

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

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

DATE OF REPORT (Date of earliest event reported): October 22, 2008

FIRST MERCHANTS CORPORATION
(Exact name of registrant as specified in its charter)

INDIANA 0-17071 35-1544218
(State or other jurisdiction (Commission file number) (IRS Employer
of incorporation) Identification No.)

200 East Jackson Street
P.O. Box 792
Muncie, IN 47305-2814
(Address of principal executive offices, including zip code)

(765) 747-1500
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On October 22, 2008 First Merchants Corporation issued a press release to report its financial results for the second quarter ended September 30, 2008. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Current Report on Form 8-K, including Exhibit No. 99.1 hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability of that section. The information in this Current Report shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits.

Exhibit 99.1 Press Release, dated October 22, 2008, issued by
First Merchants Corporation

SIGNATURES

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

First Merchants Corporation
(Registrant)

By: /s/ Mark K. Hardwick

Mark K. Hardwick
Executive Vice President and
Chief Financial Officer
(Principal Financial and
Principal Accounting Officer)

Dated: October 22, 2008

EXHIBIT INDEX

Exhibit No. -----	Description -----
99.1	Press Release, dated October 22, 2008, issued by First Merchants Corporation.

First Merchants Corporation

Exhibit No. 99.1

Press Release, dated October 22, 2008

N / E / W / S R / E / L / E / A / S / E

October 22, 2008

FOR IMMEDIATE RELEASE

For more information, contact:

Mark K. Hardwick, Executive Vice President/Chief Financial Officer, 765-751-1857
<http://www.firstmerchants.com>

SOURCE: First Merchants Corporation, Muncie, Indiana

FIRST MERCHANTS CORPORATION ANNOUNCES 3rd QUARTER YEAR-TO-DATE NET INCOME OF \$20.4 MILLION.

First Merchants Corporation (NASDAQ - FRME) has reported third quarter 2008 diluted earnings per share of \$.32, a decline from 2007 third quarter earnings per share of \$.46. Net Income for the quarter totaled \$5.7 million, a decrease from the 3rd quarter 2007 total of \$8.3 million.

Year-to-date diluted earnings per share totaled \$1.13, a decrease of 7.4 percent, from 2007 earnings per share of \$1.22. Net Income totaled \$20.4 million, a decline of \$1.9 million from the prior year total of \$22.3 million.

Total assets reached \$3.8 billion at quarter-end, an increase of \$110 million, or 2.9 percent, from September 30, 2007. Loans and investments, the Corporation's primary earning assets, totaled \$3.47 billion, an increase of \$122 million, or 3.6 percent, over the prior year. Loans accounted for \$208 million of the increase as investment securities declined by \$86 million as spreads between investment securities and borrowings remain below historical levels. At September 30, 2008, the Corporation's tangible capital was 5.9%, tier 1 capital was 7.3%, tier 1 risk based capital was 8.5% and total risk based capital was 11.2%.

Net-Interest margin expanded by 39 basis points from 3.52 percent in the third quarter of 2007 to 3.91 percent in 2008. As a result, net-interest income increased by \$4.7 million, or 16.5 percent. Year-to-date net interest margin improved by 32 basis points as net interest income increased by \$13 million or 15.6 percent.

Provision expense totaled \$7.1 million for the quarter, an increase of \$4.3 million, as net charge-offs totaled \$3.7 million. Year-to-date provision expense totaled \$18 million, an increase of \$12 million over the prior year, as charge-off's totaled \$11.2 million. Non-performing assets increased from 84 basis points of total assets to 142 basis points during the year.

The Corporation's allowance for loan losses as a percent of total loans increased from .96 to 1.14 percent since September 30, 2007. The increase totals \$7.4 million in additional reserves. The increased allowance for loan losses total is comprised of a \$2.0 million increase in the general historical loss component, a \$6.3 increase in environmental factors and a decline in specific reserves of \$924,000.

