FIRST BANCSHARES INC /MS/
Form 10-Q
May 10, 2012

U. S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-Q

x QUARTERLY REPORT UNDER SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED: March 31, 2012

OR

.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934

COMMISSION FILE NUMBER: 33-94288

THE FIRST BANCSHARES, INC.

(EXACT NAME OF ISSUER AS SPECIFIED IN ITS CHARTER)

MISSISSIPPI	64-0862173
(STATE OF INCORPORATION)	(I.R.S. EMPLOYER IDENTIFICATION NO.)

6480 U.S. HIGHWAY 98 WEST	
HATTIESBURG, MISSISSIPPI	39402
(ADDRESS OF PRINCIPAL	(ZIP CODE)

EXECUTIVE OFFICES)

(601) 268-8998

(ISSUER'S TELEPHONE NUMBER, INCLUDING AREA CODE)

NONE

(FORMER NAME, ADDRESS AND FISCAL YEAR, IF CHANGED SINCE LAST REPORT)

INDICATE BY CHECK MARK WHETHER THE ISSUER: (1) HAS FILED ALL REPORTS REQUIRED TO BE FILED BY SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS), AND (2) HAS BEEN SUBJECT TO SUCH FILING REQUIREMENTS FOR THE PAST 90 DAYS.

YES x NO ¨

INDICATE BY CHECK MARK WHETHER THE REGISTRANT IS A LARGE ACCELERATED FILER, AN ACCELERATED FILER, OR A NON-ACCELERATED FILER. SEE DEFINITION OF “ACCELERATED FILER AND LARGE ACCELERATED FILER” IN RULE 12B-2 OF THE EXCHANGE ACT.

LARGE ACCELERATED FILER ¨ ACCELERATED FILER ¨ NON-ACCELERATED FILER x

ON March 31, 2012, 3,108,867 SHARES OF THE ISSUER'S COMMON STOCK, PAR VALUE $1.00 PER SHARE, WERE ISSUED AND OUTSTANDING.

TRANSITIONAL DISCLOSURE FORMAT (CHECK ONE):

YES ¨ NO x

INDICATE BY CHECK MARK WHETHER THE REGISTRANT IS A SHELL COMPANY (AS DEFINED IN RULE 12B-2 OF THE EXCHANGE ACT): YES ¨ NO x

PART I - FINANCIAL INFORMATION

ITEM NO. 1. FINANCIAL STATEMENTS

THE FIRST BANCSHARES, INC.

CONSOLIDATED BALANCE SHEETS

($ amounts in thousands)

	(Unaudited) March 31, 2012	December 31, 2011
ASSETS		
Cash and due from banks	$ 11,773	$ 10,152
Interest-bearing deposits with banks	34,330	12,788
Federal funds sold	806	241
Total cash and cash equivalents	46,909	23,181
Securities held-to-maturity, at amortized cost	8,492	6,002
Securities available-for-sale, at fair value	230,395	212,529
Other securities	2,803	2,645
Total securities	241,690	221,176
Loans held for sale	2,300	2,906
Loans	380,445	385,022
Allowance for loan losses	(4,372)	(4,511)
Loans, net	378,373	383,417
Premises and equipment	22,924	22,991
Interest receivable	3,086	2,772
Cash surrender value of life insurance	6,314	6,270
Goodwill	9,362	9,362
Other assets	13,431	12,244
TOTAL ASSETS	$ 722,089	$ 681,413

LIABILITIES AND STOCKHOLDERS' EQUITY

LIABILITIES:		
Deposits:		
Noninterest-bearing	$ 110,198	$ 107,129
Interest-bearing	501,116	466,265
TOTAL DEPOSITS	611,314	573,394
Interest payable	286	308
Borrowed funds	26,801	27,032
Subordinated debentures	10,310	10,310
Other liabilities	11,790	9,944
TOTAL LIABILITIES	660,501	620,988
STOCKHOLDERS' EQUITY:		
Preferred stock, no par value, $1,000 per share liquidation, 10,000,000 shares authorized; 17,123 issued and outstanding at March 31, 2012 and at December 31, 2011	16,959	16,939
Common stock, par value $1 per share, 10,000,000 shares authorized; 3,135,361 and 3,092,566 shares issued at March 31, 2012 and at December 31, 2011	3,135	3,093
Additional paid-in capital	23,505	23,504
Retained earnings	17,542	16,791
Accumulated other comprehensive income	911	562
Treasury stock, at cost, 26,494 shares at March 31, 2012 and at December 31, 2011	(464)	(464)
TOTAL STOCKHOLDERS' EQUITY	61,588	60,425
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 722,089	$ 681,413

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THE FIRST BANCSHARES, INC.

