FIRST BANCSHARES INC /MS/
Form 10-Q
November 13, 2012

U. S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED: September 30, 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 EXECUTIVE OFFICES)	(ZIP CODE)

(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 September 30, 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) September 30, 2012	December 31, 2011
ASSETS		
Cash and due from banks	$ 20,070	$ 10,152
Interest-bearing deposits with banks	15,652	12,788
Federal funds sold	990	241
Total cash and cash equivalents	36,712	23,181
Securities held-to-maturity, at amortized cost	8,478	6,002
Securities available-for-sale, at fair value	233,621	212,529
Other securities	2,638	2,645
Total securities	244,737	221,176
Loans held for sale	4,898	2,906
Loans	388,062	385,022
Allowance for loan losses	(4,400)	(4,511)
Loans, net	388,560	383,417
Premises and equipment	22,522	22,991
Interest receivable	3,054	2,772
Cash surrender value of life insurance	6,400	6,270
Goodwill	9,362	9,362
Other assets	6,313	7,891

Other real estate owned	8,008	4,353
TOTAL ASSETS	$ 725,668	$ 681,413
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES:		
Deposits:		
Noninterest-bearing	$ 110,051	$ 107,129
Interest-bearing	511,882	466,265
TOTAL DEPOSITS	621,933	573,394
Interest payable	227	308
Borrowed funds	16,781	27,032
Subordinated debentures	10,310	10,310
Other liabilities	11,045	9,944
TOTAL LIABILITIES	660,296	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 Sept. 30, 2012 and at December 31, 2011	17,000	16,939
Common stock, par value $1 per share, 10,000,000 shares authorized; 3,135,361 and 3,092,566 shares issued at Sept. 30, 2012 and at December 31, 2011	3,135	3,093
Additional paid-in capital	23,636	23,504
Retained earnings	19,000	16,791
Accumulated other comprehensive income	3,060	562
Treasury stock, at cost, 26,494 shares at Sept. 30, 2012 and at December 31, 2011	(464)	(464)
TOTAL STOCKHOLDERS' EQUITY	65,372	60,425
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 725,668	$ 681,413

THE FIRST BANCSHARES, INC.

CONSOLIDATED STATEMENTS OF INCOME

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

	(Unaudited)			
	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2012	2011	2012	2011
INTEREST INCOME:				
Interest and fees on loans	$5,204	$5,165	$16,011	$15,296
Interest and dividends on securities:				
Taxable interest and dividends	731	452	2,154	1,290
Tax exempt interest	513	366	1,527	1,029
Interest on federal funds sold	11	16	42	58
TOTAL INTEREST INCOME	6,459	5,999	19,734	17,673
INTEREST EXPENSE:				
Interest on deposits	714	963	2,440	3,271
Interest on borrowed funds	314	304	870	908
TOTAL INTEREST EXPENSE	1,028	1,267	3,310	4,179
NET INTEREST INCOME	5,431	4,732	16,424	13,494
PROVISION FOR LOAN LOSSES	371	230	744	883
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	5,060	4,502	15,680	12,611
OTHER INCOME:				
Service charges on deposit accounts	853	632	2,580	1,758
Other service charges and fees	665	456	1,923	1,273
Impairment loss on securities:				
Total other-than-temporary impairment (gain)loss	-	(52)	-	(141)
Portion of gain (loss) recognized in other comprehensive income	-	52	-	137
Net impairment loss recognized in earnings	-	-	-	(4)

TOTAL OTHER INCOME	1,518	1,088	4,503	3,027
OTHER EXPENSES:				
Salaries and employee benefits	3,075	2,391	9,009	6,864
Occupancy and equipment	493	534	2,402	1,466
Other	1,869	1,554	4,962	4,966
TOTAL OTHER EXPENSES	5,437	4,479	16,373	13,296
INCOME BEFORE INCOME TAXES	1,141	1,111	3,810	2,342
INCOME TAXES	269	365	930	425
NET INCOME	872	746	2,880	1,917
PREFERRED STOCK ACCRETION AND DIVIDENDS	106	86	318	257
NET INCOME APPLICABLE TO COMMON STOCKHOLDERS	$766	$660	$2,562	$1,660
NET INCOME APPLICABLE TO COMMON STOCKHOLDERS:				
BASIC	$.25	$.22	$.83	$.54
DILUTED	.24	.21	.82	.54
DIVIDENDS PER SHARE – COMMON	.0375	.0375	.1125	.1125

