB ATTACHMENTS

Pay credits

In each plan year prior to 2007 that a participant works in excess of 1,000 hours, retires or terminates with severance, 4% of that year's compensation is credited to an employee's account balance on the last day of the year. CBC employees with at least 10 years of service and at least 35 years of age on December 31, 2001 are granted up to an additional 3% of compensation per year. F&M participants must be employed on the last day of the plan year to receive a pay credit, unless the termination was with severance.

Accrued benefit

The Actuarial Equivalent of the Participant's Account Balance payable at Normal Retirement Age.

Normal retirement benefit

1. Normal Retirement Date: The first of the month coincident with or next following age 65 or the 5th anniversary of employment, if later.
2. Benefit Formula: Accrued benefit as of the normal retirement date subject to adjustments made for optional forms of payment and government limitations.

Early retirement benefit

1. Eligibility: Age 55 and 3 years of vesting service
2. Monthly Benefit: Accrued benefit as of early retirement date subject to adjustments made for optional forms of payment and government limitations.

Vested benefits upon termination of service

1. Vesting: A participant is 100% vested upon completion of 3 years of vesting service.
2. Termination Benefit: The termination benefit is equal to the vested accrued benefit, payable in the normal form, commencing at normal retirement date. Alternatively, the participant may elect to receive an actuarially reduced benefit commencing immediately if at the time of termination the participant had at least 10 years of service. F&M participants who terminate prior to January 1, 2007 cannot commence payments prior to age 55.

Plan Name: Citizens Republic Bancorp Amended and Restated Cash Balance Pension Plan for Employees
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SCHEDULE SB ATTACHMENTS

Death benefits for participants in active service

1. Eligibility: Vested participation.
2. Benefit: For CBC participants after December 31, 2001 and F&M participants after December 31, 1999 who die after December 31, 2006, if the participant had 10 years of service when he/she died, the beneficiary will be eligible to receive the actuarial equivalent of the entire account balance immediately. If the participant had less than 10 years of service, the beneficiary cannot commence payment until the date that the participant would have been age 55. Non-spouse beneficiaries must take their benefit in the form of a lump sum.

F&M deaths prior to 2007 and any deceased participants who terminated employment prior to 2000 for F&M and 2002 for CBC are eligible to receive a 50% survivor annuity.

Optional forms of payment

Lump sum, Joint & 50% Survivor Annuity, Joint & 75% Survivor Annuity, Joint & 100% Survivor Annuity, 120 Month Certain and Life Option.

Actuarial equivalent

For purposes of converting the Participant's Account Balance to a life annuity, Actuarial Equivalent means the basis under IRS Code Section 417(e)(3). For determining other optional forms of payment, conversion factors are defined in the plan document.

Grandfathered benefits for former CBC employees

Employees participating prior to January 1, 2002 will be eligible to receive the greater of the benefit based on their account balance or the benefit based on the formula in effect prior to January 1, 2002. Effective December 31, 2006, the pre-2002 formula will be frozen. The pre-2002 formula payable as an annuity is 1.1% of 60 consecutive month final average pay, 0.7% of final average pay in excess of covered compensation multiplied by credited service up to 35 years. Employees of Citizens have a different formula in effect for service prior to January 1, 1986. Also, if such a Citizens' employee attained age 40 with 11 years of service by December 31, 1987, there is no service cap on the base part of the formula.

Maximum on benefits and pay

All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Plan Name: Citizens Republic Bancorp Amended and Restated Cash Balance Pension Plan for Employees
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Plan Sponsor: Citizens Republic Bancorp
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in plan provisions since last actuarial valuation

None.