CONSOLIDATED STATEMENTS OF INCOME

($ amounts in thousands, except earnings and dividends per share)

	(Unaudited) Three Months Ended March 31,	
	2012	2011
INTEREST INCOME:		
Interest and fees on loans	$ 5,454	$ 5,014
Interest and dividends on securities:		
Taxable interest and dividends	694	370
Tax exempt interest	507	330
Interest on federal funds sold	11	19
TOTAL INTEREST INCOME	6,666	5,733
INTEREST EXPENSE:		
Interest on deposits	892	1,181
Interest on borrowed funds	289	301
TOTAL INTEREST EXPENSE	1,181	1,482
NET INTEREST INCOME	5,485	4,251
PROVISION FOR LOAN LOSSES	152	348
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	5,333	3,903
OTHER INCOME:		
Service charges on deposit accounts	870	559
Other service charges and fees	605	356
Impairment loss on securities:		
Total other-than-temporary impairment loss	-	(1,802)
Portion of loss recognized in other comprehensive income	-	1,802
Net impairment loss recognized in earnings	-	-
TOTAL OTHER INCOME	1,475	915
OTHER EXPENSES:		
Salaries and employee benefits	2,938	2,256

Occupancy and equipment	960	537
Other	1,624	1,731
TOTAL OTHER EXPENSES	5,522	4,524
INCOME BEFORE INCOME TAXES	1,286	294
INCOME TAXES (BENEFIT)	315	(207)
NET INCOME	971	501
PREFERRED STOCK ACCRETION AND DIVIDENDS	106	86
NET INCOME APPLICABLE TO COMMON STOCKHOLDERS	$ 865	$ 415
NET INCOME APPLICABLE TO COMMON STOCKHOLDERS:		
BASIC	$ .28	$ .14
DILUTED	.28	.14
DIVIDENDS PER SHARE – COMMON	.0375	.0375

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THE FIRST BANCSHARES, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

(unaudited)

($ in thousands)

	Common Stock	Preferred Stock	Stock Warrants	Additional Paid-in Capital	Retained Earnings	Accumulated Other Compre- hensive Income(Loss)	Treasury Stock	Total
Balance, January 1, 2011	$ 3,059	$ 16,939	$ 284	$ 23,135	$ 14,723	$ (577)	$ (464)	$ 57,099
Net income	-	-	-	-	501	-	-	501
Net change in unrealized gain(loss)on available- for-sale securities, net of tax	-	-	-	-	-	184	-	184
Net change in unrealized gain(loss)on derivative, net of tax	-	-	-	-	-	1	-	1
Dividends on preferred stock	-	-	-	-	(86)	-	-	(86)
Dividends on common stock, $.0375 per share	-	-	-	-	(115)	-	-	(115)
Restricted stock grant	34	-	-	(34)	-	-	-	-
Compensation expense	-	-	-	23	-	-	-	23
Balance, March 31, 2011	$ 3,093	$ 16,939	$ 284	$ 23,124	$ 15,023	$ (392)	$ (464)	$ 57,607
Balance, January 1, 2012	$ 3,093	$ 16,939	$ 284	$ 23,220	$ 16,791	$ 562	$ (464)	$ 60,425
Net income	-	-	-	-	971			971
Net change in unrealized gain(loss)on available- for-sale securities, net of tax	-	-	-	-	-	367	-	367
Net change in unrealized gain(loss)on derivative, net of tax	-	-	-	-	-	(18)	-	(18)
Accretion and dividends on preferred stock	-	20	-	-	(106)	-	-	(86)
Dividends on common stock, $.0375 per share	-	-	-	-	(114)	-	-	(114)
Restricted stock grant	42	-	-	(42)	-	-	-	-
Compensation expense	-	-	-	43	-	-	-	43
Balance, March 31, 2012	$ 3,135	$ 16,959	$ 284	$ 23,221	$ 17,542	$ 911	$ (464)	$ 61,588

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THE FIRST BANCSHARES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

($ Amounts in Thousands)