THE FIRST BANCSHARES, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended Sept. 30,		Nine Months Ended Sept. 30	
	2012	2011	2012	2011
Net income per consolidated statements of income	$872	$746	$2,880	$1,917
Other comprehensive income, net of tax:				
Unrealized gains (losses) on available-for- sale securities:				
Unrealized holding gains (losses) arising during the period	1,313	(103)	2,450	1,035
Unrealized gain on derivative carried at fair value during the period	24	51	48	34
Comprehensive Income	$2,209	$694	$5,378	$2,986

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	-	-	-	-	1,917	-	-	1,917
Net change in unrealized gain(loss)on available- for-sale securities, net of tax	-	-	-	-	-	1,035	-	1,035
Net change in unrealized gain(loss)on derivative, net of tax	-	-	-	-	-	34	-	34
Dividends on preferred stock	-	-	-	-	(257)	-	-	(257)
Dividends on common stock, $.1125 per share	-	-	-	-	(346)	-	-	(346)
Restricted stock grant	34	-	-	(34)	-	-	-	-
Compensation expense	-	-	-	88	-	-	-	88
Balance, Sept. 30, 2011	$ 3,093	$ 16,939	$ 284	$ 23,189	$ 16,037	$ 492	$ (464)	$ 59,570
Balance, January 1, 2012	$ 3,093	$ 16,939	$ 284	$ 23,220	$ 16,791	$ 562	$ (464)	$ 60,425
Net income	-	-	-	-	2,880	-	-	2,880
Net change in unrealized gain(loss)on available- for-sale securities, net of tax	-	-	-	-	-	2,450	-	2,450
Net change in unrealized gain(loss)on derivative, net of tax	-	-	-	-	-	48	-	48
Accretion and dividends on preferred stock	-	61	-	-	(318)	-	-	(257)
Dividends on common stock, $.1125 per share	-	-	-	-	(348)	-	-	(348)
Restricted stock grant	42		-	(42)	-	-	-	-
Compensation expense	-	-	-	174	-	-	-	174
Balance, Sept. 30, 2012	$ 3,135	$ 17,000	$ 284	$ 23,352	$ 19,005	$ 3,060	$ (464)	$ 65,372

THE FIRST BANCSHARES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

($ Amounts in Thousands)

	(Unaudited) Nine Months Ended Sept. 30,	
	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES:		
NET INCOME	$2,880	$1,917
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, amortization and accretion	1,894	821
Impairment loss on securities	-	4
Provision for loan losses	744	883
Loss on sale/writedown of ORE	396	127
Restricted stock expense	174	88
Increase in cash value of life insurance	(130)	(140)
Federal Home Loan Bank stock dividends	(3)	(3)
Changes in:		
Interest receivable	(282)	(297)
Loans held for sale, net	(1,914)	(1,020)
Interest payable	(81)	(71)
Other, net	3,287	2,264
NET CASH PROVIDED BY OPERATING ACTIVITIES	6,965	4,573
CASH FLOWS FROM INVESTING ACTIVITIES:		
Maturities and calls of securities available- for-sale	40,136	36,901
Purchases of securities available-for-sale and held-to-maturity	(60,762)	(64,876)
Net redemptions of other securities	11	-
Net increase in loans	(10,020)	(13,854)
Net additions in premises and equipment	(428)	(1,189)
Cash received from acquisition	-	116,143
NET CASH PROVIDED BY (USED IN)INVESTING ACTIVITIES	(31,063)	73,125
CASH FLOWS FROM FINANCING ACTIVITIES:		
Increase in deposits	48,477	26,267
Net increase (decrease) in borrowed funds	(10,251)	(3,056)
Dividends paid on common stock	(340)	(340)
Dividends paid on preferred stock	(257)	(257)

NET CASH PROVIDED BY FINANCING ACTIVITIES	37,629	22,614
NET INCREASE IN CASH	13,531	100,312
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	23,181	33,976
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$36,712	$134,288
SUPPLEMENTAL DISCLOSURES:		
CASH PAYMENTS FOR INTEREST	3,391	4,250
CASH PAYMENTS FOR INCOME TAXES	967	788
LOANS TRANSFERRED TO OTHER REAL ESTATE	6,353	2,957
ISSUANCE OF RESTRICTED STOCK GRANTS	42	34

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 nine months ended September 30, 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 September 30, 2012, the Company had approximately $725.7 million in assets, $393.0 million in loans, $621.9 million in deposits, and $65.4 million in stockholders' equity. For the nine months ended September 30, 2012, the Company reported net income of $2.9 million ($2.6 million applicable to common stockholders).