Plan Name: Citizens Republic Bancorp Amended and Restated Cash Balance Pension Plan for Employees
EIN / PN: 38-2378932 / 001
Plan Sponsor: Citizens Republic Bancorp
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2012

Type of Base		Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	01/01/2012	(1,064,115)	7	(1,064,115)	(168,008)
2	Shortfall	01/01/2011	14,300,040	6	12,918,717	2,310,834
Total					11,854,602	2,142,826

Plan Name: Citizens Republic Bancorp Amended and Restated Cash Balance Pension Plan for Employees
EIN / PN: 38-2378932 / 001
Plan Sponsor: Citizens Republic Bancorp
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2012

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		1		0		0		0		0		0		0		0	
25 - 29	0		0		23		3		0		0		0		0		0		0	
30 - 34	0		0		39		40		3		0		0		0		0		0	
35 - 39	0		0		40		47		18		4		0		0		0		0	
40 - 44	0		1		38		37		23		25		7		0		0		0	
45 - 49	0		0		35		30		13		36		27		5		0		1	
50 - 54	0		0		43		21		17		22		18		26		8		0	
55 - 59	0		0		27		22		12		22		12		14		23		5	
60 - 64	0		0		13		17		10		9		11		8		9		6	
65 - 69	0		0		2		1		1		1		2		1		0		0	
70 & Over	0		0		0		0		0		2		0		0		0		0	

Plan Name: Citizens Republic Bancorp Amended and Restated Cash Balance Pension Plan for Employees
 EIN / PN: 38-2378932 / 001
 Plan Sponsor: Citizens Republic Bancorp
 Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24 Change in Actuarial Assumptions

The assumed plan-related expenses added to the target normal cost were changed from \$260,000 to \$300,000.

The assumed future interest crediting rate on cash balance accounts was changed from 4.75% to 4.50%.

Plan Name: Citizens Republic Bancorp Amended and Restated Cash Balance Pension Plan for Employees
EIN / PN: 38-2378932 / 001
Plan Sponsor: Citizens Republic Bancorp
Valuation Date: January 1, 2012

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

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

▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Citizens Republic Bancorp Amended and Restated Cash Balance Pension Pl	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Citizens Republic Bancorp	D Employer Identification Number (EIN) 38-2378932
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>		
2 Assets:		
a Market value	2a	62,218,943
b Actuarial value	2b	63,782,859
3 Funding target/participant count breakdown:		
a For retired participants and beneficiaries receiving payment.....	3a	704
b For terminated vested participants.....	3b	1,114
c For active participants:		
(1) Non-vested benefits	3c(1)	0
(2) Vested benefits	3c(2)	21,474,764
(3) Total active.....	3c(3)	881
d Total.....	3d	2,699
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	5.29
6 Target normal cost	6	300,000

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Thomas J. VanHollebeke <i>TSV</i>	<i>5/31/13</i>
Signature of actuary		Date
Thomas J. VanHollebeke		11-05274
Type or print name of actuary		Most recent enrollment number
Towers Watson Delaware Inc.		(248) 936-7700
Firm name		Telephone number (including area code)
28411 Northwestern Hwy, Suite 500		
Southfield MI 48034		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 1.98 %	2nd segment: 5.07 %	3rd segment: 6.19 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	300,000	
b Excess assets, if applicable, but not greater than line 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	11,854,602	2,142,826	
b Waiver amortization installment		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33).....	34	2,442,826	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	2,170,301	2,170,301
36 Additional cash requirement (line 34 minus line 35)	36	272,525	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	1,248,014	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	975,489	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	975,489	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

AUDITED FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

Citizens Republic Bancorp Amended and
Restated Cash Balance Pension Plan for Employees
As of December 31, 2012 and 2011 and
for the Year Ended December 31, 2012
With Report of Independent Auditors

Ernst & Young LLP

 **ERNST & YOUNG**

Citizens Republic Bancorp Amended and
Restated Cash Balance Pension Plan for Employees

Audited Financial Statements and
Supplemental Schedules

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 Amended and Restated Cash Balance Pension Plan for Employees, 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 financial status of the Plan at December 31, 2012 and 2011, and the changes in its financial status for the year ended December 31, 2012, in conformity with U.S. generally accepted accounting principles.

Supplemental Schedules

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2012, and reportable transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are 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 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

August 29, 2013

Citizens Republic Bancorp Amended and
Restated Cash Balance Pension Plan for Employees

Statements of Net Assets Available for Benefits

	December 31,	
	2012	2011
Assets		
Pooled separate accounts	\$65,418,738	\$59,571,822
Net assets available for benefits	<u>\$65,418,738</u>	<u>\$59,571,822</u>

See accompanying notes.

