

FIRST BANCORP /NC/  
Form 10-Q  
August 09, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 10-Q

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

For the quarterly period ended June 30, 2010

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Commission File Number 0-15572

FIRST BANCORP  
(Exact Name of Registrant as Specified in  
its Charter)

North Carolina  
(State or Other Jurisdiction of Incorporation or  
Organization)

56-1421916  
(I.R.S. Employer Identification Number)

341 North Main Street, Troy, North Carolina  
(Address of Principal Executive Offices)

27371-0508  
(Zip Code)

(Registrant's telephone number, including area code)

(910) 576-6171

Indicate by check mark whether the registrant (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 twelve 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  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one)

Large Accelerated Filer     Accelerated Filer     Non-Accelerated Filer     Smaller Reporting Company  
(Do not check if a smaller

reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  YES  NO

The number of shares of the registrant's Common Stock outstanding on July 31, 2010 was 16,780,703.

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FIRST BANCORP AND SUBSIDIARIES

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FORWARD-LOOKING STATEMENTS

Part I of this report contains statements that could be deemed forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act, which statements are inherently subject to risks and uncertainties. Forward-looking statements are statements that include projections, predictions, expectations or beliefs about future events or results or otherwise are not statements of historical fact. Such statements are often characterized by the use of qualifying words (and their derivatives) such as “expect,” “believe,” “estimate,” “plan,” “project,” or other statements concerning our opinions or judgment about future events. Factors that could influence the accuracy of such forward-looking statements include, but are not limited to, the financial success or changing strategies of our customers, our level of success in integrating acquisitions, actions of government regulators, the level of market interest rates, and general economic conditions. For additional information that could affect the matters discussed in this paragraph, see the “Risk Factors” section of our 2009 Annual Report on Form 10-K.

IndexPart I. Financial Information  
Item 1 - Financial StatementsFirst Bancorp and Subsidiaries  
Consolidated Balance Sheets

| (\$ in thousands-unaudited)   | June 30,<br>2010 | December 31,<br>2009 (audited) | June 30,<br>2009 |
|---|------------------|--------------------------------|------------------|
| <b>ASSETS</b>   |                  |                                |                  |
| Cash and due from banks, noninterest-bearing                                  | \$59,944         | 60,071                         | 47,761           |
| Due from banks, interest-bearing  | 148,539          | 283,175                        | 151,520          |
| Federal funds sold  | 5,091            | 7,626                          | 25,710           |
| Total cash and cash equivalents   | 213,574          | 350,872                        | 224,991          |
| Securities available for sale   | 163,317          | 179,755                        | 189,590          |
| Securities held to maturity (fair values of \$47,786, \$34,947, and \$24,374) | 47,312           | 34,413                         | 24,408           |
| Presold mortgages in process of settlement                                    | 3,123            | 3,967                          | 8,993            |
| Loans – non-covered   | 2,099,099        | 2,132,843                      | 2,174,422        |
| Loans – covered by FDIC loss share agreement                                  | 455,477          | 520,022                        | 597,682          |
| Total loans   | 2,554,576        | 2,652,865                      | 2,772,104        |
| Less: Allowance for loan losses   | (42,215 )        | (37,343 )                      | (33,185 )        |
| Net loans   | 2,512,361        | 2,615,522                      | 2,738,919        |
| Premises and equipment  | 54,026           | 54,159                         | 52,362           |
| Accrued interest receivable   | 12,975           | 14,783                         | 15,154           |
| FDIC loss share receivable  | 118,072          | 143,221                        | 185,112          |
| Goodwill  | 65,835           | 65,835                         | 65,835           |
| Other intangible assets   | 4,962            | 5,113                          | 5,547            |
| Other   | 122,785          | 77,716                         | 20,864           |
| Total assets  | \$3,318,342      | 3,545,356                      | 3,531,775        |
| <b>LIABILITIES</b>  |                  |                                |                  |
| Deposits: Demand - noninterest-bearing  | \$293,555        | 272,422                        | 271,669          |
| NOW accounts  | 356,626          | 362,366                        | 271,991          |
| Money market accounts   | 494,979          | 496,940                        | 449,007          |
| Savings accounts  | 157,343          | 149,338                        | 145,194          |
| Time deposits of \$100,000 or more  | 782,663          | 816,540                        | 844,626          |
| Other time deposits   | 709,722          | 835,502                        | 892,679          |
| Total deposits  | 2,794,888        | 2,933,108                      | 2,875,166        |
| Securities sold under agreements to repurchase                                | 61,766           | 64,058                         | 62,309           |
| Borrowings  | 76,579           | 176,811                        | 230,099          |
| Accrued interest payable  | 2,665            | 3,054                          | 4,001            |
| Other liabilities   | 33,706           | 25,942                         | 30,058           |
| Total liabilities   | 2,969,604        | 3,202,973                      | 3,201,633        |

## Commitments and contingencies

## SHAREHOLDERS' EQUITY

Preferred stock, no par value per share. Authorized: 5,000,000 shares

|                                       |        |        |        |
|---------------------------------------|--------|--------|--------|
| Issued and outstanding: 65,000 shares | 65,000 | 65,000 | 65,000 |
|---------------------------------------|--------|--------|--------|

|                             |          |          |          |
|-----------------------------|----------|----------|----------|
| Discount on preferred stock | (3,361 ) | (3,789 ) | (4,190 ) |
|-----------------------------|----------|----------|----------|

Common stock, no par value per share. Authorized: 40,000,000 shares

|   |        |        |        |
|---|--------|--------|--------|
| Issued and outstanding: 16,770,119, 16,722,423, and 16,655,577 shares | 98,973 | 98,099 | 97,409 |
|---|--------|--------|--------|

|                       |       |       |       |
|-----------------------|-------|-------|-------|
| Common stock warrants | 4,592 | 4,592 | 4,592 |
|-----------------------|-------|-------|-------|

|                   |         |         |         |
|-------------------|---------|---------|---------|
| Retained earnings | 186,552 | 182,908 | 175,933 |
|-------------------|---------|---------|---------|

|   |          |          |          |
|---|----------|----------|----------|
| Accumulated other comprehensive income (loss) | (3,018 ) | (4,427 ) | (8,602 ) |
|---|----------|----------|----------|

|                            |         |         |         |
|----------------------------|---------|---------|---------|
| Total shareholders' equity | 348,738 | 342,383 | 330,142 |
|----------------------------|---------|---------|---------|

|  |             |           |           |
|--|-------------|-----------|-----------|
| Total liabilities and shareholders' equity | \$3,318,342 | 3,545,356 | 3,531,775 |
|--|-------------|-----------|-----------|