Total non-interest income decreased by \$1.6 million, during the quarter, due primarily to a \$1.5 million write-off of FHLMC preferred stock. Total expenses increased during the quarter by \$2.1 million totaling \$27.1 million. Year-to-date non-interest income declined by \$337,000 and non-interest expense increased \$2,857,000.

Michael C. Rechin, President and Chief Executive Officer, stated that, "First Merchants has the people, strategies, capital, liquidity, and commitment to weather the current environment. While our short-term earnings have been impacted by credit costs, the strengthening of our balance sheet by building our loan loss reserve is prudent for the future and warranted by the economic trends we see in the Midwest. The volatility in our local markets and the capital markets does create opportunity and we have been successful in the strategic building of relationships and revenues."

Rechin continued, "First Merchants exceeds the Federal Reserve's capital adequacy requirements and continues to meet their definition of "well capitalized". Despite prudent provisioning, the Corporation's earnings and liquidity remain strong." Rechin also added that, "We look forward to the conclusion of our announced acquisition of Lincoln Bancorp. All required applications for approval have been filed and, at this time, no delays are expected in completing the transaction by our announced target date of December 31, 2008."

CONFERENCE CALL

First Merchants Corporation will conduct a conference call at 2:30 p.m. Eastern Daylight Time on Wednesday, October 22, 2008. To participate, dial (Toll Free) 800-860-2442 and reference First Merchants Corporation's third quarter earnings. A replay will be available until October 29, 2008. To access replay, US/Canada participants should dial (Toll Free) 877-344-7529, or for International participants, dial 412-317-0088. The replay will require the passcode is 420850.

During the call, we may make Forward-Looking Statements about our relative business outlook. These Forward-Looking Statements and all other statements made during the call that do not concern historical facts are subject to risks and uncertainties that may materially affect actual results.

Specific Forward-Looking Statements include, but are not limited to, any indications regarding the Financial Services industry, the economy and future growth of the balance sheet or income statement.

Detailed financial results are reported on the attached pages:

First Merchants Corporation is a financial holding company headquartered in Muncie, Indiana. Subsidiaries of the Corporation include First Merchants Bank, N.A., and First Merchants Bank of Central Indiana, N.A., Lafayette Bank & Trust Company, N.A., Commerce National Bank and First Merchants Trust Company, N.A. The Corporation also operates First Merchants Insurance Services, a full-service property casualty, personal lines, and healthcare insurance agency and is a majority member of Indiana Title Insurance Company, LLC, a title insurance agency.

First Merchants Corporation's common stock is traded over-the-counter on the NASDAQ National Market System under the symbol FRME. Quotations are carried in daily newspapers and can be found on the company's Internet web page (<http://www.firstmerchants.com>).

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CONSOLIDATED BALANCE SHEETS
(in thousands)

	September 30, 2008	2007
Assets		
Cash and due from banks	\$ 69,846	\$ 83,845
Federal funds sold	7,818	1,800
Cash and cash equivalents	77,664	85,645
Interest bearing time deposits	15,623	22,295
Investment securities	388,808	474,613
Mortgage loans held for sale	2,062	4,328
Loans	3,078,768	2,860,001
Less: Allowance for loan losses	(34,985)	(27,635)
Net loans	3,043,783	2,841,366
Premises and equipment	44,402	44,255
Federal Reserve and Federal Home Loan Bank stock	25,494	25,050
Interest receivable	21,569	25,954
Core deposit intangibles and goodwill	135,701	136,266
Cash surrender value of life insurance	73,448	70,082
Other real estate owned	16,916	2,081
Other assets	18,604	22,365
Total assets	\$ 3,864,074	\$ 3,754,300
Liabilities		
Deposits		
Noninterest bearing	384,928	355,339
Interest bearing	2,529,355	2,403,836
Total deposits	2,914,283	2,759,175
Borrowings		
Fed funds purchased	57,600	95,697
Securities sold under repurchase agreements	100,227	103,846
Federal Home Loan Bank advances	237,225	310,100
Subordinated debentures, revolving credit lines and term loans	176,256	110,826
Total borrowings	571,308	620,469
Interest payable	6,529	9,170
Other liabilities	19,861	32,745
Total liabilities	3,511,981	3,421,559
Stockholders' equity		
Preferred stock, no par value		
Authorized and unissued — 500,000 shares		
Cumulative Preferred Stock, \$1,000 par value:		
Authorized — 600 shares		
Issued and outstanding — 125 shares	125	
Common stock, \$.125 stated value		
Authorized — 50,000,000 shares		
Issued and outstanding — 18,125,090 and 18,153,828 shares	2,266	2,269
Additional paid in capital	141,777	140,642
Retained earnings	210,605	197,609
Accumulated other comprehensive loss	(2,680)	(7,779)
Total stockholders' equity	352,093	332,741