	(Unaudited) Three Months Ended March 31, 2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES:		
NET INCOME	$ 971	$ 501
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, amortization and accretion	631	241
Provision for loan losses	152	348
Loss on sale/writedown of ORE	143	7
Restricted stock expense	43	23
Increase in cash value of life insurance	(44)	(46)
Federal Home Loan Bank stock dividends	(1)	(1)
Changes in:		
Interest receivable	(314)	5
Loans held for sale, net	578	1,026
Interest payable	(22)	(24)
Other, net	2,649	(194)
NET CASH PROVIDED BY OPERATING ACTIVITIES	4,786	1,886
CASH FLOWS FROM INVESTING ACTIVITIES:		
Maturities and calls of securities available-for-sale	7,716	9,622
Purchases of securities available-for-sale and held-to-maturity	(27,744)	(12,333)
Purchases of other securities	(157)	-
Net (increase)decrease in loans	1,924	(6,362)
Net additions in premises and equipment	(234)	(546)
NET CASH USED IN INVESTING ACTIVITIES	(18,495)	(9,619)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Increase in deposits	37,867	38,185
Net decrease in borrowed funds	(231)	(19)
Dividends paid on common stock	(113)	(113)
Dividends paid on preferred stock	(86)	(86)
NET CASH PROVIDED BY FINANCING ACTIVITIES	37,437	37,967

NET INCREASE IN CASH	23,728	30,234
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	23,181	33,976
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$46,909	$64,210
SUPPLEMENTAL DISCLOSURES:		
CASH PAYMENTS FOR INTEREST	$1,203	$1,506
CASH PAYMENTS FOR INCOME TAXES	174	161
LOANS TRANSFERRED TO OTHER REAL ESTATE	2,438	455
ISSUANCE OF RESTRICTED STOCK GRANTS	42	34

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THE FIRST BANCSHARES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE A — BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial statements and with the instructions to Form 10-Q of the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. However, in the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the three months ended March 31, 2012, are not necessarily indicative of the results that may be expected for the year ending December 31, 2012. For further information, please refer to the consolidated financial statements and footnotes thereto included in the Company's Form 10-K for the year ended December 31, 2011.

NOTE B — SUMMARY OF ORGANIZATION

The First Bancshares, Inc., Hattiesburg, Mississippi (the "Company"), was incorporated June 23, 1995, under the laws of the State of Mississippi for the purpose of operating as a bank holding company. The Company’s primary asset is its interest in its wholly-owned subsidiary, The First, A National Banking Association (the Bank).

At March 31, 2012, the Company had approximately $722.1 million in assets, $382.7 million in loans,$611.3 million in deposits, and $61.6 million in stockholders' equity. For the three months ended March 31, 2012, the Company reported a net income of $1.0 million ($.9 million applicable to common stockholders).

In the first quarter of 2012, the Company declared and paid a dividend of $.0375 per common share.

NOTE C – BUSINESS COMBINATION

On September 16, 2011 the Company completed the purchase of seven (7) branches located on the Mississippi Gulf Coast and one (1) branch located in Bogalusa, Louisiana from Whitney National Bank and Hancock Bank of Louisiana (the “Whitney branches”). As part of the agreement, the Company purchased loans of $46.8 million and assumed deposit liabilities of $179.3 million, and purchased the related fixed assets and cash of the branches. The Company operates the acquired bank branches under the name The First, A National Banking Association. The acquisition allowed the Company to expand its presence in South Mississippi as well as enter a new market in Louisiana. The Company’s condensed consolidated statements of income include the results of operations of the Whitney branches from the closing date of the acquisition.

In connection with the acquisition, the Company recorded $8.7 million of goodwill and $2.4 million of core deposit intangible. The core deposit intangible of $2.4 million will be expensed over 10 years. The recorded goodwill is deductible for tax purposes.

The Company acquired the $46.8 million loan portfolio at a fair value discount of $.7 million. The discount represents expected credit losses, adjustments to market interest rates and liquidity adjustments. The non credit quality portion of the discount was $.1 million and the credit quality portion of the discount was $.6 million.

The amounts of the acquired identifiable assets and liabilities as of the acquisition date were as follows (dollars in thousands):

Purchase price:	
Cash	$9,100
Total purchase price	9,100
Identifiable assets:	
Cash	125,243
Loans and leases	46,118
Core deposit intangible	2,402
Personal and real property	7,481
Other assets	95
Total assets	181,339
Liabilities and equity:	
Deposits	179,196
Other liabilities	1,703
Total liabilities	180,899
Net assets acquired	440
Goodwill resulting from acquisition	$8,660

The outstanding principal balance and the carrying amount of these loans included in the consolidated balance sheet at March 31, 2012 are as follows (dollars in thousands):

Outstanding principal balance	$35,197
Carrying amount	34,677

All loans obtained in the acquisition of the Whitney branches reflect no specific evidence of credit deterioration and very low probability that the Company would be unable to collect all contractually required principal and interest payments.