See notes to consolidated financial statements

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First Bancorp and Subsidiaries  
Consolidated Statements of Income

| (\$ in thousands, except share data-unaudited)             | Three Months Ended<br>June 30, |        | Six Months Ended<br>June 30, |        |
|--|--------------------------------|--------|------------------------------|--------|
|  | 2010                           | 2009   | 2010                         | 2009   |
| <b>INTEREST INCOME</b>                                     |                                |        |                              |        |
| Interest and fees on loans                                 | \$37,609                       | 33,640 | 75,827                       | 66,192 |
| Interest on investment securities:                         |                                |        |                              |        |
| Taxable interest income                                    | 1,579                          | 1,682  | 3,109                        | 3,462  |
| Tax-exempt interest income                                 | 409                            | 192    | 763                          | 344    |
| Other, principally overnight investments                   | 121                            | 66     | 328                          | 105    |
| Total interest income                                      | 39,718                         | 35,580 | 80,027                       | 70,103 |
| <b>INTEREST EXPENSE</b>                                    |                                |        |                              |        |
| Savings, NOW and money market                              | 1,664                          | 1,986  | 3,528                        | 4,121  |
| Time deposits of \$100,000 or more                         | 3,182                          | 4,769  | 6,654                        | 9,565  |
| Other time deposits  | 2,825                          | 4,469  | 6,049                        | 8,963  |
| Securities sold under agreements to repurchase             | 70                             | 205    | 184                          | 401    |
| Borrowings   | 441                            | 708    | 899                          | 1,500  |
| Total interest expense                                     | 8,182                          | 12,137 | 17,314                       | 24,550 |
| Net interest income  | 31,536                         | 23,443 | 62,713                       | 45,553 |
| Provision for loan losses                                  | 8,003                          | 3,926  | 15,626                       | 8,411  |
| Net interest income after provision for loan losses        | 23,533                         | 19,517 | 47,087                       | 37,142 |
| <b>NONINTEREST INCOME</b>                                  |                                |        |                              |        |
| Service charges on deposit accounts                        | 3,593                          | 3,250  | 7,058                        | 6,224  |
| Other service charges, commissions and fees                | 1,378                          | 1,205  | 2,723                        | 2,326  |
| Fees from presold mortgages                                | 440                            | 293    | 812                          | 452    |
| Commissions from sales of insurance and financial products | 340                            | 337    | 762                          | 831    |
| Data processing fees                                       | –                              | 36     | 32                           | 65     |
| Gain from acquisition                                      | –                              | 67,894 | –                            | 67,894 |
| Securities gains (losses)                                  | 15                             | (56 )  | 24                           | (119 ) |
| Other gains (losses)                                       | (1,229 )                       | (183 ) | (1,180 )                     | (151 ) |
| Total noninterest income                                   | 4,537                          | 72,776 | 10,231                       | 77,522 |
| <b>NONINTEREST EXPENSES</b>                                |                                |        |                              |        |
| Salaries   | 8,735                          | 6,646  | 17,351                       | 13,113 |
| Employee benefits  | 2,589                          | 2,906  | 5,073                        | 5,265  |
| Total personnel expense                                    | 11,324                         | 9,552  | 22,424                       | 18,378 |
| Net occupancy expense                                      | 1,752                          | 1,125  | 3,640                        | 2,213  |
| Equipment related expenses                                 | 1,063                          | 985    | 2,202                        | 1,966  |
| Intangibles amortization                                   | 220                            | 98     | 435                          | 196    |
| Acquisition expenses                                       | –                              | 792    | –                            | 792    |
| Other operating expenses                                   | 7,598                          | 6,651  | 15,536                       | 11,595 |

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|   |            |            |            |            |
|---|------------|------------|------------|------------|
| Total noninterest expenses                  | 21,957     | 19,203     | 44,237     | 35,140     |
| Income before income taxes                  | 6,113      | 73,090     | 13,081     | 79,524     |
| Income taxes                                | 2,172      | 28,562     | 4,702      | 30,915     |
| Net income                                  | 3,941      | 44,528     | 8,379      | 48,609     |
| Preferred stock dividends and accretion     | 1,026      | 1,022      | 2,053      | 1,963      |
| Net income available to common shareholders | \$2,915    | 43,506     | 6,326      | 46,646     |
| Earnings per common share:                  |            |            |            |            |
| Basic                                       | \$0.17     | 2.62       | 0.38       | 2.81       |
| Diluted                                     | 0.17       | 2.61       | 0.38       | 2.80       |
| Dividends declared per common share         | \$0.08     | 0.08       | 0.16       | 0.16       |
| Weighted average common shares outstanding: |            |            |            |            |
| Basic                                       | 16,751,962 | 16,636,769 | 16,742,240 | 16,622,697 |
| Diluted                                     | 16,784,126 | 16,672,989 | 16,772,969 | 16,658,917 |

See notes to consolidated financial statements.



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First Bancorp and Subsidiaries  
Consolidated Statements of Comprehensive Income

| (\$ in thousands-unaudited)  | Three Months Ended<br>June 30, |        | Six Months Ended<br>June 30, |          |
|--|--------------------------------|--------|------------------------------|----------|
|  | 2010                           | 2009   | 2010                         | 2009     |
| Net income   | \$3,941                        | 44,528 | 8,379                        | 48,609   |
| Other comprehensive income (loss):                                     |                                |        |                              |          |
| Unrealized gains (losses) on securities available for sale:            |                                |        |                              |          |
| Unrealized holding gains (losses) arising during the period,<br>pretax | 1,190                          | 2,335  | 2,085                        | (1,304 ) |
| Tax benefit (expense)  | (464 )                         | (911 ) | (813 )                       | 509 )    |
| Reclassification to realized (gains) losses                            | (15 )                          | 56 )   | (24 )                        | 119 )    |
| Tax expense (benefit)  | 5                              | (22 )  | 9                            | (46 )    |
| Postretirement Plans:  |                                |        |                              |          |
| Amortization of unrecognized net actuarial loss                        | 117                            | 205    | 234                          | 410      |
| Tax expense  | (46 )                          | (65 )  | (92 )                        | (145 )   |
| Amortization of prior service cost and transition obligation           | 9                              | 9      | 18                           | 18       |
| Tax expense  | (4 )                           | (3 )   | (8 )                         | (7 )     |
| Other comprehensive income (loss)                                      | 792                            | 1,604  | 1,409                        | (446 )   |
| Comprehensive income   | \$4,733                        | 46,132 | 9,788                        | 48,163   |

See notes to consolidated financial statements.

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First Bancorp and Subsidiaries  
Consolidated Statements of Shareholders' Equity

| (In thousands, except<br>per share –<br>unaudited)                           | Common Stock       |                                |        |           | Accumulated<br>Other<br>Comprehensive |                      | Total<br>Share-<br>holders'<br>Equity |          |
|--|--------------------|--------------------------------|--------|-----------|---------------------------------------|----------------------|---------------------------------------|----------|
|  | Preferred<br>Stock | Preferred<br>Stock<br>Discount | Shares | Amount    | Common<br>Stock<br>Warrants           | Retained<br>Earnings | Income<br>(Loss)                      |          |
| Balances, January 1,<br>2009   | \$                 |                                | 16,574 | \$ 96,072 |                                       | 131,952              | (8,156 )                              | 219,868  |
| Net income   |                    |                                |        |           |                                       | 48,609               |                                       | 48,609   |
| Preferred stock issued   | 65,000             | (4,592 )                       |        |           |                                       |                      |                                       | 60,408   |
| Common stock<br>warrants issued  |                    |                                |        |           | 4,592                                 |                      |                                       | 4,592    |
| Common stock issued<br>under<br>stock option plans                           |                    |                                | 33     | 303       |                                       |                      |                                       | 303      |
| Common stock issued<br>into<br>dividend reinvestment<br>plan                 |                    |                                | 49     | 650       |                                       |                      |                                       | 650      |
| Cash dividends<br>declared (\$0.16<br>per common share)                      |                    |                                |        |           |                                       | (2,665 )             |                                       | (2,665 ) |
| Preferred dividends<br>accrued   |                    |                                |        |           |                                       | (1,561 )             |                                       | (1,561 ) |
| Accretion of preferred<br>stock discount                                     |                    | 402                            |        |           |                                       | (402 )               |                                       | –        |
| Tax benefit realized<br>from<br>exercise of<br>nonqualified stock<br>options |                    |                                |        | 73        |                                       |                      |                                       | 73       |
| Stock-based<br>compensation  |                    |                                |        | 311       |                                       |                      |                                       | 311      |
| Other comprehensive<br>income  |                    |                                |        |           |                                       |                      | (446 )                                | (446 )   |
| Balances, June 30,<br>2009   | \$ 65,000          | (4,190 )                       | 16,656 | \$ 97,409 | 4,592                                 | 175,933              | (8,602 )                              | 330,142  |
| Balances, January 1,<br>2010   | \$ 65,000          | (3,789 )                       | 16,722 | \$ 98,099 | 4,592                                 | 182,908              | (4,427 )                              | 342,383  |
| Net income   |                    |                                |        |           |                                       | 8,379                |                                       | 8,379    |