Total liabilities and stockholders' equity \$ 3,864,074 \$ 3,754,300

FINANCIAL HIGHLIGHTS

(in thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2008	2007	2008	2007
NET CHARGE OFF'S	\$ 3,706	\$ 2,783	\$ 11,230	\$ 4,962
AVERAGE BALANCES				
Total Assets	\$ 3,844,905	\$ 3,696,382	\$ 3,791,362	\$ 3,607,367
Total Loans	3,045,672	2,835,639	2,975,957	2,768,146
Total Deposits	2,929,774	2,776,346	2,867,237	2,732,117
Total Stockholders' Equity	349,652	329,474	348,396	329,147

FINANCIAL RATIOS

Return on Average Assets	.60%	.90%	.72%	.83%
Return on Avg. Stockholders' Equity	6.58	10.14	7.81	9.05
Avg. Earning Assets to Avg. Assets	91.02	90.88	90.78	90.98
Allowance for Loan Losses as % of Total Loans	1.14	.96	1.14	.96
Net Charge Off's as % of Avg. Loans (Annualized)	.49	.39	.50	.24
Dividend Payout Ratio	71.88	50.00	61.06	56.56
Avg. Stockholders' Equity to Avg. Assets	9.09	8.91	9.19	9.12
Tax Equivalent Yield on Earning Assets	6.30	7.17	6.52	7.09
Cost of Supporting Liabilities	2.48	3.65	2.69	3.58
Net Int. Margin (FTE) on Earning Assets	3.91	3.52	3.83	3.51

CONSOLIDATED STATEMENTS OF INCOME

(in thousands, except share data)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2008	2007	2008	2007
Interest income				
Loans receivable				
Taxable	\$ 49,828	\$ 53,081	\$149,952	\$153,930
Tax exempt	321	368	664	818
Investment securities				
Taxable	2,943	3,581	9,130	10,257
Tax exempt	1,379	1,613	4,344	4,925
Federal funds sold	10	41	21	133
Deposits with financial institutions	146	145	561	388
Federal Reserve and Federal Home Loan Bank stock	351	328	1,056	955
Total interest income	54,978	59,157	165,737	171,406
Interest expense				
Deposits	16,213	23,327	51,943	67,523
Federal funds purchased	502	996	1,748	2,897
Securities sold under repurchase agreements	650	1,195	2,098	2,674
Federal Home Loan Bank advances	2,724	3,302	8,585	9,247
Subordinated debentures, revolving credit lines and term loans	1,635	1,802	5,127	5,840
Total interest expense	21,724	30,622	69,501	88,181
Net interest income	33,254	28,535	96,236	83,225
Provision for loan losses	7,094	2,810	17,987	6,057
Net interest income after provision for loan losses	26,160	25,725	78,249	77,168
Other income				
Services charges on deposit accounts	3,568	3,241	9,656	9,215
Fiduciary activities	1,932	1,985	6,200	6,278
Other customer fees	1,696	1,767	5,142	4,793
Commission income	1,457	1,175	4,553	4,082
Earnings on cash surrender value of life insurance	519	998	1,863	2,465
Net gains and fees on sales of loans	648	749	1,959	1,892
Net realized gains (losses) on sale of available for sale securities	(1,255)		(1,169)	
Other income	655	933	1,877	1,693
Total other income	9,220	10,848	30,081	30,418
Other expenses				
Salaries and employee benefits	15,330	14,583	47,126	44,105
Net occupancy	1,857	1,818	5,412	5,028
Equipment	1,649	1,645	4,946	5,150
Marketing	605	560	1,701	1,700
Outside data processing fees	1,068	972	2,959	2,959
Printing and office supplies	281	394	853	1,081
Core deposit amortization	809	789	2,407	2,370
Write off of unamortized underwriting expense				1,771
Other expenses	5,516	4,241	14,388	12,771
Total other expenses	27,115	25,002	79,792	76,935
Income before income tax	8,265	11,571	28,538	30,651
Income tax expense	2,516	3,221	8,121	8,322