Citizens Republic Bancorp Amended and
Restated Cash Balance Pension Plan for Employees

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2012

Additions

Net realized and unrealized depreciation in fair value of investments (Note 4)	\$ 7,215,496
Interest and dividend income	951,202
Contributions	<u>2,728,075</u>
Total additions	10,894,773

Deductions

Benefit payments	4,773,342
Administrative expenses	<u>274,515</u>
Total deductions	5,047,857

Net increase	5,846,916
--------------	-----------

Net assets available for benefits at:

Beginning of year	<u>59,571,822</u>
End of year	<u><u>\$ 65,418,738</u></u>

See accompanying notes.

Citizens Republic Bancorp Amended and
Restated Cash Balance Pension Plan for Employees
Notes to Financial Statements

1. Subsequent Event

All subsequent events have been evaluated through August 29, 2013, the date the financial statements were issued. On April 12, 2013, FirstMerit completed its previously announced merger (the "Merger") pursuant to the Agreement and Plan of Merger, dated September 12, 2012 (the "Merger Agreement") by and between FirstMerit and Citizens Republic Bancorp, Inc. (Citizens). As a result of the Merger, Citizens' separate corporate existence ceased and FirstMerit continued as the surviving corporation. The Citizens Republic Bancorp Amended and Restated Cash Balance Pension Plan for Employees ("Plan") was amended effective April 13, 2013 to define the Corporation and the Employer as FirstMerit Corporation. Additionally the Plan is defined as the FirstMerit Corporation Cash Balance Pension Plan for Employees as previously sponsored by Citizens Republic Bancorp.

2. Description of the Plan

The following description of the Plan provides only general information. Participants should refer to the plan document and Summary Plan Description for a more complete description of the Plan's provisions. The plan is a defined-benefit cash balance pension plan.

General

The Plan was amended and restated on January 1, 2012 to include prior amendments and comply with the Economic Growth and Tax Relief Reconciliation Act of 2001, The Worker, Retiree, and Employer Recovery Act of 2008, The pension Protection Act of 2006, The Small Business and Work Opportunity Act of 2007, The Small Business Jobs Act of 2010, Pension Relief Act of 2010 and the Heroes Earnings Assistance and Relief Tax Act of 2008 (the Heart Act).

The Plan covers substantially all employees of Citizens Republic Bancorp, Inc., now part of FirstMerit and its subsidiary who were hired prior to January 1, 2007 and provides retirement and death benefits for those employees and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Active participants become fully vested upon the earliest of the completion of three years of service or attainment of age 65. The Corporation is responsible for the general administration of the Plan and is the trustee of the Plan.

On October 2, 2006, the Corporation authorized the amendment of the Plan freezing participation and benefit accruals effective January 1, 2007. In accordance with the relevant amendment, new employees who completed 1,000 or more hours of service within a 12-month period ending in 2006 were eligible to commence participation in the Plan effective December 31, 2006, but thereafter no other employees were eligible to join the Plan. The amendment also provided that the accrued benefits of current

Citizens Republic Bancorp Amended and
Restated Cash Balance Pension Plan for Employees
Notes to Financial Statements

participants in the Plan be frozen as of December 31, 2006, such that no additional pay credits will be made to the Plan's hypothetical participant accounts going forward. From January 1, 2007 forward, participants' hypothetical accounts still receive annual interest credits until benefits are distributed from the Plan.

Benefits

Under the Plan, when a participant retires or terminates employment with sufficient service to be vested and eligible for benefits, their benefit amount will be a lifetime annuity. This annuity will be based upon the balance of a hypothetical account equal to the present value of benefits accrued under the Plan prior to 2002, if any, plus a percentage of annual compensation (as defined in the Plan) for each plan year beginning with 2002 and ending with 2006. Such sum will be increased each year by interest credits at an applicable federal rate published by the United States Treasury as of the previous November. The percentage of compensation credited to a participant's account annually from 2002 to 2006 was between 4% and 7%, depending on the participant's age and tenure. Individuals who were participants in the Plan on December 31, 2001 are entitled to a benefit that is not less than the benefit they would have received based on the Plan's pension formula prior to the cash balance conversion.