NOTE D – PREFERRED STOCK AND WARRANT

On February 6, 2009, as part of the U.S. Department of Treasury's ("Treasury") Capital Purchase Program ("CPP"), the Company received a $5.0 million equity investment by issuing 5 thousand shares of Series A, no par value preferred stock to the Treasury pursuant to a Letter Agreement and Securities Purchase Agreement that was previously disclosed by the Company. The Company also issued a warrant to the Treasury allowing it to purchase 54,705 shares of the Company's common stock at an exercise price of $13.71. The warrant can be exercised immediately and has a term of 10 years.

The non-voting Series A preferred shares issued, with a liquidation preference of $1 thousand per share, will pay a cumulative cash dividend quarterly at 5% per annum during the first five years the preferred shares are outstanding, resetting to 9% thereafter if not redeemed. The CPP also includes certain restrictions on dividend payments of the Company's lower ranking equity and the ability to purchase its outstanding common shares.

The Company allocated the proceeds received from the Treasury, net of transaction costs, on a pro rata basis to the Series A preferred stock and the warrant based on their relative fair values. The Company assigned $.3 million and $4.7 million to the warrant and the Series A preferred stock, respectively. The resulting discount on the Series A preferred stock is being accreted up to the $5.0 million liquidation amount at the time of the exchange that is described in the following paragraphs.

On September 29, 2010, and pursuant to the terms of the letter agreement between the Company and the United States Department of the Treasury ("Treasury"), the Company closed a transaction whereby Treasury exchanged its 5,000 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series UST, (the "CPP Preferred Shares") for 5,000 shares of a new series of preferred stock designated Fixed Rate Cumulative Perpetual Preferred Stock, Series CD (the "CDCI Preferred Shares"). On the same day, and pursuant to the terms of the letter agreement between the Company and Treasury, the Company issued an additional 12,123 CDCI Preferred Shares to Treasury for a purchase price of $12,123,000. As a result of the CDCI Transactions, the Company is no longer participating in the TARP Capital Purchase Program being administered by Treasury and is now participating in Treasury's TARP Community Development Capital Initiative (the "CDCI"). The terms of the CDCI Transactions are more fully set forth in the Exchange Letter Agreement and the Purchase Letter Agreement.

The Letter Agreement, pursuant to which the Preferred Shares were exchanged, contains limitations on the payment of dividends on the common stock to no more than 100% of the aggregate per share dividend and distributions for the immediate prior fiscal year (dividends of $0.15 per share were declared and paid in 2010) and on the Company's ability to repurchase its common stock, and continues to subject the Company to certain of the executive compensation limitations included in the Emergency Economic Stabilization Act of 2008 (EESA), as previously disclosed by the Company.

The most significant difference in terms between the CDCI Preferred Shares and the CPP Preferred Shares is the dividend rate applicable to each. The CPP Preferred Shares entitled the holder to an annual dividend of 5% of the liquidation value of the shares, payable quarterly in arrears; by contrast, the CDCI Preferred Shares entitle the holder to an annual dividend of 2% of the liquidation value of the shares, payable quarterly in arrears. Other differences in terms between the CDCI Preferred Shares and the CPP Preferred Shares, including, without limitation, the restrictions on common stock dividends and on redemption of common stock and other securities exist. The terms of the CDCI Preferred Shares are more fully set forth in the Articles of Amendment creating the CDCI Preferred Shares, which Articles of Amendment were filed with the Mississippi Secretary of State on September 27, 2010.

As a condition to participation in the CDCI, the Company was required to obtain certification as a Community Development Financial Institution (a "CDFI") from Treasury's Community Development Financial Fund. On September 28, 2010, the Company was notified that its application for CDFI certification had been approved. In order to become certified and maintain its certification as a CDFI, the Company is required to meet the CDFI eligibility requirements set forth in 12 C.F.R. 1805.201(b).

NOTE E — EARNINGS APPLICABLE TO COMMON STOCKHOLDERS

Basic per share data is calculated based on the weighted-average number of common shares outstanding during the reporting period. Diluted per share data includes any dilution from potential common stock outstanding, such as stock options.

	For the Three Months Ended March 31, 2012		
	Net Income (Numerator)	Shares (Denominator)	Per Share Data
Basic per share	$865,000	3,079,337	$ .28
Effect of dilutive shares:			
Restricted stock grants		16,591	
Diluted per share	$865,000	3,095,928	$ .28

	For the Three Months Ended March 31, 2011		
	Net Income (Numerator)	Shares (Denominator)	Per Share Data
Basic per share	$415,000	3,054,789	$ .14
Effect of dilutive shares:			
Restricted stock grants		5,271	
Diluted per share	$415,000	3,060,060	$ .14

The Company granted 42,795 shares of restricted stock in the first quarter of 2012 and 33,850 shares of restricted stock in the first quarter of 2011.