In the first, second and third quarters 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.

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 September 30, 2012, are as follows (dollars in thousands):

Outstanding principal balance	$26,467
Carrying amount	26,099

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 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% increasing to 9% after 5 years 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% for 8 years 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 participate in the CDCI, the Company was required to obtain certification as a Community Development Financial Institution (a “CDFI”) from the 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 September 30, 2012		
	Net Income (Numerator)	Shares (Denominator)	Per Share Data
Basic per share	$766,000	3,108,867	$ .25
Effect of dilutive shares:			
Restricted stock grants		26,378	
Diluted per share	$766,000	3,135,245	$ .24

	For the Nine Months Ended September 30, 2012		
	Net Income (Numerator)	Shares (Denominator)	Per Share Data
Basic per share	2,562,000	3,099,024	$ .83
Effect of dilutive shares:			
Restricted stock grants		26,378	
Diluted per share	$2,562,000	3,125,402	$ .82

	For the Three Months Ended September 30, 2011		
	Net Income (Numerator)	Shares (Denominator)	Per Share Data
Basic per share	$660,000	3,066,072	$ .22
Effect of dilutive shares:			
Restricted stock grants		9,379	
Diluted per share	$660,000	3,075,451	$ .21

	For the Nine Months Ended September 30, 2011		
	Net Income (Numerator)	Shares (Denominator)	Per Share Data

Basic per share	$1,660,000	3,062,311	$ .54
Effect of dilutive shares:			
Restricted stock grants		9,379	
Diluted per share	$1,660,000	3,071,690	$ .54

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)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Unrealized holding gains (losses) on available-for-sale securities during the period, net of tax	$1,313	$(103)	$2,450	$1,035
Unrealized gain on derivative carried at fair value during the period, net of tax	24	51	48	34
Accumulated Other Comprehensive Income(Loss) beginning of period	1,723	544	562	(577)
Accumulated Other Comprehensive Income, end of period	$3,060	$492	$3,060	$492

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 September 30,2012 and December 31, 2011 (in thousands):

September 30, 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	$ 46,712	$ -	$ 46,712	$ -
Municipal securities	99,783	-	99,783	-
Mortgage-backed securities	64,557	-	64,557	-
Corporate obligations	21,596	-	18,665	2,931
Other	973	973	-	-
Total	$ 233,621	$ 973	$ 229,717	$ 2,931

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

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	679	(363)
Balance at September 30, 2012 and December 31, 2011	$2,931	$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 September 30, 2012, amounted to $8.0 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 September 30, 2012 and December 31, 2011.

($ in thousands)

September 30, 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)
Impaired loans	$ 3,135	$ -	$ 3,135	$ -
Other real estate owned	8,008	-	8,008	-

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)
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 September 30, 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	$36,712	$36,712	$23,181	$23,181
Securities available-for-sale	233,621	233,621	212,529	212,529
Securities held-to-maturity	8,478	9,996	6,002	6,002
Other securities	2,638	2,638	2,645	2,645
Loans, net	388,560	400,908	383,417	396,905
Liabilities:				

Noninterest-bearing deposits	$110,051	$110,051	$107,129	$107,129
Interest-bearing deposits	511,882	512,258	466,265	467,198
Subordinated debentures	10,310	10,310	10,310	10,310
FHLB and other borrowings	16,781	16,781	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 September 30, 2012 and December 31, 2011, respectively, loans accounted for 60.1% 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

	Sept. 30, 2012		December 31, 2011	
	Amount	Percent of Total	Amount	Percent of Total
	(Dollars in thousands)			
Mortgage loans held for sale	$4,898	1.2 %	$2,906	0.7 %
Commercial, financial and agricultural	51,616	13.1	48,385	12.5
Real Estate:				
Mortgage-commercial	135,660	34.5	138,943	35.8
Mortgage-residential	129,149	32.9	117,692	30.3
Construction	56,761	14.4	63,357	16.3
Consumer and other	14,876	3.9	16,645	4.4
Total loans	392,960	100 %	387,928	100 %
Allowance for loan losses	(4,400)		(4,511)	
Net loans	$388,560		$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 Sept. 30, 2012	Nine Months Ended Sept. 30, 2012
Balance at beginning of period	$ 4,468	$ 4,511
Loans charged-off:		
Real Estate	(314)	(678)
Installment and Other	(53)	(151)
Commercial, Financial and Agriculture	(114)	(140)
Total	(481)	(969)
Recoveries on loans previously charged-off:		
Real Estate	26	40
Installment and Other	13	52
Commercial, Financial and Agriculture	3	22
Total	42	114
Net Charge-offs	(439)	(855)
Provision for Loan Losses	371	744
Balance at end of period	$ 4,400	$ 4,400

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 September 30, 2012 and December 31, 2011.