Upon termination of service, death, or retirement, a participant may elect to receive, defer, or roll over their accrued benefit in the Plan. Payment may be taken by the participant in a lump-sum, a partial lump-sum, or in one of several annuity options.

Plan Termination

The Corporation has the right, under the Plan, to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA and the Internal Revenue Code of 1986 ("Code"). In the event of a termination of the Plan, the net assets of the Plan are to be set aside first, for the payment of vested benefits for those participants who are or could be receiving benefits; second, for all other nonforfeitable benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") under the Plan; third, to all other nonforfeitable but uninsured benefits under the Plan; and fourth, for all other accrued benefits under the Plan. Should the Plan terminate at some future time, whether all participants receive their benefits will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits and may also depend on the level of benefits guaranteed by the PBGC. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guarantee, while other benefits may not be provided for at all.

Citizens Republic Bancorp Amended and
Restated Cash Balance Pension Plan for Employees
Notes to Financial Statements

Funding

The Plan's funding policy has been for the Corporation to contribute an amount within the ERISA minimum required and the Code maximum federal tax deductible range. Factors such as the PBGC premiums and other charges paid by the Plan are considered when determining the amount to be contributed in a given year. The Corporation and the participating subsidiary have agreed to contribute toward the cost of the Plan. The Corporation's present intention is to fund the Plan to meet or exceed minimum funding requirements. The Plan has met the minimum funding requirements prescribed by ERISA.

Administrative Expenses

Administrative expenses incurred to maintain the trust and comply with ERISA requirements are paid by the Plan. Other administrative expenses are paid by the Corporation.

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").

Payment of Benefits

Benefits are recorded when paid.

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 schedules. Actual results could differ from those estimates.

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 6 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/depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Citizens Republic Bancorp Amended and
Restated Cash Balance Pension Plan for Employees
Notes to Financial Statements

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

This ASU represents the converged guidance of the FASB and the IASB (the Boards) on fair value measurement. The collective efforts of the Boards and their staffs, reflected in this ASU, have resulted in common requirements for measuring fair value and for disclosing information about fair value measurements, including a consistent meaning of the term “fair value.” ASU 2011-04 is effective during interim and annual periods beginning after December 15, 2011 and needs to be applied prospectively. Early adoption was not permitted. Adoption of ASU 2011-04 did not have an impact on the Plan’s net assets available for benefits or its changes in net assets available for benefits.

4. Accumulated Plan Benefits

Accumulated plan benefits are those estimated future payments, including lump-sum distributions and monthly annuity payments, attributable under the Plan’s provisions to services rendered by the employees through the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) present employees who are eligible or their beneficiaries.

Benefits, which vest on a three year cliff schedule and are payable upon a participant’s retirement, death or termination of employment, are included to the extent they are deemed attributable to employee services rendered to the date the Plan benefits were frozen. An actuary estimates the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, withdrawal, or retirement) between the valuation date and the expected date of payment.

Citizens Republic Bancorp Amended and
Restated Cash Balance Pension Plan for Employees
Notes to Financial Statements

The accumulated plan benefits information follows:

	December 31,	
	2012	2011
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving benefits	\$ 25,551,881	\$ 25,032,490
Other participants	37,132,023	37,002,999
	<u>\$ 62,683,904</u>	<u>\$ 62,035,489</u>

A reconciliation of the changes in the actuarial present value of accumulated plan benefits is summarized as follows:

Actuarial present value of accumulated plan benefits as of December 31, 2011	\$ 62,035,489
Changes during year due to:	
Decrease in discount period	4,175,417
Benefits paid	(4,773,342)
Actuarial loss	34,593
Change in actuarial assumptions	1,211,747
Total increase	<u>648,415</u>
Actuarial present value of accumulated plan benefits as of December 31, 2012	<u>\$ 62,683,904</u>