NOTE F — COMPREHENSIVE INCOME

The following table discloses Comprehensive Income for the periods reported in the Consolidated Statements of Income:

(In thousands)

	Quarter Ended March 31,	
	2012	2011

Net Income	$971	$501
Other Comprehensive Income, net of tax:		
Unrealized holding gains on available-for-sale securities during the period	367	184
Unrealized gain (loss) on derivative carried at fair value during the period	(18)	1
Comprehensive Income	$1,320	$686
Unrealized holding gains on available-for-sale securities during the period, net of tax	$367	$184
Unrealized gain (loss) on derivative carried at fair value during the period, net of tax	(18)	1
Accumulated Other Comprehensive Gain (Loss), beginning of period	562	(577)
Accumulated Other Comprehensive Income Gain (Loss), end of period	$911	$(392)

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NOTE G — FAIR VALUE OF ASSETS AND LIABILITIES

The Company groups its financial assets measured at fair value in three levels, based on the markets in which the assets are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1:	Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock Exchange. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.
Level 2:	Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third party pricing services for identical or comparable assets or liabilities which use observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets and liabilities
Level 3:	Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis and recognized in the accompanying balance sheets.

Available-for-Sale Securities

The fair value of available-for-sale securities is determined by various valuation methodologies. Where quoted market prices are available in an active market, securities are classified within Level 1. If quoted market prices are not available, then fair values are estimated by using pricing models or quoted prices of securities with similar characteristics. Level 2 securities include U.S. Treasury securities, obligations of U.S. government corporations and agencies, obligations of states and political subdivisions, mortgage-backed securities and collateralized mortgage obligations. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy.

The following table presents the Company’s assets that are measured at fair value on a recurring basis and the level within the hierarchy in which the fair value measurements fell as of March 31,2012 and December 31, 2011 (in thousands):

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March 31, 2012

		Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Obligations of U. S. Government Agencies	$ 52,850	$ -	$ 52,850	$ -
Municipal securities	95,502	-	95,502	-
Mortgage-backed securities	67,429	-	67,429	-
Corporate obligations	13,640	-	11,283	2,357
Other	974	974	-	-
Total	$ 230,395	$ 974	$ 227,064	$ 2,357

December 31, 2011

		Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Obligations of U. S. Government Agencies	$ 43,673	$ -	$ 43,673	$ -
Municipal securities	94,259	-	94,259	-
Mortgage-backed securities	59,330	-	59,330	-
Corporate obligations	14,293	-	12,041	2,252
Other	974	974	-	-
Total	$ 212,529	$ 974	$ 209,303	$ 2,252

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The following is a reconciliation of activity for assets measured at fair value based on significant unobservable (non-market) information.

(*Dollars in thousands*)	Bank-Issued Trust Preferred Securities	
	2012	2011
Balance, January 1	$2,252	$2,619
Transfers into Level 3	-	-
Transfers out of Level 3	-	-
Other-than-temporary impairment loss included in earnings	-	(4)
Unrealized gain (loss) included in comprehensive income	105	(363)
Balance at March 31, 2012 and December 31, 2011	$2,357	$2,252

Following is a description of the valuation methodologies used for assets measured at fair value on a non-recurring basis and recognized in the accompanying balance sheets, as well as the general classification of such assets pursuant to the valuation hierarchy.

Impaired Loans

Loans for which it is probable that the Company will not collect all principal and interest due according to contractual terms are measured for impairment. Allowable methods for estimating fair value include using the fair value of the collateral for collateral dependent loans or, where a loan is determined not to be collateral dependent, using the discounted cash flow method.

If the impaired loan is identified as collateral dependent, then the fair value method of measuring the amount of impairment is utilized. This method requires obtaining a current independent appraisal of the collateral and applying a discount factor to the value. If the impaired loan is determined not to be collateral dependent, then the discounted cash flow method is used. This method requires the impaired loan to be recorded at the present value of expected future cash flows discounted at the loan's effective interest rate. The effective interest rate of a loan is the contractual interest rate adjusted for any net deferred loan fees or costs, or premium or discount existing at origination or acquisition of the loan. Impaired loans are classified within Level 2 of the fair value hierarchy.

Other Real Estate Owned

Other real estate owned acquired through loan foreclosure is initially recorded at fair value less estimated costs to sell, establishing a new cost basis. The adjustment at the time of foreclosure is recorded through the allowance for loan losses. Due to the subjective nature of establishing the fair value, the actual fair value of the other real estate owned or foreclosed asset could differ from the original estimate. If it is determined the fair value declines subsequent to foreclosure, a valuation allowance is recorded through non-interest expense. Operating costs associated with the assets are also recorded as non-interest expense. Gains and losses on the disposition of other real estate owned and foreclosed assets are netted and posted to other non-interest expense. Other real estate owned measured at fair value on a non-recurring basis at March 31, 2012, amounted to $6.4 million. Other real estate owned is classified within Level 2 of the fair value hierarchy.