|   |           |          |        |           |          |         |          |          |
|---|-----------|----------|--------|-----------|----------|---------|----------|----------|
| Common stock issued under                         |           |          |        |           |          |         |          |          |
| stock option plans                                | 17        |          | 171    |           |          |         |          | 171      |
| Common stock issued into                          |           |          |        |           |          |         |          |          |
| dividend reinvestment plan                        | 15        |          | 226    |           |          |         |          | 226      |
| Cash dividends declared (\$0.16 per common share) |           |          |        |           | (2,682 ) |         |          | (2,682 ) |
| Preferred dividends accrued                       |           |          |        |           | (1,625 ) |         |          | (1,625 ) |
| Accretion of preferred stock discount             | 428       |          |        |           | (428 )   |         |          | –        |
| Tax benefit realized from                         |           |          |        |           |          |         |          |          |
| exercise of nonqualified stock options            |           |          | 36     |           |          |         |          | 36       |
| Stock-based compensation                          | 16        |          | 441    |           |          |         |          | 441      |
| Other comprehensive income                        |           |          |        |           |          |         | 1,409    | 1,409    |
| Balances, June 30, 2010                           | \$ 65,000 | (3,361 ) | 16,770 | \$ 98,973 | 4,592    | 186,552 | (3,018 ) | 348,738  |

See notes to consolidated financial statements.

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First Bancorp and Subsidiaries  
Consolidated Statements of Cash Flows

| (\$ in thousands-unaudited)  | Six Months Ended<br>June 30, |            |
|--|------------------------------|------------|
|  | 2010                         | 2009       |
| <b>Cash Flows From Operating Activities</b>                                |                              |            |
| Net income   | \$8,379                      | 48,609     |
| Reconciliation of net income to net cash provided by operating activities: |                              |            |
| Provision for loan losses  | 15,626                       | 8,411      |
| Net security premium amortization  | 765                          | 408        |
| Net purchase accounting adjustments  | (5,192 )                     | (334 )     |
| Loss (gain) on securities  | (24 )                        | 119        |
| Other gains (losses)   | 1,180                        | (67,743 )  |
| Increase in net deferred loan costs  | (317 )                       | (121 )     |
| Depreciation of premises and equipment                                     | 1,974                        | 1,753      |
| Stock-based compensation expense   | 441                          | 311        |
| Amortization of intangible assets  | 435                          | 196        |
| Origination of presold mortgages in process of settlement                  | (38,379 )                    | (36,040 )  |
| Proceeds from sales of presold mortgages in process of settlement          | 39,223                       | 30,719     |
| Decrease in accrued interest receivable                                    | 1,808                        | 725        |
| Decrease (increase) in other assets  | (6,440 )                     | 17,265     |
| Decrease in accrued interest payable                                       | (389 )                       | (2,759 )   |
| Increase in other liabilities  | 9,270                        | 8,781      |
| Net cash provided by operating activities                                  | 28,360                       | 10,300     |
| <b>Cash Flows From Investing Activities</b>                                |                              |            |
| Purchases of securities available for sale                                 | (33,282 )                    | (63,514 )  |
| Purchases of securities held to maturity                                   | (15,173 )                    | (9,720 )   |
| Proceeds from maturities/issuer calls of securities available for sale     | 51,079                       | 83,471     |
| Proceeds from maturities/issuer calls of securities held to maturity       | 2,235                        | 1,270      |
| Net decrease in loans  | 42,703                       | 32,663     |
| Proceeds from FDIC loss share agreements                                   | 21,192                       | -          |
| Proceeds from sales of foreclosed real estate                              | 10,030                       | 1,992      |
| Purchases of premises and equipment  | (1,809 )                     | (1,631 )   |
| Net cash paid for acquisition  | (170 )                       | -          |
| Net cash received in acquisition   | -                            | 91,696     |
| Net cash provided by investing activities                                  | 76,805                       | 136,227    |
| <b>Cash Flows From Financing Activities</b>                                |                              |            |
| Net increase (decrease) in deposits and repurchase agreements              | (138,597 )                   | 89,683     |
| Repayments of borrowings, net  | (100,000 )                   | (296,409 ) |
| Cash dividends paid – common stock   | (2,674 )                     | (4,055 )   |
| Cash dividends paid – preferred stock                                      | (1,625 )                     | (1,561 )   |
| Proceeds from issuance of preferred stock and common stock warrants        | -                            | 65,000     |
| Proceeds from issuance of common stock                                     | 397                          | 953        |
| Tax benefit from exercise of nonqualified stock options                    | 36                           | 73         |
| Net cash used by financing activities                                      | (242,463 )                   | (146,316 ) |

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|   |            |         |
|---|------------|---------|
| Increase (decrease) in cash and cash equivalents                      | (137,298 ) | 211     |
| Cash and cash equivalents, beginning of period                        | 350,872    | 224,780 |
| Cash and cash equivalents, end of period                              | \$213,574  | 224,991 |
| Supplemental Disclosures of Cash Flow Information:                    |            |         |
| Cash paid during the period for:                                      |            |         |
| Interest  | \$17,703   | 27,309  |
| Income taxes  | 7,569      | 6,136   |
| Non-cash transactions:  |            |         |
| Unrealized gain (loss) on securities available for sale, net of taxes | 1,257      | (723 )  |
| Foreclosed loans transferred to other real estate                     | 52,151     | 3,193   |

See notes to consolidated financial statements.

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First Bancorp and Subsidiaries  
Notes to Consolidated Financial Statements

(unaudited)

For the Periods Ended June 30, 2010 and 2009

Note 1 - Basis of Presentation

In the opinion of the Company, the accompanying unaudited consolidated financial statements contain all adjustments necessary to present fairly the consolidated financial position of the Company as of June 30, 2010 and 2009 and the consolidated results of operations and consolidated cash flows for the periods ended June 30, 2010 and 2009. All such adjustments were of a normal, recurring nature. Reference is made to the 2009 Annual Report on Form 10-K filed with the SEC for a discussion of accounting policies and other relevant information with respect to the financial statements. The results of operations for the periods ended June 30, 2010 and 2009 are not necessarily indicative of the results to be expected for the full year. The Company has evaluated all subsequent events through the date the financial statements were issued.