Citizens Republic Bancorp Amended and
Restated Cash Balance Pension Plan for Employees
Notes to Financial Statements

Significant assumptions underlying the actuarial computations are:

Actuarial cost method	The Projected Unit Credit Cost Method
Assumed rate of return on assets	6.75% (7.00% in 2011)
Mortality rates	2013 PPA static mortality tables for males and females, with separate mortality rates for annuitants and non-annuitants, as described in Treasury Regulation Section 430(h)(3)(A) (Updated from the 2012 PPA static mortality tables)
Retirement	A set of retirement probabilities for participants assuming retirement from age 55 to age 70 based upon actual plan experience.

The future interest credit assumption for projecting hypothetical account balances was changed from 4.50% in 2011 to 4.25% in 2012. The administrative expenses paid by the Plan approximate 50 basis points of the assumed rate of return.

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. No other significant changes in actuarial assumptions were made in 2012.

At December 31, 2012, the underfunded status of the Plan was \$21.2 million which was recognized in the Corporation's consolidated balance sheet as an accrued liability.

Citizens Republic Bancorp Amended and
Restated Cash Balance Pension Plan for Employees
Notes to Financial Statements

5. Investments

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

	December 31,	
	2012	2011
Pooled Separate Accounts:		
Core Bond Enhanced Index/PIM	\$ 11,016,773	\$ 11,299,449
Core Plus Bond/Reams Fund	11,238,602	11,592,349
International Bld/Pictet Asset Mgt	6,329,969	4,955,150
Invesco Small Cap Growth Stgy	3,409,730	--- *
Small Cap Value/Kennedy Capital	3,436,706	--- *
T. Rowe Price Eqty Inc Stgy	7,975,277	7,561,055
T. Rowe Price Growth Stk Stgy	7,735,311	7,442,130

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

The Plan's investments are held by a trust fund administered by the Prudential Insurance Company of America. Management's investment policy and strategy for managing defined benefit plan assets is described as growth with income. Management analyzes the potential risks and rewards associated with the asset allocation strategies on a quarterly basis. Implementation of the strategies includes regular rebalancing to the target asset allocation. During 2012, the strategy target mix was 60% invested in equity securities and 40% invested in fixed income debt securities and in cash or short-term equivalents. The long-term expected rate of return on plan assets takes into consideration the long-term returns in the general market, long-term returns experienced by the assets in the Plan, and projected plan expenses.

Appreciation or depreciation in the fair value of the Plan's investments (including investments bought or sold, as well as held during the year), is determined based on the net asset values ("NAV") of units held by the Plan in pooled separate accounts as reported by the investment manager of the fund.

Citizens Republic Bancorp Amended and
Restated Cash Balance Pension Plan for Employees
Notes to Financial Statements

	Appreciation (Depreciation)	
	Year-Ended December 31,	
	2012	2011
Pooled separate accounts	<u>\$ 7,215,496</u>	<u>\$ (986,297)</u>

6. 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 may include the 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.

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 of units are 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. The Corporation has evaluated their valuation methodologies used to develop the fair values

Citizens Republic Bancorp Amended and
Restated Cash Balance Pension Plan for Employees
Notes to Financial Statements

in order to determine whether such valuations are representative of an exit price in the Corporations' principle markets. Further, the Corporation has developed an internal, independent price verification function that performs testing on valuations received from third parties. There are no significant restrictions on the Corporation's ability to sell any of the investments in the pension plan.

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
Short-term pooled money fund	\$ ---	\$ 2,718,408	\$ ---	\$ 2,718,408
Equity securities				
Large-cap	---	18,305,832	---	18,305,832
Mid-cap	---	4,785,052	---	4,785,052
Small-cap	---	6,846,436	---	6,846,436
International equity	---	10,507,635	---	10,507,635
Fixed income securities				
Intermediate term fixed	---	22,255,375	---	22,255,375
Total Assets	<u>\$ ---</u>	<u>\$ 65,418,738</u>	<u>\$ ---</u>	<u>\$ 65,418,738</u>