Net income	\$ 5,749	\$ 8,350	\$ 20,417	\$ 22,329
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Per Share Data

Basic Net Income	.32	.46	1.13	1.22
Diluted Net Income	.32	.46	1.13	1.22
Cash Dividends Paid	.23	.23	.60	.60
Average Diluted Shares Outstanding (in thousands)	18,196	18,276	18,129	18,375

CONSOLIDATED BALANCE SHEETS

(in thousands)	September 30, 2008	June 30, 2008	March 31, 2008	December 31, 2007	September 30, 2007
Assets					
Cash and due from banks	\$ 69,846	\$ 80,996	\$ 89,961	\$ 134,188	\$ 83,845
Federal funds sold	7,818			495	1,800
Cash and cash equivalents	77,664	80,996	89,961	134,683	85,645
Interest bearing time deposits	15,623	7,267	21,280	24,931	22,295
Investment securities	388,808	408,324	426,055	451,167	474,613
Mortgage loans held for sale	2,062	3,234	3,494	3,735	4,328
Loans	3,078,768	3,018,596	2,937,710	2,876,843	2,869,061
Less: Allowance for loan losses	(34,985)	(31,597)	(29,094)	(28,228)	(27,635)
Net loans	3,043,783	2,986,999	2,908,616	2,848,615	2,841,366
Premises and equipment	44,402	44,232	44,526	44,445	44,255
Federal Reserve and Federal Home Loan Bank Stock	25,494	25,455	25,345	25,250	25,050
Interest receivable	21,569	19,680	21,212	23,402	25,954
Core deposit intangibles and goodwill	135,701	136,230	135,056	135,856	136,266
Cash surrender value of life insurance	73,448	72,948	71,663	70,970	70,082
Other real estate owned	16,916	17,243	7,372	2,573	2,081
Other assets	18,604	19,852	12,578	16,460	22,365
Total assets	\$ 3,864,074	\$ 3,822,460	\$ 3,767,158	\$ 3,782,087	\$ 3,754,300
Liabilities					
Deposits					
Noninterest bearing	384,928	403,152	380,364	370,397	355,339
Interest bearing	2,529,355	2,460,483	2,432,763	2,473,724	2,403,836
Total deposits	2,914,283	2,863,635	2,813,127	2,844,121	2,759,175
Borrowings					
Fed funds purchased	57,600	151,356	111,144	52,350	95,697
Securities sold under repurchase agreements	100,227	90,872	103,024	106,497	103,846
Federal Home Loan Bank advances	237,225	228,196	244,468	294,101	310,100
Subordinated debentures, revolving credit, lines and term loans	176,256	115,826	115,826	115,826	110,826
Total borrowings	571,308	586,250	574,462	568,774	620,469
Interest payable	6,529	6,658	7,621	8,325	9,170
Other liabilities	19,861	18,525	23,107	20,931	32,745
Total liabilities	3,511,981	3,475,068	3,418,317	3,442,151	3,421,559
Stockholders' equity					
Preferred stock, no par value					
Authorized and unissued 500,000 shares					
Cumulative Preferred Stock, \$1,000 par value:					
Authorized 600 shares	125	125	125		
Issued and outstanding					
Common stock, \$.125 stated value					
Authorized 50,000,000 shares					
Issued and outstanding	2,266	2,258	2,247	2,250	2,269
Additional paid in capital	141,777	140,258	137,633	137,801	140,642
Retained earnings	210,605	209,059	206,710	202,750	197,609
Accumulated other comprehensive loss	(2,680)	(4,308)	2,126	(2,865)	(7,779)
Total stockholders' equity	352,093	347,392	348,841	339,936	332,741
Total liabilities and stockholders' equity	\$ 3,864,074	\$ 3,822,460	\$ 3,767,158	\$ 3,782,087	\$ 3,754,300