The following table presents the fair value measurement of assets measured at fair value on a nonrecurring basis and the level within the fair value hierarchy in which the fair value measurements fell at March 31, 2012 and December 31, 2011.

($ in thousands)

March 31, 2012

	Fair Value	Fair Value Measurements Using Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans	$2,888	-	$ 2,888	-
Other real estate owned	6,386	-	6,386	-

December 31, 2011

	Fair Value	Fair Value Measurements Using Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans	$5,125	$-	$ 5,125	$ -
Other real estate owned	4,353	-	4,353	-

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate that value:

Cash and Cash Equivalents – For such short-term instruments, the carrying amount is a reasonable estimate of fair value.

Investment in securities available-for-sale and held-to-maturity – The fair value measurement for securities available-for-sale was discussed earlier. The same measurement approach was used for securities held-to-maturity.

Loans – The fair value of loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

Deposits – The fair values of demand deposits are, as required by ASC Topic 825, equal to the carrying value of such deposits. Demand deposits include noninterest-bearing demand deposits, savings accounts, NOW accounts, and money market demand accounts. The fair value of variable rate term deposits, those repricing within six months or less, approximates the carrying value of these deposits. Discounted cash flows have been used to value fixed rate term deposits and variable rate term deposits repricing after six months. The discount rate used is based on interest rates currently being offered on comparable deposits as to amount and term.

Short-Term Borrowings – The carrying value of any federal funds purchased and other short-term borrowings approximates their fair values.

FHLB and Other Borrowings – The fair value of the fixed rate borrowings are estimated using discounted cash flows, based on current incremental borrowing rates for similar types of borrowing arrangements. The carrying amount of any variable rate borrowing approximates its fair value.

Subordinated Debentures – The subordinated debentures bear interest at a variable rate and the carrying value approximates the fair value.

Off-Balance Sheet Instruments – Fair values of off-balance sheet financial instruments are based on fees charged to enter into similar agreements. However, commitments to extend credit do not represent a significant value until such commitments are funded or closed. Management has determined that these instruments do not have a distinguishable fair value and no fair value has been assigned.

	As of March 31, 2012		As of December 31, 2011	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
	(In thousands)			
Financial Instruments:				
Assets:				
Cash and cash equivalents	$46,909	$46,909	$23,181	$23,181
Securities available-for-sale	230,395	230,395	212,529	212,529
Securities held-to-maturity	8,492	8,759	6,002	6,002
Other securities	2,803	2,803	2,645	2,645
Loans, net	378,373	390,337	383,417	396,905
Liabilities:				

Noninterest-bearing deposits	$110,198	$110,198	$107,129	$107,129
Interest-bearing deposits	501,116	501,868	466,265	467,198
Subordinated debentures	10,310	10,310	10,310	10,310
FHLB and other borrowings	26,801	26,801	27,032	27,032

NOTE H — LOANS

Loans typically provide higher yields than the other types of earning assets, and thus one of the Company's goals is for loans to be the largest category of the Company's earning assets. At March 31, 2012 and December 31, 2011, respectively, loans accounted for 58.0% and 62.4% of earning assets. The Company controls and mitigates the inherent credit and liquidity risks through the composition of its loan portfolio.

The following table shows the composition of the loan portfolio by category:

Composition of Loan Portfolio

	March 31, 2012		December 31, 2011	
	Amount	Percent of Total	Amount	Percent of Total
	(Dollars in thousands)			
Mortgage loans held for sale	$2,300	0.6 %	$2,906	0.7 %
Commercial, financial and agricultural	48,907	12.8	48,385	12.5
Real Estate:				
Mortgage-commercial	132,296	34.6	138,943	35.8
Mortgage-residential	107,990	28.2	117,692	30.3
Construction	77,418	20.2	63,357	16.3
Consumer and other	13,834	3.6	16,645	4.4
Total loans	382,745	100 %	387,928	100 %
Allowance for loan losses	(4,372)		(4,511)	
Net loans	$378,373		$383,417	

In the context of this discussion, a "real estate mortgage loan" is defined as any loan, other than a loan for construction purposes, secured by real estate, regardless of the purpose of the loan. The Company follows the common practice of financial institutions in the Company’s market area of obtaining a security interest in real estate whenever possible, in addition to any other available collateral. This collateral is taken to reinforce the likelihood of the ultimate repayment of the loan and tends to increase the magnitude of the real estate loan portfolio component. Generally, the Company limits its loan-to-value ratio to 80%. Management attempts to maintain a conservative philosophy regarding its underwriting guidelines and believes it will reduce the risk elements of its loan portfolio through strategies that diversify the lending mix.