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Short-term pooled money fund	\$ ---	\$ 921,345	\$ ---	\$ 921,345
Equity securities				
Large-cap	---	17,585,929	---	17,585,929
Mid-cap	---	4,040,161	---	4,040,161
Small-cap	---	5,736,432	---	5,736,432
International equity	---	8,396,157	---	8,396,157
Fixed income securities				
Intermediate term fixed	---	22,891,798	---	22,891,798
Total Assets	<u>\$ ---</u>	<u>\$ 59,571,822</u>	<u>\$ ---</u>	<u>\$ 59,571,822</u>

7. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service ("IRS") dated July 30, 2012 stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended and restated. The plan has not received a response to a letter that was submitted to the IRS for determination on January 31, 2013. Once qualified, the Plan is required to operate in conformity with the

Citizens Republic Bancorp Amended and
Restated Cash Balance Pension Plan for Employees
Notes to Financial Statements

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, as amended, is qualified and that 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 positions 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 jurisdiction; 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.

8. Risks and Uncertainties

Plan investments are pooled separate accounts, which are comprised of investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. 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 any such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

Supplemental Schedule

**Citizens Republic Bancorp Amended and
Restated Cash Balance Pension Plan for Employees**

EIN #38-2378932 Plan #001

**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
Pooled separate accounts:				
Prudential Retirement Insurance and Annuity Company	Core Bond Enhanced Index/PIM	483,417 units	\$ 10,053,998	\$ 11,016,773
Prudential Retirement Insurance and Annuity Company	Core Plus Bond/Reams Fund	445,078 units	9,395,610	11,238,602
Prudential Retirement Insurance and Annuity Company	Dryden S&P 500 Index	26,948 units	2,494,513	2,595,244
Prudential Retirement Insurance and Annuity Company	International Bld/Pictet Asset Mgmt	711,434 units	7,225,741	6,329,969
Prudential Retirement Insurance and Annuity Company	International Growth/Artisan	120,511 units	2,172,939	2,071,273
Prudential Retirement Insurance and Annuity Company	Invesco Small Cap Growth Stgy	74,766 units	3,221,183	3,409,730
Prudential Retirement Insurance and Annuity Company	Mid Cap Value/Integrity	135,841 units	1,759,201	2,085,347
Prudential Retirement Insurance and Annuity Company	Mid Growth/Westfield Capital	227,159 units	2,124,222	2,699,705
Prudential Retirement Insurance and Annuity Company	Prudential Short-term	32,982 units	2,718,439	2,718,408
Prudential Retirement Insurance and Annuity Company	Small Cap Value/Kennedy Capital	151,475 units	1,939,040	3,436,706
Prudential Retirement Insurance and Annuity Company	Templeton Foreign Strategy	79,832 units	2,234,501	2,106,393
Prudential Retirement Insurance and Annuity Company	T. Rowe Price Eqty Inc Stgy	191,716 units	7,385,543	7,975,277
Prudential Retirement Insurance and Annuity Company	T. Rowe Price Growth Stk Stgy	196,431 units	6,954,225	7,735,311
Total investments			<u>\$ 59,679,155</u>	<u>\$ 65,418,738</u>

**Citizens Republic Bancorp Amended and
Restated Cash Balance Pension Plan for Employees**

EIN #38-2378932 Plan #001

Schedule H, Line 4j – Schedule of Reportable Transactions

Year Ended December 31, 2012

Identity of Party Involved	Description of Asset (Including Interest Rate and Maturity in Case of a Loan)	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Category (iii) – A series of transactions involving securities of the same issue, which when aggregated, involve an amount in excess of 5% of the current value of plan assets.						
Prudential Retirement Insurance and Annuity Company	Core Plus Bond / Reams Fund					
	Purchase – 34,847 units	\$ 833,773	\$ ---	\$ 833,773	\$ 833,773	\$ ---
	Sale – 0 units	---	2,155,000	1,850,722	2,155,000	304,278
Prudential Retirement Insurance and Annuity Company	Prudential Short-Term Fund					
	Purchase – 83,212 units	6,856,240	---	6,856,240	6,856,240	---
	Sale – 61,415 units	---	5,060,413	5,060,451	5,060,413	(38)

There were no transactions reportable under categories (i), (ii) and (iv) during the Plan Year.