NON PERFORMING ASSETS

	September 30, 2008	June 30, 2008	March 31, 2008	December 31, 2007	September 30, 2007
Non Accrual Loans	37,879	34,410	27,465	29,031	30,165
Renegotiated Loans	135	136	142	145	58
Non Performing Loans (NPL)	38,014	34,546	27,607	29,176	30,223
Real Estate Owned and Repossessed Assets	16,916	17,243	7,372	2,573	2,081
Non Performing Assets (NPA)	54,930	51,789	34,979	31,749	32,304
90+ Days Delinquent	8,056	3,538	4,996	3,578	3,132
NPAs & 90 Day Delinquent	62,986	55,327	39,975	35,327	35,436
Loan Loss Reserve	34,985	31,597	29,094	28,228	27,635
YTD Charge offs	11,230	7,524	2,957	6,810	4,962

NPA's / Actual Assets %	1.42%	1.35%	0.93%	0.84%	0.86%
NPA's & 90 Day / Actual Assets %	1.63%	1.45%	1.06%	0.93%	0.94%
NPA's / Actual Loans & REO (%)	1.77%	1.70%	1.19%	1.10%	1.12%
Loan Loss Reserves / Actual Loans (%)	1.14%	1.05%	0.99%	0.98%	0.96%
NGOs / YTD Average Loans (%)	0.38%	0.26%	0.10%	0.24%	0.18%

CONSOLIDATED STATEMENTS OF INCOME

(in thousands, except share data)	September 30, 2008	June 30, 2008	March 31, 2008	December 31, 2007	September 30, 2007
Loans receivable					
Taxable	\$ 49,828	\$ 49,023	\$ 51,101	\$ 53,338	\$ 53,081
Tax exempt	321	178	165	302	368
Investment securities					
Taxable	2,943	2,947	3,240	3,487	3,581
Tax exempt	1,379	1,452	1,513	1,623	1,613
Federal funds sold	10	3	8	39	41
Deposits with financial institutions	146	133	282	194	145
Federal Reserve and Federal Home Loan Bank stock	351	370	335	344	328
Total interest income	54,078	54,106	56,653	59,327	59,157
Interest expense					
Deposits	16,213	16,297	10,433	22,398	23,327
Federal funds purchased	502	577	660	602	996
Securities sold under repurchase agreements	650	632	816	1,182	1,195
Federal Home Loan Bank advances	2,724	2,825	3,036	3,250	3,302
Subordinated debentures, revolving credit lines and term loans	1,635	1,602	1,890	1,910	1,802
Total interest expense	21,724	21,933	25,844	29,432	30,622
Net interest income	33,254	32,173	30,800	29,895	28,535
Provision for loan losses	7,094	7,070	3,823	2,450	2,810
Net interest income After provision for loan losses	26,160	25,103	26,986	27,445	25,725
Other income					
Service charges on deposit accounts	3,568	3,157	2,931	3,206	3,241
Fiduciary activities	1,932	2,126	2,142	2,094	1,985
Other customer fees	1,696	1,767	1,679	1,686	1,767
Commission income	1,457	1,427	1,669	1,031	1,175
Earnings on cash surrender value of life insurance	519	606	738	1,186	998
Net gains and fees on sales of loans	648	668	643	546	749
Net realized gains (losses) on sales of available for sale securities	(1,255)	13	73	1	
Other income	655	570	652	383	933
Total other income	9,220	10,334	10,527	10,133	10,848
Other expenses					
Salaries and employee benefits	15,330	15,698	16,098	14,738	14,583
Net occupancy	1,857	1,750	1,805	1,619	1,818
Equipment	1,649	1,643	1,654	1,619	1,645
Marketing	605	612	484	505	560
Outside data processing fees	1,068	1,000	882	872	972
Printing and office supplies	281	291	281	329	394
Core deposit amortization	909	908	790	789	789
Other expenses	5,516	4,593	4,279	4,776	4,241
Total other expenses	27,115	26,404	26,273	25,247	25,002
Income before income tax	8,265	9,033	11,240	12,331	11,571
Income tax expense	2,516	2,491	3,114	3,021	3,221
Net income	\$ 5,749	\$ 6,542	\$ 8,126	\$ 9,310	\$ 8,350