Note 2 – Accounting Policies

Note 1 to the 2009 Annual Report on Form 10-K filed with the SEC contains a description of the accounting policies followed by the Company and discussion of recent accounting pronouncements. The following paragraphs update that information as necessary.

In June 2009, the Financial Accounting Standards Board (“FASB”) issued guidance that removed the concept of a special purpose entity (SPE) from previous accounting guidance. The amended guidance limits the circumstances in which a financial asset should be derecognized when the transferor has not transferred the entire financial asset by taking into consideration the transferor’s continuing involvement. The guidance requires that a transferor recognize and initially measure at fair value all assets obtained (including a transferor’s beneficial interest) and liabilities incurred as a result of a transfer of financial assets accounted for as a sale. The concept of a qualifying SPE is no longer applicable. The guidance was effective for all interim and annual periods beginning after November 15, 2009. The adoption of this guidance on January 1, 2010 did not have a material impact on the Company’s consolidated statements.

In January 2010, new guidance was issued by the FASB requiring improved disclosures about fair value measurements. The guidance requires entities to disclose significant transfers in and out of fair value hierarchy levels, and the reasons for the transfers, and to present information about purchases, sales, issuances and settlements separately in the reconciliation of fair value measurements using significant unobservable inputs (Level 3). Additionally, the guidance clarifies that a reporting entity should provide fair value measurements for each class of assets and liabilities and disclose the inputs and valuation techniques used for fair value measurements using significant other observable inputs (Level 2) and significant unobservable inputs (Level 3). The Company has applied the new disclosure requirements as of January 1, 2010, except for the disclosures about purchases, sales, issuances and settlements in the Level 3 reconciliation, which will be effective for interim and annual periods beginning after December 15, 2010. The adoption of this guidance has not had and is not expected to have a material impact on the Company’s consolidated financial statements.

In February 2010, the FASB issued new guidance related to subsequent events. The amendment removed the requirement to disclose the date through which subsequent events have been evaluated, and became effective immediately upon issuance and is to be applied prospectively. The adoption of this guidance did not have a material impact on the Company’s consolidated financial statements.

In April 2010, the FASB issued new guidance related to accounting for acquired troubled loans that are subsequently modified. The guidance provides that if these loans meet the criteria to be accounted for within a

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pool, modifications to one or more of these loans does not result in the removal of the modified loan from the pool even if the modification would otherwise be considered a troubled debt restructuring. The pool of assets in which the loan is included will continue to be considered for impairment. The amendments do not apply to loans not meeting the criteria to be accounted for within a pool. These amendments are effective for modifications of loans accounted for within pools occurring in the first interim or annual period ending on or after July 15, 2010. The Company does not expect the adoption of this guidance to have a material impact on the Company's consolidated financial statements.

In July 2010, the FASB issued guidance that will require an entity to provide more information about the credit quality of its financing receivables, such as aging information and credit quality indicators, in the disclosures to its financial statements. Both new and existing disclosures must be disaggregated by portfolio segment or class. The disaggregation of information is based on how the entity develops its allowance for credit losses and how it manages its credit exposure. The required disclosures are effective for periods ending on or after December 15, 2010. The Company will provide all required disclosures beginning with the Annual Report on Form 10-K for the year ended December 31, 2010.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies are not expected to have a material impact on the Company's financial position, results of operations or cash flows.

Note 3 – Reclassifications

Certain amounts reported in the period ended June 30, 2009 have been reclassified to conform to the presentation for June 30, 2010. These reclassifications had no effect on net income or shareholders' equity for the periods presented, nor did they materially impact trends in financial information.

Note 4 – Equity-Based Compensation Plans

At June 30, 2010, the Company had the following equity-based compensation plans: the First Bancorp 2007 Equity Plan, the First Bancorp 2004 Stock Option Plan, the First Bancorp 1994 Stock Option Plan, and one plan that was assumed from an acquired entity. The Company's shareholders approved all equity-based compensation plans, except for those assumed from acquired companies. The First Bancorp 2007 Equity Plan became effective upon the approval of shareholders on May 2, 2007. As of June 30, 2010, the First Bancorp 2007 Equity Plan was the only plan that had shares available for future grants.

The First Bancorp 2007 Equity Plan and its predecessor plans, the First Bancorp 2004 Stock Option Plan and the First Bancorp 1994 Stock Option Plan ("Predecessor Plans"), are intended to serve as a means to attract, retain and motivate key employees and directors and to associate the interests of the plans' participants with those of the Company and its shareholders. The Predecessor Plans only provided for the ability to grant stock options, whereas the First Bancorp 2007 Equity Plan, in addition to providing for grants of stock options, also allows for grants of other types of equity-based compensation, including stock appreciation rights, restricted stock, restricted performance stock, unrestricted stock, and performance units. Since the First Bancorp 2007 Equity Plan became effective on May 2, 2007, the Company has granted the following stock-based compensation: 1) the grant of 2,250 stock options to each of the Company's non-employee directors on June 1, 2007, 2008, and 2009, 2) the grant of 5,000 incentive stock options to an executive officer on April 1, 2008 in connection with a corporate acquisition, 3) the grant of 262,599 stock options and 81,337 performance units to 19 senior officers on June 17, 2008 (each performance unit represents the right to acquire one share of the Company's common stock upon satisfaction of the vesting conditions), 4) the grant of 29,267 long-term restricted shares of common stock to certain senior executive officers on December 11, 2009, and 5) the grant of 1,039 shares of common stock to each of the Company's non-employee directors on June 1, 2010.



Prior to the June 17, 2008 grant, stock option grants to employees generally had five-year vesting schedules (20% vesting each year) and had been irregular, usually falling into three categories - 1) to attract and retain new employees, 2) to recognize changes in responsibilities of existing employees, and 3) to periodically reward

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exemplary performance. Compensation expense associated with these types of grants is recorded pro-ratably over the vesting period. As it relates to directors, until 2010 the Company had historically granted 2,250 vested stock options to each of the Company's non-employee directors in June of each year. In June 2010, the Company granted 1,039 common shares to each non-employee director, which had approximately the same value as 2,250 stock options. Compensation expense associated with these director grants is recognized on the date of grant since there are no vesting conditions.

The June 17, 2008 grant of a combination of performance units and stock options have both performance conditions (earnings per share (EPS) targets) and service conditions that must be met in order to vest. The 262,599 stock options and 81,337 performance units represent the maximum number of options and performance units that could have vested if the Company were to achieve specified maximum goals for EPS during the three annual performance periods ending on December 31, 2008, 2009, and 2010. Up to one-third of the total number of options and performance units granted are subject to vesting annually as of December 31 of each year beginning in 2010, if (1) the Company achieves specific EPS goals during the corresponding performance period and (2) the executive or key employee continues employment for a period of two years beyond the corresponding performance period. Compensation expense for this grant is recorded over the various service periods based on the estimated number of options and performance units that are probable to vest. If the awards do not vest, no compensation cost is recognized and any previously recognized compensation cost will be reversed. The Company did not achieve the minimum EPS performance goal for 2008, and thus one-third of the above grant was permanently forfeited. As a result of a significant acquisition gain realized in June 2009 related to a failed bank acquisition, the Company achieved the EPS goal for 2009 and recorded compensation expense of \$300,000 in 2009 and \$150,000 for the first six months of 2010. Assuming no forfeitures, the Company will record compensation expense of approximately \$150,000 in the second half of 2010 and approximately \$300,000 in 2011 as a result of the vesting of the 2009 performance period awards. The Company does not believe that the EPS goals for 2010 will be met, and thus no compensation expense has been recorded related to that performance period.