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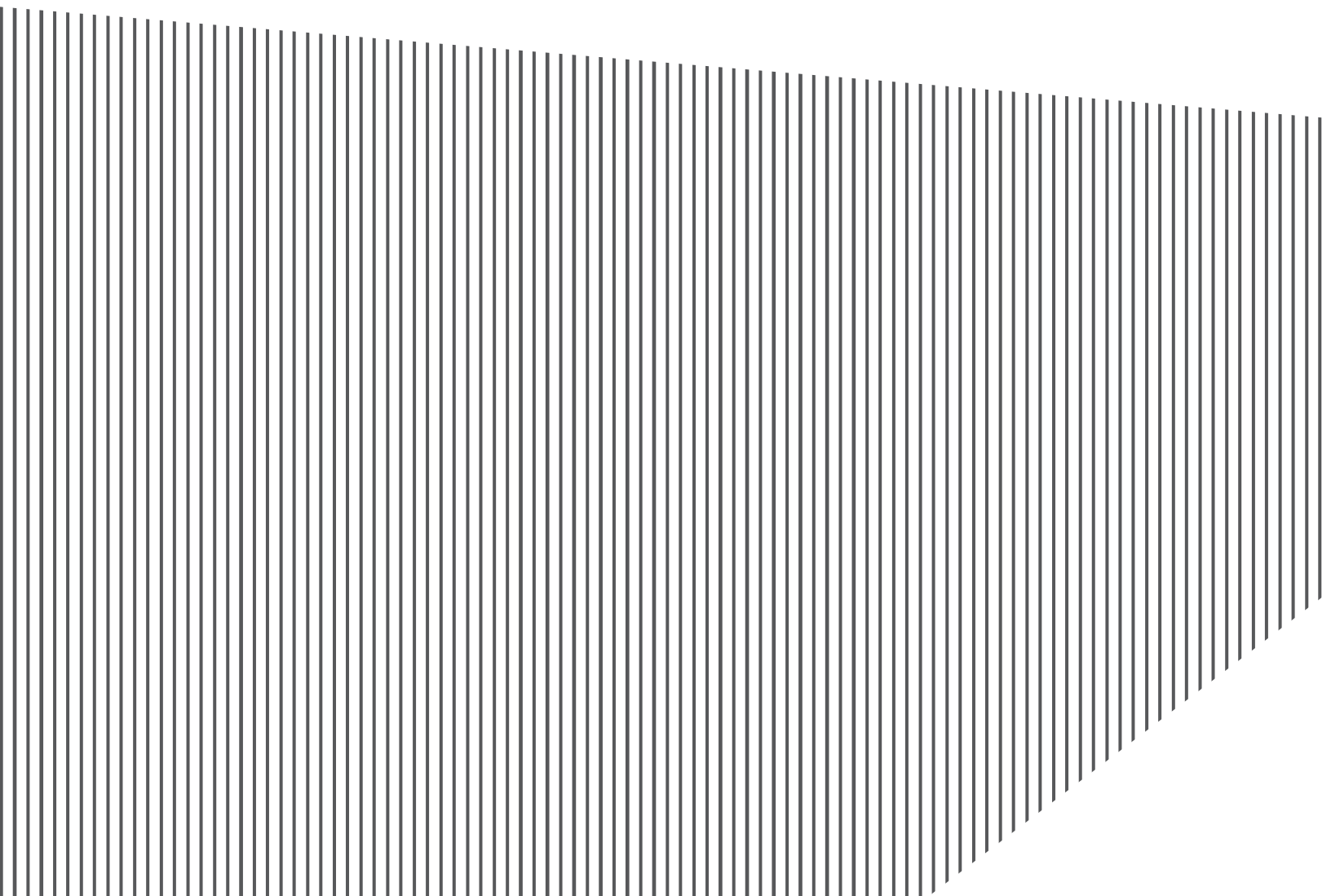
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