Loans held for sale consist of mortgage loans originated by the Bank and sold into the secondary market. Commitments from investors to purchase the loans are obtained upon origination.

Activity in the allowance for loan losses for the period is as follows:

(In thousands)

	Three Months Ended March 31, 2012
Balance at beginning of period	$ 4,511
Loans charged-off:	
Real Estate	(268)
Installment and Other	(33)
Commercial, Financial and Agriculture	(24)
Total	(325)
Recoveries on loans previously charged-off:	
Real Estate	1
Installment and Other	17
Commercial, Financial and Agriculture	16
Total	34
Net Charge-offs	(291)
Provision for Loan Losses	152
Balance at end of period	$ 4,372

The following tables represent how the allowance for loan losses is allocated to a particular loan type as well as the percentage of the category to total loans at March 31, 2012 and December 31, 2011.

Allocation of the Allowance for Loan Losses

	March 31, 2012 (Dollars in thousands)		
	Amount	% of loans in each category to total loans	
Commercial Non Real Estate	$419	12.5	%
Commercial Real Estate	3,084	66.4	
Consumer Real Estate	709	16.0	
Consumer	95	5.1	
Unallocated	65	-	
Total	$4,372	100	%

	December 31, 2011 (Dollars in thousands)		
	Amount	% of loans in each category to total loans	
Commercial Non Real Estate	$397	16.3	%
Commercial Real Estate	3,356	63.8	
Consumer Real Estate	680	15.7	
Consumer	78	4.2	
Unallocated	-	-	
Total	$4,511	100	%

The following table represents the Company's impaired loans at March 31, 2012 and December 31, 2011. This table excludes performing troubled debt restructurings.

	March 31,	December 31,

	2012	2011
	(In thousands)	
Impaired Loans:		
Impaired loans without a valuation allowance	$1,290	$ 2,791
Impaired loans with a valuation allowance	1,598	2,334
Total impaired loans	$2,888	$ 5,125
Allowance for loan losses on impaired loans at period end	616	738
Total nonaccrual loans	2,888	5,125
Past due 90 days or more and still accruing	2,744	496
Average investment in impaired loans	4,007	4,185

The following table is a summary of interest recognized and cash-basis interest earned on impaired loans:

	Three Months Ended March 31, 2012
Average of individually impaired loans during period	$ 4,007
Interest income recognized during impairment	-
Cash-basis interest income recognized	1

The gross interest income that would have been recorded in the period that ended if the nonaccrual loans had been current in accordance with their original terms and had been outstanding throughout the period or since origination, if held for part of the three months ended March 31, 2012, was $15,000. The Company had no loan commitments to borrowers in non-accrual status at March 31, 2012 and 2011.

The following tables provide the ending balances in the Company's loans (excluding mortgage loans held for sale) and allowance for loan losses, broken down by portfolio segment as of March 31, 2012 and December 31, 2011. The tables also provide additional detail as to the amount of our loans and allowance that correspond to individual versus collective impairment evaluation. The impairment evaluation corresponds to the Company's systematic methodology for estimating its Allowance for Loan Losses.

March 31, 2012

	Real Estate	Installment and Other	Commercial, Financial and Agriculture	Total
	(In thousands)			
Loans				
Individually evaluated	$2,557	$ 36	$ 295	$2,888
Collectively evaluated	310,908	19,361	47,288	377,557
Total	$313,465	$ 19,397	$ 47,583	$380,445
Allowance for Loan Losses				
Individually evaluated	$489	$ 13	$ 114	$616
Collectively evaluated	3,304	147	305	3,756
Total	$3,793	$ 160	$ 419	$4,372

December 31, 2011

	Real Estate	Installment and Other	Commercial, Financial and Agriculture	Total
	(In thousands)			
Loans				
Individually evaluated	$4,841	$ 38	$ 246	$5,125

Collectively evaluated	301,271	16,107	62,519	379,897
Total	$306,112	$ 16,145	$ 62,765	$385,022
Allowance for Loan Losses				
Individually evaluated	$662	$ 13	$ 63	$738
Collectively evaluated	3,375	64	334	3,773
Total	$4,037	$ 77	$ 397	$4,511

The following tables provide additional detail of impaired loans broken out according to class as of March 31, 2012 and December 31, 2011. The recorded investment included in the following table represents customer balances net of any partial charge-offs recognized on the loans, net of any deferred fees and costs. As nearly all of our impaired loans at March 31, 2012 are on nonaccrual status, recorded investment excludes any insignificant amount of accrued interest receivable on loans 90-days or more past due and still accruing. The unpaid balance represents the recorded balance prior to any partial charge-offs.