The December 11, 2009 grant of 29,267 long-term restricted shares of common stock to senior executives vests in accordance with the minimum rules for long-term equity grants for companies participating in the U.S. Treasury's Troubled Asset Relief Program (TARP). These rules require that the vesting of the stock be tied to repayment of the financial assistance. For each 25% of total financial assistance repaid, 25% of the total long-term restricted stock may become transferrable. The total compensation expense associated with this grant was \$398,000 and is being initially amortized over a four year period, with approximately \$25,000 being expensed in each quarter of 2010-2013. See Note 13 for further information related to the Company's participation in the TARP.

Under the terms of the Predecessor Plans and the First Bancorp 2007 Equity Plan, options can have a term of no longer than ten years, and all options granted thus far under these plans have had a term of ten years. The Company's options provide for immediate vesting if there is a change in control (as defined in the plans).

At June 30, 2010, there were 728,645 options outstanding related to the three First Bancorp plans, with exercise prices ranging from \$14.35 to \$22.12. At June 30, 2010, there were 849,356 shares remaining available for grant under the First Bancorp 2007 Equity Plan. The Company also has a stock option plan as a result of a corporate acquisition. At June 30, 2010, there were 5,788 stock options outstanding in connection with the acquired plan, with option prices ranging from \$10.66 to \$15.22.

The Company issues new shares of common stock when options are exercised.

The Company measures the fair value of each option award on the date of grant using the Black-Scholes option-pricing model. The Company determines the assumptions used in the Black-Scholes option pricing model as follows: the risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of the grant; the

dividend yield is based on the Company's dividend yield at the time of the grant (subject to adjustment if the dividend yield on the grant date is not expected to approximate the dividend yield over the expected life of the option); the volatility factor is based on the historical volatility of the Company's stock (subject to adjustment if

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historical volatility is reasonably expected to differ from the past); and the weighted-average expected life is based on the historical behavior of employees related to exercises, forfeitures and cancellations.

The Company's only equity grants for the six months ended June 30, 2010 were the issuance of 15,585 shares of common stock to non-employee directors on June 1, 2010 (1,039 shares per director). The fair market value of the Company's common stock on the grant date was \$15.51 per share, which was the closing price of the Company's common stock on that date.

The Company's only equity grants for the six months ended June 30, 2009 were grants of 27,000 options to non-employee directors on June 1, 2009 (2,250 options per director). The per share weighted-average fair value of these options was \$6.06 on the date of the grant using the following assumptions:

|                         | Six months ended<br>June 30, 2009 |
|-------------------------|-----------------------------------|
| Expected dividend yield | 2.23%                             |
| Risk-free interest rate | 3.28%                             |
| Expected life           | 7 years                           |
| Expected volatility     | 46.32%                            |

The Company recorded stock-based compensation expense of \$342,000 and \$311,000 for the three-month periods ended June 30, 2010 and June 30, 2009, respectively. For the six-month periods ended June 30, 2010 and June 30, 2009, the Company recorded stock-based compensation expense of \$441,000 and \$311,000, respectively. Approximately \$242,000 of the expense for the three and six months ended June 30, 2010 relates to the June 1, 2010 director grants and is classified as "other operating expenses." The remaining 2010 expense is classified as "personnel expense" on the Consolidated Statements of Income with approximately \$149,000 (\$74,500 each quarter) relating to the June 17, 2008 grants to 19 senior officers and \$50,000 (\$25,000 each quarter) relating to the vesting of the restricted stock awards granted in December 2009. Of the \$311,000 in expense that was recorded in the three and six month periods ended June 30, 2009, approximately \$149,000 relates to the June 17, 2008 officer grants and is classified as "personnel expense" on the Consolidated Statements of Income, while \$162,000 relates to the June 1, 2009 director grants and is classified as "other operating expenses." Stock-based compensation expense is reflected as an adjustment to cash flows from operating activities on the Company's Consolidated Statement of Cash Flows. The Company recognized \$133,000 and \$172,000 in income tax benefits in the income statement related to stock-based compensation for the three and six month periods ended June 30, 2010, respectively, and \$121,000 in both of the comparable periods of 2009.

At June 30, 2010, the Company had \$31,000 of unrecognized compensation costs related to unvested stock options that have vesting requirements based solely on service conditions. The cost is expected to be amortized over a weighted-average life of 2.3 years, with \$18,000 being expensed in 2010, \$6,000 being expensed in each of 2011 and 2012, and \$1,000 being expensed in 2013. At June 30, 2010, the Company had \$1.3 million in unrecognized compensation expense associated with the June 17, 2008 award grant that has both performance conditions and service conditions. Based on the performance conditions, the Company believes that only the 2009 performance awards will ultimately vest, and therefore, the Company expects to record \$75,000 in each quarter of 2010 and 2011.

As noted above, certain of the Company's stock option grants contain terms that provide for a graded vesting schedule whereby portions of the award vest in increments over the requisite service period. The Company has elected to recognize compensation expense for awards with graded vesting schedules on a straight-line basis over the requisite service period for the entire award. Compensation expense is based on the estimated number of stock options and awards that will ultimately vest. Over the past five years, there have only been minimal amounts of forfeitures or

expirations, and therefore the Company assumes that all options granted without performance conditions will become vested.

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The following table presents information regarding the activity for the first six months of 2010 related to all of the Company's stock options outstanding:

|                              | Number of<br>Shares | Options Outstanding<br>Weighted-<br>Average<br>Exercise<br>Price | Weighted-<br>Average<br>Contractual<br>Term (years) | Aggregate<br>Intrinsic<br>Value |
|------------------------------|---------------------|--|---|---------------------------------|
| Balance at December 31, 2009 | 753,116             | \$ 17.73   |   |                                 |
| Granted                      | –                   | –  |   |                                 |
| Exercised                    | (18,667 )           | 10.46  |   | \$ 97,940                       |
| Forfeited                    | –                   | –  |   |                                 |
| Expired                      | –                   | –  |   |                                 |
| Outstanding at June 30, 2010 | 734,449             | \$ 17.91   | 4.7   | \$ 22,550                       |
| Exercisable at June 30, 2010 | 572,467             | \$ 18.27   | 3.8   | \$ 22,550                       |

The Company received \$171,000 and \$303,000 as a result of stock option exercises during the six months ended June 30, 2010 and 2009, respectively. The Company recorded \$36,000 in associated tax benefits from the exercise of nonqualified stock options during the six months ended June 30, 2010 compared to \$73,000 in the comparable period of 2009.