Allocation of the Allowance for Loan Losses

	September 30, 2012 (Dollars in thousands)		
	Amount	% of loans in each category to total loans	
Commercial Non Real Estate	$ 292	13.4	%
Commercial Real Estate	3,148	64.2	
Consumer Real Estate	727	16.8	
Consumer	137	5.6	
Unallocated	96	-	
Total	$ 4,400	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 September 30, 2012 and December 31, 2011. This table excludes performing troubled debt restructurings.

	Sept. 30, 2012	December 31, 2011
	(In thousands)	
Impaired Loans:		
Impaired loans without a valuation allowance	$ 1,302	$ 2,791
Impaired loans with a valuation allowance	1,833	2,334

Total impaired loans	$3,135	$ 5,125
Allowance for loan losses on impaired loans at period end	771	738
Total nonaccrual loans	2,808	5,125
Past due 90 days or more and still accruing	878	496
Average investment in impaired loans	3,363	4,185

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

	Three Months Ended Sept. 30, 2012	Nine Months Ended Sept. 30, 2012
Average of individually impaired loans during period	$ 2,719	$ 2,690
Interest income recognized during impairment	-	-
Cash-basis interest income recognized	5	39

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 and nine months ended September 30, 2012, was $75,900 and $145,300, respectively. The Company had no loan commitments to borrowers in non-accrual status at September 30, 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 September 30, 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.

September 30, 2012

	Real Estate	Installment and Other	Commercial, Financial and Agriculture	Total
	(In thousands)			
Loans				
Individually evaluated	$2,867	$ 47	$ 221	$3,135
Collectively evaluated	311,588	21,637	51,702	384,927
Total	$314,455	$ 21,684	$ 51,923	$388,062
Allowance for Loan Losses				
Individually evaluated	$672	$ 44	$ 55	$771
Collectively evaluated	3,202	190	237	3,629
Total	$3,874	$ 234	$ 292	$4,400

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 September 30, 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 September 30, 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.

September 30, 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	$76	$76	$ -	$ 76	$ -
Commercial real estate	993	993	-	957	3
Consumer real estate	231	231	-	231	10
Consumer installment	2	2	-	2	-
Total	$1,302	$1,302	$ -	$ 1,266	$ 13
Impaired loans with a related allowance:					
Commercial installment	$145	$145	$ 55	$ 164	$ 5
Commercial real estate	1,544	1,544	637	1,079	18

Consumer real estate	99	99	35	175	2
Consumer installment	45	45	44	35	1
Total	$1,833	$1,833	$ 771	$ 1,453	$ 26
Total Impaired Loans:					
Commercial installment	$221	$221	$ 55	$ 240	$ 5
Commercial real estate	2,537	2,537	637	2,036	21
Consumer real estate	330	330	35	406	12
Consumer installment	47	47	44	37	1
Total Impaired Loans	$3,135	$3,135	$ 771	$ 2,719	$ 39

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 September 30, 2012.

For the Three Months Ending September 30, 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	107	107	1	7
Consumer real estate	-	-	-	-
Consumer installment	-	-	-	-
	$ 107	$ 107	1	$ 7

For the Nine Months Ending September 30, 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	107	107	1	7
Consumer real estate	63	63	1	1
Consumer installment	42	42	1	1
	$ 212	$ 212	3	$ 9

The balance of troubled debt restructurings at September 30, 2012 was $210,000. There was $53,000 allocated in specific reserves established with respect to these loans as of September 30, 2012. As of September 30, 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 $210,000. The

allowance for credit losses associated with those receivables on the basis of a current evaluation of loss was $53,000. All loans were performing as agreed with modified terms.

During the three and nine month period ending September 30, 2012, there were 1 and 3, respectively, 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:

	September 30, 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	$222	$ 67	$ 1,615	$ 1,904	$56,761
Real Estate-mortgage	2,236	763	455	3,454	129,149
Real Estate-non farm non residential	509	-	596	1,105	135,660
Commercial	282	-	137	419	51,616
Consumer	146	48	5	199	14,876
Total	$3,395	$ 878	$ 2,808	$ 7,081	$388,062

	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
Real Estate-construction	$70	$ 22	$ 945	$ 1,037	$63,357
Real Estate-mortgage	2,189	311	984	3,484	117,692
Real Estate-non farm non residential	1,662	144	2,877	4,683	138,943
Commercial	138	19	246	403	48,385
Consumer	214	-	73	287	16,645
Total	$4,273	$ 496	$ 5,125	$ 9,894	$385,022

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt, such as: current financial information, historical payment experience credit documentation, public information, and current economic trends, among other factors. The Company uses the following definitions for risk ratings, which are consistent with the definitions used in supervisory guidance:

Special Mention. Loans classified as special mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the Company’s credit position at some future date.