Per Share Data

Basic Net Income	.32	.37	.45	.51	.46
Diluted Net Income	.32	.36	.45	.51	.46
Cash Dividends Paid	.23	.23	.23	.23	.23
Average Diluted Shares Outstanding (in thousands)	18,196	18,150	18,055	18,138	18,276

FINANCIAL RATIOS

Return on Average Assets	.60%	.60%	.86%	1.00%	.90%
Return on Average Stockholders' Equity	6.58	7.46	9.43	11.10	10.14
Avg. Earning Assets to Avg. Assets	91.02	90.94	90.38	90.70	90.88
Allowance for Loan Losses as % of Total Loans	1.14	1.05	.99	.98	.96
Net Charge Off's as % of Average Loans (Annualized)	.49	.61	.41	.26	.39
Dividend Payout Ratio	71.88	63.85	51.10	45.10	50.00
Average Stockholders' Equity to Average Assets	9.09	9.30	9.17	8.98	8.91
Tax Equivalent Yield on Earning Assets	6.39	6.41	6.78	7.13	7.17
Cost of Supporting Liabilities	2.48	2.56	3.04	3.47	3.65
Net Interest Margin (FTE) on Earning Assets	3.91	3.85	3.74	3.66	3.52

LOANS

	September 30, 2008	June 30, 2008	March 31, 2008	December 31, 2007	September 30, 2007
(in thousands, except share data)					
Commercial and industrial loans	\$ 851,233	\$ 815,137	\$ 724,643	\$ 662,701	\$626,301
Agricultural production financing and other loans to farmers	136,176	125,125	123,314	114,324	113,132
Real estate loans:					
Construction	167,512	181,598	178,171	165,425	160,624
Commercial and farmland	966,259	954,672	961,431	947,234	912,063
Residential	731,065	718,065	728,956	744,627	769,890
Individuals' loans for household and other personal expenditures	145,345	161,387	174,857	187,880	194,181
Tax exempt loans	34,010	22,553	11,646	16,423	28,726
Lease financing receivables, net of unearned income	9,262	9,158	8,438	8,351	8,932
Other loans	37,906	30,901	26,254	29,878	55,152
	3,078,768	3,018,596	2,937,710	2,876,843	2,869,001
Allowance for loan losses	(34,985)	(31,597)	(20,094)	(28,228)	(27,635)
Total loans	\$ 3,043,783	\$ 2,986,999	\$ 2,908,616	\$ 2,848,615	\$ 2,841,366

DEPOSITS

	September 30, 2008	June 30, 2008	March 31, 2008	December 31, 2007	September 30, 2007
(in thousands)					
Demand deposits	\$921,034	\$932,017	\$881,498	\$903,380	\$825,185
Savings deposits	540,596	546,951	562,942	552,379	508,139
Certificates and other time deposits of \$100,000 or more	469,426	444,967	459,038	470,733	472,842
Other certificates and time deposits	983,227	939,700	909,649	917,629	953,009
Total deposits	\$ 2,914,283	\$ 2,863,635	\$ 2,813,127	\$ 2,844,121	\$ 2,759,175