As discussed above, the Company granted 81,337 performance units to 19 senior officers on June 17, 2008. Each performance unit represents the right to acquire one share of the Company's common stock upon satisfaction of the vesting conditions (discussed above). The fair market value of the Company's common stock on the grant date was \$16.53 per share. One-third of this grant was forfeited on December 31, 2008 because the Company failed to meet the minimum performance goal required for vesting. Also, as discussed above, the Company granted 29,267 long-term restricted shares of common stock to certain senior executives on December 11, 2009.

The following table presents information regarding the activity during 2010 related to the Company's outstanding performance units and restricted stock:

|  | Nonvested Performance Units |  | Long-Term Restricted Stock |  |
|--|-----------------------------|--|----------------------------|--|
|  | Number of<br>Units          | Weighted-<br>Average<br>Grant-Date<br>Fair Value | Number of<br>Units         | Weighted-<br>Average<br>Grant-Date<br>Fair Value |
| Six months ended June 30, 2010           |                             |  |                            |  |
| Nonvested at the beginning of the period | 54,225                      | \$ 16.53   | 29,267                     | \$ 13.59   |
| Granted during the period                | –                           | –  | –                          | –  |
| Vested during the period                 | –                           | –  | –                          | –  |
| Forfeited or expired during the period   | –                           | –  | –                          | –  |
| Nonvested at end of period               | 54,225                      | \$ 16.53   | 29,267                     | \$ 13.59   |



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## Note 5 – Earnings Per Common Share

Basic earnings per common share were computed by dividing net income available to common shareholders by the weighted average common shares outstanding. Diluted earnings per common share includes the potentially dilutive effects of the Company's equity plan and the warrant issued to the U.S. Treasury in connection with the Company's participation in the Treasury's Capital Purchase Program – see Note 13 for additional information. The following is a reconciliation of the numerators and denominators used in computing basic and diluted earnings per common share:

| (\$ in thousands except per share amounts)  | For the Three Months Ended June 30, |                           |                  |                    |                           |                  |
|---|-------------------------------------|---------------------------|------------------|--------------------|---------------------------|------------------|
|   | Income (Numerator)                  | 2010 Shares (Denominator) | Per Share Amount | Income (Numerator) | 2009 Shares (Denominator) | Per Share Amount |
| Basic EPS                                   |                                     |                           |                  |                    |                           |                  |
| Net income available to common shareholders | \$2,915                             | 16,751,962                | \$0.17           | \$43,506           | 16,636,769                | \$2.62           |
| Effect of Dilutive Securities               | -                                   | 32,164                    |                  | -                  | 36,220                    |                  |
| Diluted EPS per common share                | \$2,915                             | 16,784,126                | \$0.17           | \$43,506           | 16,672,989                | \$2.61           |

| (\$ in thousands except per share amounts)  | For the Six Months Ended June 30, |                           |                  |                    |                           |                  |
|---|-----------------------------------|---------------------------|------------------|--------------------|---------------------------|------------------|
|   | Income (Numerator)                | 2010 Shares (Denominator) | Per Share Amount | Income (Numerator) | 2009 Shares (Denominator) | Per Share Amount |
| Basic EPS                                   |                                   |                           |                  |                    |                           |                  |
| Net income available to common shareholders | \$6,326                           | 16,742,240                | \$0.38           | \$46,646           | 16,622,697                | \$2.81           |
| Effect of Dilutive Securities               | -                                 | 30,729                    |                  | -                  | 36,220                    |                  |
| Diluted EPS per common share                | \$6,326                           | 16,772,969                | \$0.38           | \$46,646           | 16,658,917                | \$2.80           |

For the three and six months ended June 30, 2010, there were 464,848 and 609,252 options, respectively, that were antidilutive because the exercise price exceeded the average market price for the period. For both the three and six month periods ended June 30, 2009, there were 731,018 options that were antidilutive because the exercise price exceeded the average market price for the period. In addition, the warrant issued to the U.S. Treasury (see Note 13) was anti-dilutive for the three and six months ended June 30, 2010 and 2009. Antidilutive options and warrants have been omitted from the calculation of diluted earnings per share for the respective period.



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## Note 6 – Securities

The book values and approximate fair values of investment securities at June 30, 2010 and December 31, 2009 are summarized as follows:

| (\$ in thousands)                          | June 30, 2010  |            |                  |                     | December 31, 2009 |            |                  |                     |
|--|----------------|------------|------------------|---------------------|-------------------|------------|------------------|---------------------|
|  | Amortized Cost | Fair Value | Unrealized Gains | Unrealized (Losses) | Amortized Cost    | Fair Value | Unrealized Gains | Unrealized (Losses) |
| Securities available for sale:             |                |            |                  |                     |                   |            |                  |                     |
| Government-sponsored enterprise securities |                |            |                  |                     |                   |            |                  |                     |
|  | \$27,031       | 27,336     | 305              | –                   | 36,106            | 36,518     | 412              | –                   |
| Mortgage-backed securities                 |                |            |                  |                     |                   |            |                  |                     |
|  | 100,010        | 103,972    | 3,962            | –                   | 109,430           | 111,797    | 2,423            | (56 )               |
| Corporate bonds                            | 15,763         | 15,099     | 80               | (744 )              | 15,769            | 14,436     | –                | (1,333 )            |
| Equity securities                          | 16,618         | 16,910     | 327              | (35 )               | 16,618            | 17,004     | 417              | (31 )               |
| Total available for sale                   | \$159,422      | 163,317    | 4,674            | (779 )              | 177,923           | 179,755    | 3,252            | (1,420 )            |
| Securities held to maturity:               |                |            |                  |                     |                   |            |                  |                     |
| State and local governments                |                |            |                  |                     |                   |            |                  |                     |
|  | \$47,305       | 47,779     | 732              | (258 )              | 34,394            | 34,928     | 612              | (78 )               |
| Other                                      | 7              | 7          | –                | –                   | 19                | 19         | –                | –                   |
| Total held to maturity                     | \$47,312       | 47,786     | 732              | (258 )              | 34,413            | 34,947     | 612              | (78 )               |

Included in mortgage-backed securities at June 30, 2010 were collateralized mortgage obligations with an amortized cost of \$4,223,000 and a fair value of \$4,388,000. Included in mortgage-backed securities at December 31, 2009 were collateralized mortgage obligations with an amortized cost of \$5,413,000 and a fair value of \$5,601,000.

The Company owned Federal Home Loan Bank stock with a cost and fair value of \$16,519,000 at June 30, 2010 and December 31, 2009, which is included in equity securities above and serves as part of the collateral for the Company's line of credit with the Federal Home Loan Bank. The investment in this stock is a requirement for membership in the Federal Home Loan Bank system.