Substandard. Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Doubtful. Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass rated loans.

As of September 30, 2012 and December 31, 2011, and based on the most recent analysis performed, the risk category of loans by class of loans (excluding mortgage loans held for sale) was as follows:

($ in thousands)

September 30, 2012

	Real Estate Commercial	Real Estate Mortgage	Installment and Other	Commercial, Financial and Agriculture	Total
Pass	$ 230,865	$ 64,411	$ 21,603	$ 51,532	$368,411
Special Mention	6,356	148	27	-	6,531
Substandard	12,161	678	54	340	13,233
Doubtful	-	-	-	61	61
Subtotal	249,382	65,237	21,684	51,933	388,236
Less:					
Unearned discount	93	71	-	10	174
Loans, net of unearned discount	$ 249,289	$ 65,166	$ 21,684	$ 51,923	$388,062

December 31, 2011

	Real Estate Commercial	Real Estate Mortgage	Installment and Other	Commercial, Financial and Agriculture	Total
Pass	$ 223,692	$ 57,835	$ 16,004	$ 60,741	$358,272
Special Mention	5,169	71	45	3	5,288
Substandard	16,815	2,553	99	1,846	21,313
Doubtful	-	104	-	175	279

Subtotal	245,676	60,563	16,148	62,765	385,152
Less:					
Unearned discount	94	34	-	2	130
Loans, net of unearned discount	$ 245,582	$ 60,529	$ 16,148	$ 62,763	$385,022

NOTE I — SECURITIES

The following disclosure of the estimated fair value of financial instruments is made in accordance with authoritative guidance. The estimated fair value amounts have been determined using available market information and appropriate valuation methodologies. However, considerable judgment is necessarily required to interpret market data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts that could be realized in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

A summary of the amortized cost and estimated fair value of available-for-sale securities and held-to-maturity securities at September 30, 2012, follows:

($ in thousands)

	September 30, 2012			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available-for-sale securities:				
Obligations of U.S. Government Agencies	$46,421	$ 297	$ 6	$46,712
Tax-exempt and taxable obligations of states and municipal subdivisions	95,832	3,976	25	99,783
Mortgage-backed securities	62,766	1,809	18	64,557
Corporate obligations	22,806	298	1,508	21,596
Other	1,255	-	282	973
Total	$229,080	$ 6,380	$ 1,839	$233,621
Held-to-maturity securities:				
Mortgage-backed securities	$2,478	$ 94	$ -	$2,572
Taxable obligations of states and municipal subdivisions	6,000	1,424	-	7,424
Total	$8,478	$ 1,518	$ -	$9,996

NOTE J — ALLOWANCE FOR LOAN LOSSES

The Company has developed policies and procedures for evaluating the overall quality of its credit portfolio and the timely identification of potential problem loans. Management's judgment as to the adequacy of the allowance is based upon a number of assumptions which it believes to be reasonable, but which may not prove to be accurate, particularly given the Company's short operating history and rapid growth. Thus, there can be no assurance that charge-offs in future periods will not exceed the allowance for loan losses or that additional increases in the loan loss allowance will

not be required.

The Company's allowance consists of two parts. The first part is determined in accordance with authoritative guidance regarding contingencies. The Company's determination of this part of the allowance is based upon quantitative and qualitative factors. A loan loss history based upon the three year quarterly moving average is utilized in determining the appropriate allowance. Historical loss factors are determined by graded and ungraded loans by loan type. These historical loss factors are applied to the loans by loan type to determine an indicated allowance. The loss factors of peer groups are considered in the determination of the allowance and are used to assist in the establishment of a long-term loss history for areas in which this data is unavailable and incorporated into the qualitative factors to be considered. The historical loss factors may also be modified based upon other qualitative factors including but not limited to local and national economic conditions, trends of delinquent loans, changes in lending policies and underwriting standards, concentrations, and management's knowledge of the loan portfolio. These factors require judgment upon the part of management and are based upon state and national economic reports received from various institutions and agencies including the Federal Reserve Bank, United States Bureau of Economic Analysis, Bureau of Labor Statistics, meetings with the Company's loan officers and loan committee, and data and guidance received or obtained from the Company's regulatory authorities.