March 31, 2012

	Recorded Investment	Unpaid Balance	Related Allowance	Average Recorded Investment YTD	Interest Income Recognized YTD
	(In thousands)				
Impaired loans with no related allowance:					
Commercial installment	$77	$77	$ -	$ 99	$ -
Commercial real estate	889	889	-	1,654	1
Consumer real estate	317	317	-	264	-
Consumer installment	7	7	-	8	-
Total	$1,290	$1,290	$ -	$ 2,025	$ 1
Impaired loans with a related allowance:					
Commercial installment	$218	$218	$ 114	$ 172	$ -
Commercial real estate	1,006	1,006	383	1,270	-
Consumer real estate	345	345	106	511	-
Consumer installment	29	29	13	29	-
Total	$1,598	$1,598	$ 616	$ 1,982	$ -
Total Impaired Loans:					
Commercial installment	$295	$295	$ 114	$ 271	$ -
Commercial real estate	1,895	1,895	383	2,924	1
Consumer real estate	662	662	106	775	-
Consumer installment	36	36	13	37	-
Total Impaired Loans	$2,888	$2,888	$ 616	$ 4,007	$ 1

December 31, 2011

	Recorded Investment	Unpaid Balance	Related Allowance	Average Recorded Investment YTD	Interest Income Recognized YTD
	(In thousands)				
Impaired loans with no related allowance:					
Commercial installment	$121	$121	$ -	$ 69	$ 5
Commercial real estate	2,420	2,420	-	1,457	85
Consumer real estate	241	241	-	288	3
Consumer installment	9	9	-	11	-
Total	$2,791	$2,791	$ -	$ 1,825	$ 93
Impaired loans with a related allowance:					
Commercial installment	$125	$125	$ 63	$ 128	$ -
Commercial real estate	1,533	1,533	571	1,463	23
Consumer real estate	647	647	91	740	12
Consumer installment	29	29	13	29	6
Total	$2,334	$2,334	$ 738	$ 2,360	$ 41
Total Impaired Loans:					
Commercial installment	$246	$246	$ 63	$ 197	$ 5
Commercial real estate	3,953	3,953	571	2,920	108
Consumer real estate	888	888	91	1,028	15
Consumer installment	38	38	13	40	6
Total Impaired Loans	$5,125	$5,125	$ 738	$ 4,185	$ 134

The following tables provide additional detail of troubled debt restructurings at March 31, 2012.

For the Three Months Ending March 31, 2012

	Outstanding Recorded Investment Pre - Modification	Outstanding Recorded Investment Post - Modification	Number of Loans	Interest Income Recognized
	(in thousands except number of loans)			
Commercial installment	$-	$-	-	$-
Commercial real estate	-	-	-	-

Consumer real estate	-	-	-	-
Consumer installment	-	-	-	-
	$-	$-	-	$-

The balance of troubled debt restructurings at March 31, 2012 was $0. There was no allocation in specific reserves established with respect to these loans as of March 31, 2012. As of March 31, 2012, the Company had no additional amount committed on any loan classified as troubled debt restructuring.

The recorded investment in receivables for which the allowance for credit losses was previously measured under a general allowance for credit losses methodology and are now impaired under Section 310-10-35 was $0. The allowance for credit losses associated with those receivables on the basis of a current evaluation of loss was $0. All loans were performing as agreed with modified terms.

During the three month period ending March 31, 2012, there were no loans modified as TDR.

The following tables summarize by class our loans classified as past due in excess of 30 days or more in addition to those loans classified as non-accrual:

	March 31, 2012 (In thousands)				
	Past Due 30 to 89 Days	Past Due 90 Days or More and Still Accruing	Non-Accrual	Total Past Due and Non-Accrual	Total Loans
Real Estate-construction	$949	$ 608	$ 728	$ 2,285	$77,418
Real Estate-mortgage	2,297	72	821	3,190	107,990
Real Estate-non farm non residential	525	1,535	974	3,034	132,296
Commercial	213	513	295	1,021	48,907
Consumer	88	16	70	174	13,834
Total	$4,072	$ 2,744	$ 2,888	$ 9,704	$380,445

December 31, 2011 (In thousands)				
Past Due 30 to 89 Days	Past Due 90 Days or More and Still Accruing	Non-Accrual	Total Past Due and Non-Accrual	Total Loans