The following table presents information regarding securities with unrealized losses at June 30, 2010:

| (\$ in thousands)                          | Securities in an Unrealized Loss Position for Less than 12 Months |                   | Securities in an Unrealized Loss Position for More than 12 Months |                   | Total      |                   |
|--|---|-------------------|---|-------------------|------------|-------------------|
|  | Fair Value  | Unrealized Losses | Fair Value  | Unrealized Losses | Fair Value | Unrealized Losses |
| Government-sponsored enterprise securities |   |                   |   |                   |            |                   |
|  | \$–   | –                 | –   | –                 | –          | –                 |
| Mortgage-backed securities                 |   |                   |   |                   |            |                   |
| Corporate bonds                            | 2,948   | 58                | 10,233  | 686               | 13,181     | 744               |
| Equity securities                          | 12  | 7                 | 24  | 28                | 36         | 35                |
| State and local governments                | 15,048  | 258               | –   | –                 | 15,048     | 258               |

|                                       |           |     |        |     |        |       |
|---------------------------------------|-----------|-----|--------|-----|--------|-------|
| Total temporarily impaired securities | \$ 18,008 | 323 | 10,257 | 714 | 28,265 | 1,037 |
|---------------------------------------|-----------|-----|--------|-----|--------|-------|

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The following table presents information regarding securities with unrealized losses at December 31, 2009:

| (in thousands)                                   | Securities in an Unrealized<br>Loss Position for<br>Less than 12 Months |                      | Securities in an Unrealized<br>Loss Position for<br>More than 12 Months |                      | Total      |                      |
|--|---|----------------------|---|----------------------|------------|----------------------|
|  | Fair Value  | Unrealized<br>Losses | Fair Value  | Unrealized<br>Losses | Fair Value | Unrealized<br>Losses |
| Government-sponsored<br>enterprise<br>securities | \$—   | —                    | —   | —                    | —          | —                    |
| Mortgage-backed securities                       | 9,575   | 56                   | —   | —                    | 9,575      | 56                   |
| Corporate bonds                                  | 1,609   | 224                  | 12,827  | 1,109                | 14,436     | 1,333                |
| Equity securities                                | 17  | 10                   | 27  | 21                   | 44         | 31                   |
| State and local governments                      | 5,821   | 77                   | 230   | 1                    | 6,051      | 78                   |
| Total temporarily impaired<br>securities         | \$17,022  | 367                  | 13,084  | 1,131                | 30,106     | 1,498                |

In the above tables, all of the non-equity securities that were in an unrealized loss position at June 30, 2010 and December 31, 2009 are bonds that the Company has determined are in a loss position due to interest rate factors, the overall economic downturn in the financial sector, and the broader economy in general. The Company has evaluated the collectability of each of these bonds and has concluded that there is no other-than-temporary impairment. The Company does not intend to sell these securities, and it is more likely than not that the Company will not be required to sell these securities before recovery of the amortized cost. The Company has also concluded that each of the equity securities in an unrealized loss position at June 30, 2010 and December 31, 2009 was in such a position due to temporary fluctuations in the market prices of the securities. The Company's policy is to record an impairment charge for any of these equity securities that remains in an unrealized loss position for twelve consecutive months unless the amount is insignificant.

The aggregate carrying amount of cost-method investments was \$16,526,000 and \$16,538,000 at June 30, 2010 and December 31, 2009, respectively, which included the Federal Home Loan Bank stock discussed above. The Company determined that none of its cost-method investments were impaired at either period end.

The book values and approximate fair values of investment securities at June 30, 2010, by contractual maturity, are summarized in the table below. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

| (\$ in thousands)                         | Securities Available for Sale |               | Securities Held to Maturity |               |
|---|-------------------------------|---------------|-----------------------------|---------------|
|   | Amortized<br>Cost             | Fair<br>Value | Amortized<br>Cost           | Fair<br>Value |
| Debt securities                           |                               |               |                             |               |
| Due within one year                       | \$—                           | —             | 300                         | 302           |
| Due after one year but within five years  | 27,031                        | 27,336        | 1,638                       | 1,698         |
| Due after five years but within ten years | 2,995                         | 2,953         | 13,523                      | 13,910        |
| Due after ten years                       | 12,768                        | 12,146        | 31,851                      | 31,876        |
| Mortgage-backed securities                | 100,010                       | 103,972       | —                           | —             |
| Total debt securities                     | 142,804                       | 146,407       | 47,312                      | 47,786        |
| Equity securities                         | 16,618                        | 16,910        | —                           | —             |

|                  |            |         |        |        |
|------------------|------------|---------|--------|--------|
| Total securities | \$ 159,422 | 163,317 | 47,312 | 47,786 |
|------------------|------------|---------|--------|--------|

At June 30, 2010 and December 31, 2009, investment securities with book values of \$91,390,000 and \$85,438,000, respectively, were pledged as collateral for public and private deposits and securities sold under agreements to repurchase.

There were no securities sales during the six months ended June 30, 2010 or 2009. During the six months ended June 30, 2010, the Company recorded a gain of \$24,000 related to the call of three municipal securities.

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During the six months ended June 30, 2009, the Company recorded losses of \$119,000 related to write-downs of the Company's equity portfolio.

## Note 7 – Loans and Asset Quality Information

On June 19, 2009 the Company acquired substantially all of the assets and liabilities of Cooperative Bank. (See the Company's 2009 Annual Report on Form 10-K for more information regarding this transaction.) The loans and foreclosed real estate that were acquired in this transaction are covered by loss share agreements between the FDIC and the Company's banking subsidiary, First Bank, which afford First Bank significant loss protection. Under the loss share agreements, the FDIC will cover 80% of covered loan and foreclosed real estate losses up to \$303 million and 95% of losses that exceed that amount. Because of the loss protection provided by the FDIC, the risk of the Cooperative Bank loans and foreclosed real estate are significantly different from those assets not covered under the loss share agreements. Accordingly, the Company presents separately loans subject to the loss share agreements as "covered loans" in the information below and loans that are not subject to the loss share agreements as "non-covered loans."

The following is a summary of the major categories of total loans outstanding:

| (\$ in thousands)   | June 30, 2010 |            |   | December 31, 2009 |            |   | June 30, 2009 |            |   |
|---|---------------|------------|---|-------------------|------------|---|---------------|------------|---|
|   | Amount        | Percentage |   | Amount            | Percentage |   | Amount        | Percentage |   |
| All loans (non-covered and covered):                              |               |            |   |                   |            |   |               |            |   |
| Commercial, financial, and agricultural                           | \$ 162,645    | 6          | % | \$ 173,611        | 7          | % | \$ 184,953    | 7          | % |
| Real estate – construction, land development & other land loans   | 501,323       | 20         | % | 551,714           | 21         | % | 667,080       | 24         | % |
| Real estate – mortgage – residential (1-4 family) first mortgages | 817,167       | 32         | % | 849,875           | 32         | % | 833,646       | 30         | % |
| Real estate – mortgage – home equity loans / lines of credit      | 265,443       | 11         | % | 270,054           | 10         | % | 276,227       | 10         | % |
| Real estate – mortgage – commercial and other                     | 722,988       | 28         | % | 718,723           | 27         | % | 716,179       | 26         | % |
| Installment loans to individuals                                  | 84,319        | 3          | % | 88,514            | 3          | % | 93,663        | 3          | % |
| Subtotal  | 2,553,885     | 100        | % | 2,652,491         | 100        | % | 2,771,748     | 100        | % |
| Unamortized net deferred loan costs                               | 691           |            |   | 374               |            |   | 356           |            |   |
| Total loans   | \$ 2,554,576  |            |   | \$ 2,652,865      |            |   | \$ 2,772,104  |            |   |

As of June 30, 2010, December 31, 2009, and June 30, 2009, net loans include an unamortized premium of \$785,000, \$883,000 and \$981,000, respectively, on loans acquired from Great Pee Dee Bancorp.