The second part of the allowance is determined in accordance with authoritative guidance regarding loan impairment. Impaired loans are determined based upon a review by internal loan review and senior loan officers.

The sum of the two parts constitutes management's best estimate of an appropriate allowance for loan losses. When the estimated allowance is determined, it is presented to the Company's audit committee for review and approval on a quarterly basis.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

Impairment is measured on a loan by loan basis, and a specific allowance is assigned to each loan determined to be impaired. Impaired loans not deemed collateral dependent are analyzed according to the ultimate repayment source, whether that is cash flow from the borrower, guarantor or some other source of repayment. Impaired loans are deemed collateral dependent if in the Company's opinion the ultimate source of repayment will be generated from the liquidation of collateral.

The Company discontinues accrual of interest on loans when management believes, after considering economic and business conditions and collection efforts, that a borrower's financial condition is such that the collection of interest is doubtful. Generally, the Company will place a delinquent loan in nonaccrual status when the loan becomes 90 days or more past due. At the time a loan is placed in nonaccrual status, all interest which has been accrued on the loan but remains unpaid is reversed and deducted from earnings as a reduction of reported interest income. No additional interest is accrued on the loan balance until the collection of both principal and interest becomes reasonably certain.

NOTE K – SUBSEQUENT EVENTS

Subsequent events have been evaluated by management through the date the financial statements were issued.

NOTE L – RECLASSIFICATION

Certain amounts in the 2011 financial statements have been reclassified for comparative purposes to conform to the current period financial statement presentation.

ITEM NO. 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FINANCIAL CONDITION

The following discussion contains "forward-looking statements" relating to, without limitation, future economic performance, plans and objectives of management for future operations, and projections of revenues and other financial items that are based on the beliefs of the Company's management, as well as assumptions made by and information currently available to the Company's management. The words "expect," "estimate," "anticipate," and "believe," as well as similar expressions, are intended to identify forward-looking statements. The Company's actual results may differ materially from the results discussed in the forward-looking statements, and the Company's operating performance each quarter is subject to various risks and uncertainties that are discussed in detail in the Company's filings with the Securities and Exchange Commission, including the "Risk Factors" section in the Company's most recently filed Form 10-K.

The First represents the primary asset of the Company. The First reported total assets of $724.3 million at September 30, 2012, compared to $679.9 million at December 31, 2011. Loans increased $5.0 million, or 1.3%, during the first nine months of 2012. Deposits at September 30, 2012, totaled $622.0 million compared to $573.4 million at December 31, 2011. For the nine month period ended September 30, 2012, The First reported net income of $3.2 million compared to $2.4 million for the nine months ended September 30, 2011.

NONPERFORMING ASSETS AND RISK ELEMENTS. Diversification within the loan portfolio is an important means of reducing inherent lending risks. At September 30, 2012, The First had no concentrations of ten percent or more of total loans in any single industry or any geographical area outside its immediate market areas.

At September 30, 2012, The First had loans past due as follows:

	($ In Thousands)
Past due 30 through 89 days	$ 3,395
Past due 90 days or more and still accruing	878

The accrual of interest is discontinued on loans which become ninety days past due (principal and/or interest), unless the loans are adequately secured and in the process of collection. Nonaccrual loans totaled $2.8 million at September 30, 2012, a decrease of $2.3 million from December 31, 2011. Any other real estate owned is carried at fair value, determined by an appraisal. Other real estate owned totaled $8.0 million at September 30, 2012. A loan is classified as

a restructured loan when the following two conditions are present: First, the borrower is experiencing financial difficulty and second, the creditor grants a concession it would not otherwise consider but for the borrower's financial difficulties. At September 30, 2012, the Bank had $210,000 in loans that were modified as troubled debt restructurings.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity is adequate with cash and cash equivalents of $36.7 million as of September 30, 2012. In addition, loans and investment securities repricing or maturing within one year or less exceeded $182.7 million at September 30, 2012. Approximately $76.6 million in loan commitments could fund within the next three months and other commitments, primarily standby letters of credit, totaled $.5 million at September 30, 2012.

There are no known trends or any known commitments or uncertainties that will result in The First's liquidity increasing or decreasing in a significant way.

Total consolidated equity capital at September 30, 2012, was $65.4 million, or approximately 9.0% of total assets. The Company currently has adequate capital positions to meet the minimum capital requirements for all regulatory agencies. The Company's capital ratios as of September 30, 2012, were as follows:

Tier 1 leverage	8.52 %
Tier 1 risk-based	12.87 %
Total risk-based	13.81 %

On June 30, 2006, The Company issued $4,124,000 of floating rate junior subordinated deferrable interest debentures to The First Bancshares Statutory Trust 2 in which the Company owns all of the common equity. The debentures are the sole asset of the Trust. The Trust issued $4,000,000 of Trust Preferred Securities (TPSs) to investors. The Company's obligations under the debentures and related documents, taken together, constitute a full and unconditional guarantee by the Company of the Trust's obligations under the preferred securities. The preferred securities are redeemable by the Company at its option. The preferred securities must be redeemed upon maturity of the debentures in 2036. Interest on the preferred securities is the three month London Interbank Offer Rate (LIBOR) plus 1.65% and is payable quarterly. The terms of the subordinated debentures are identical to those of the preferred securities. On July 27, 2007, The Company issued $6,186,000 of floating rate junior subordinated deferrable interest debentures to The First Bancshares Statutory Trust 3 in which the Company owns all of the common equity. The debentures are the sole asset of Trust 3. The Trust issued $6,000,000 of Trust Preferred Securities (TPSs) to investors. The Company's obligations under the debentures and related documents, taken together, constitute a full and unconditional guarantee by the Company of the Trust's obligations under the preferred securities. The preferred securities are redeemable by the Company in 2012 or later, at its option. The preferred securities must be redeemed upon maturity of the debentures in 2037. Interest on the preferred securities is the three month LIBOR plus 1.40% and is payable quarterly. The terms of the subordinated debentures are identical to those of the preferred securities. In accordance with the authoritative guidance, the trusts are not included in the consolidated financial statements.

RESULTS OF OPERATIONS – QUARTERLY

The Company had a consolidated net income of $872,000 for the three months ended September 30, 2012, compared with consolidated net income of $746,000 for the same period last year.

Net interest income increased to $5,431,000 from $4,732,000 for the three months ended September 30, 2012, or an increase of 14.8% as compared to the same period in 2011. Earning assets through September 30, 2012, increased $8.6 million, or 1.3% and interest-bearing liabilities also increased $6.5 million or 1.2% when compared to September 30,

2011.

Noninterest income for the three months ended September 30, 2012, was $1,518,000 compared to $1,088,000 for the same period in 2011, reflecting an increase of $430,000 or 39.5%. Included in noninterest income is service charges on deposit accounts, which for the three months ended September 30 2012, totaled $853,000 compared to $632,000 for the same period in 2011.

The provision for loan losses was $371,000 for the three months ended September 30, 2012, compared with $230,000 for the same period in 2011. The allowance for loan losses of $4.4 million at September 30, 2012 (approximately 1.12% of total loans and 1.20% of loans excluding those booked at fair value due to business combination) is considered by management to be adequate to cover losses inherent in the loan portfolio. The level of this allowance is dependent upon a number of factors, including the total amount of past due loans, general economic conditions, and management's assessment of potential losses. This evaluation is inherently subjective as it requires estimates that are susceptible to significant change. Ultimately, losses may vary from current estimates and future additions to the allowance may be necessary.

Thus, there can be no assurance that charge-offs in future periods will not exceed the allowance for loan losses or that additional increases in the loan loss allowance will not be required. Management evaluates the adequacy of the allowance for loan losses quarterly and makes provisions for loan losses based on this evaluation.

Noninterest expense increased by $958,000 or 21.4% for the three months ended September 30, 2012, when compared with the same period in 2011. This increase is primarily related to nonrecurring events including compromises of contingent claims and costs associated with the acquisition of the Whitney branches.

RESULTS OF OPERATIONS – YEAR TO DATE

The Company had a consolidated net income of $2,880,000 for the nine months ended September 30, 2012, compared with consolidated net income of $1,917,000 for the same period last year.

Net interest income increased to $16.4 million from $13.5 million for the nine months ended September 30, 2012, or an increase of 21.7% as compared to the same period in 2011. This increase was a result of increased loan volume and increased securities as well as lower funding costs.

Noninterest income for the nine months ended September 30, 2012, was $4,503,000 compared to $3,027,000 for the same period in 2011, reflecting an increase of $1,476,000 or 48.8%. Included in noninterest income is service charges on deposit accounts, which for the nine months ended September 30, 2012, totaled $2,580,000 compared to $1,758,000 for the same period in 2011. An increase in fee income associated with higher loan and deposit volumes attributed to this income as well as fee income generated from our mortgage division.

The provision for loan losses was $744,000 for the nine months ended September 30, 2012, compared with $883,000 for the same period in 2011. The allowance for loan losses of $4.4 million at September 30, 2012 (approximately

1.12% of total loans and 1.20% of loans excluding those booked at fair value due to business combination) is considered by management to be adequate to cover losses inherent in the loan portfolio. The level of this allowance is dependent upon a number of factors, including the total amount of past due loans, general economic conditions, and management's assessment of potential losses. This evaluation is inherently subjective as it requires estimates that are susceptible to significant change. Ultimately, losses may vary from current estimates and future additions to the allowance may be necessary.

Thus, there can be no assurance that charge-offs in future periods will not exceed the allowance for loan losses or that additional increases in the loan loss allowance will not be required. Management evaluates the adequacy of the allowance for loan losses quarterly and makes provisions for loan losses based on this evaluation.

Noninterest expense increased by $3.1 million or 23.1% for the nine months ended September 30, 2012, when compared with the same period in 2011. This increase is primarily related to an increase in operating costs associated with the acquisition of the Whitney branches acquired in the fourth quarter of 2011, as more fully discussed at Note C.

ITEM NO. 3. CONTROLS AND PROCEDURES

As of September 30, 2012, (the "Evaluation Date"), we carried out an evaluation, under the supervision of and with the participation of our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended. Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms.

There have been no changes, significant or otherwise, in our internal controls over financial reporting that occurred during the quarter ended September 30, 2012, that have materially affected, or are reasonably likely to affect, our internal control over financial reporting.

ITEM NO. 4. RECENT ACCOUNTING PRONOUNCEMENTS

The Company has adopted ASU No. 2011-05, "Presentation of Comprehensive Income." This guidance (ASC Topic 220, *Comprehensive Income*) revises the manner in which entities present comprehensive income in their financial statements. It requires entities to report components in either a continuous statement of comprehensive income or in two separate but consecutive statements. The Company chose the latter presentation. The items that must be reported in other comprehensive income did not change. In December 2011, the FASB issued ASU No. 2011-12 to defer changes in ASU No. 2011-05 that relate to the presentation of reclassification adjustments until the FASB has time to reconsider the presentation of such adjustments.

In December 2011, the FASB issued ASU No. 2011-11, "Balance Sheet Disclosures about Offsetting Assets and Liabilities." The ASU amends ASC Topic 210 by requiring additional improved information to be disclosed regarding financial instruments and derivative instruments that are offset in accordance with the conditions under ASC 210-20-45 or ASC 815-10-45 or subject to an enforceable master netting arrangement or similar agreement. The amendment is effective for annual and interim reporting periods beginning on or after January 1, 2013. The disclosures required by the amendments should be applied retrospectively for all comparative periods presented. The Company does not believe the amendments will have a material impact on the financial statements.

In July 2012, the FASB issued ASU No. 2012-02, "Testing Indefinite-Lived Intangible Assets for Impairment." This revised standard is intended to reduce the cost and complexity of testing indefinite-lived intangible assets other than goodwill for impairment. It allows companies to perform a "qualitative" assessment to determine whether further impairment testing of indefinite-lived intangible assets is necessary, similar in approach to the goodwill impairment test. ASU 2012-02 is effective for annual and interim impairment tests performed for fiscal years beginning after

September 15, 2012. The adoption of this standard is not expected to have a material impact on the Company's financial statements.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 1A. RISK FACTORS

There are no material changes in the Company's risk factors since December 31, 2011. Please refer to the Annual Report on Form 10-K of The First Bancshares, Inc., filed with the Securities and Exchange Commission on March 29, 2012.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITY AND USE OF PROCEEDS

Not Applicable

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not Applicable

ITEM 4. REMOVED AND RESERVED

ITEM 5. OTHER INFORMATION

Not Applicable

ITEM 6. EXHIBITS

(a) Exhibits

Exhibit No.	
31.1	Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of principal executive officer pursuant to 18 U. S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of principal financial officer pursuant to 18 U. S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) The Company filed two reports on Form 8-K during the quarter ended September 30, 2012

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 thereunto duly authorized.

THE FIRST BANCSHARES, INC.
(Registrant)

	/s/ M. RAY (HOPPY)COLE, JR.
November 13, 2012	M. Ray (Hoppy) Cole, Jr.
(Date)	Chief Executive Officer
	/s/ DEEDEE LOWERY
November 13, 2012	DeeDee Lowery, Executive
(Date)	Vice President and Chief
	Financial Officer