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The following is a summary of the major categories of non-covered loans outstanding:

| (\$ in thousands)   | June 30, 2010 |            |   | December 31, 2009 |            |   | June 30, 2009 |            |   |
|---|---------------|------------|---|-------------------|------------|---|---------------|------------|---|
|   | Amount        | Percentage |   | Amount            | Percentage |   | Amount        | Percentage |   |
| Non-covered loans:  |               |            |   |                   |            |   |               |            |   |
| Commercial, financial, and agricultural                           | \$ 157,751    | 7          | % | \$ 164,225        | 8          | % | \$ 174,643    | 8          | % |
| Real estate – construction, land development & other land loans   | 377,939       | 18         | % | 408,458           | 19         | % | 437,730       | 20         | % |
| Real estate – mortgage – residential (1-4 family) first mortgages | 603,051       | 29         | % | 594,470           | 28         | % | 589,956       | 27         | % |
| Real estate – mortgage – home equity loans / lines of credit      | 244,822       | 12         | % | 247,995           | 11         | % | 249,522       | 12         | % |
| Real estate – mortgage – commercial and other                     | 633,711       | 30         | % | 632,985           | 30         | % | 634,834       | 29         | % |
| Installment loans to individuals                                  | 81,134        | 4          | % | 84,336            | 4          | % | 87,381        | 4          | % |
| Subtotal  | 2,098,408     | 100        | % | 2,132,469         | 100        | % | 2,174,066     | 100        | % |
| Unamortized net deferred loan costs                               | 691           |            |   | 374               |            |   | 356           |            |   |
| Total non-covered loans   | \$ 2,099,099  |            |   | \$ 2,132,843      |            |   | \$ 2,174,422  |            |   |

The carrying amount of the covered loans at June 30, 2010 consisted of impaired and nonimpaired purchased loans, as follows:

| (\$ in thousands)   | Impaired Purchased Loans | Nonimpaired Purchased Loans | Total Covered Loans | Unpaid Principal Balance |
|---|--------------------------|-----------------------------|---------------------|--------------------------|
| Covered loans:  |                          |                             |                     |                          |
| Commercial, financial, and agricultural                           | \$ –                     | 4,894                       | 4,894               | 6,446                    |
| Real estate – construction, land development & other land loans   | 10,117                   | 113,267                     | 123,384             | 207,812                  |
| Real estate – mortgage – residential (1-4 family) first mortgages | –                        | 214,116                     | 214,116             | 255,223                  |
| Real estate – mortgage – home equity loans / lines of credit      | –                        | 20,621                      | 20,621              | 24,584                   |
| Real estate – mortgage – commercial and other                     | 4,611                    | 84,666                      | 89,277              | 115,868                  |
| Installment loans to individuals                                  | –                        | 3,185                       | 3,185               | 3,537                    |
| Total   | \$ 14,728                | 440,749                     | 455,477             | 613,470                  |

The carrying amount of covered loans at December 31, 2009 was as follows:

| (\$ in thousands)  | Impaired<br>Purchased<br>Loans | Nonimpaired<br>Purchased<br>Loans | Total<br>Covered<br>Loans | Unpaid<br>Principal<br>Balance |
|--|--------------------------------|-----------------------------------|---------------------------|--------------------------------|
| Covered loans:   |                                |                                   |                           |                                |
| Commercial, financial, and agricultural                              | \$ –                           | 9,386                             | 9,386                     | 12,406                         |
| Real estate – construction, land<br>development & other land loans   | 29,479                         | 113,777                           | 143,256                   | 254,897                        |
| Real estate – mortgage – residential (1-4<br>family) first mortgages | –                              | 255,405                           | 255,405                   | 329,141                        |
| Real estate – mortgage – home equity loans<br>/ lines of credit      | –                              | 22,059                            | 22,059                    | 24,504                         |
| Real estate – mortgage – commercial and<br>other                     | 4,971                          | 80,767                            | 85,738                    | 108,908                        |
| Installment loans to individuals                                     | –                              | 4,178                             | 4,178                     | 4,673                          |
| Total  | \$ 34,450                      | 485,572                           | 520,022                   | 734,529                        |



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The following table presents information regarding purchased nonimpaired loans at the Cooperative Bank acquisition date of June 19, 2009 and changes from that date to June 30, 2010. The amounts include principal only and do not reflect accrued interest as of the date of the acquisition or beyond.

(\$ in thousands)

|  |            |
|--|------------|
| Contractual loan principal payments receivable                                 | \$738,182  |
| Estimate of contractual principal not expected to be collected – loan discount | (194,460 ) |
| Fair value of purchased nonimpaired loans at June 19, 2009                     | 543,722    |
| Principal repayments   | (45,670 )  |
| Transfers to foreclosed real estate  | (13,949 )  |
| Accretion of loan discount   | 1,469      |
| Carrying amount of nonimpaired Cooperative Bank loans at December 31, 2009     | \$485,572  |
| Principal repayments   | (21,578 )  |
| Transfers to foreclosed real estate  | (26,388 )  |
| Accretion of loan discount   | 3,143      |
| Carrying amount of nonimpaired Cooperative Bank loans at June 30, 2010         | \$440,749  |

As reflected in the table above, the Company accreted \$3,143,000 of the loan discount on purchased nonimpaired loans into interest income during the first six months of 2010 in order to recognize the difference between the initial recorded investment and the loans' expected repayment amount.

The following table presents information regarding purchased impaired loans at the Cooperative Bank acquisition date of June 19, 2009 and changes from that date to June 30, 2010. The Company has initially applied the cost recovery method to all purchased impaired loans at the acquisition date of June 19, 2009 due to the uncertainty as to the timing of expected cash flows as reflected in the following table.

(\$ in thousands)

|   |           |
|---|-----------|
| Contractually required principal payments receivable                    | \$90,776  |
| Nonaccretable difference  | (33,394 ) |
| Present value of cash flows expected to be collected                    | 57,382    |
| Accretable difference   | –         |
| Fair value of purchased impaired loans at June 19, 2009                 | 57,382    |
| Transfer to foreclosed real estate                                      | (22,932 ) |
| Carrying amount of impaired Cooperative Bank loans at December 31, 2009 | \$34,450  |
| Principal repayments  | (482 )    |
| Transfer to foreclosed real estate                                      | (19,148 ) |
| Change due to loan-charge-off   | (324 )    |
| Other   | 232       |
| Carrying amount of impaired Cooperative Bank loans at June 30, 2010     | \$14,728  |

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The following table presents information regarding all purchased impaired loans, which includes the Company's acquisition of Great Pee Dee on April 1, 2008, and the Company's acquisition of certain assets and liabilities of Cooperative Bank on June 19, 2009:

| (\$ in thousands)                                  | Contractual<br>Principal<br>Receivable | Fair Market<br>Value<br>Adjustment –<br>Write Down<br>(Nonaccretable<br>Difference) | Carrying<br>Amount |
|--|--|---|--------------------|
| Purchased Impaired Loans                           |  |   |                    |
| As of April 1, 2008 Great Pee Dee acquisition date | \$ 7,663                               | 4,695   | 2,968              |
| Additions due to borrower advances                 | 663                                    | –   | 663                |
| Change due to payments received                    | (510 )                                 | –   | (510 )             |
| Change due to legal discharge of debt              | (102 )                                 | (102 )  | –                  |
| Balance at December 31, 2008                       | 7,714                                  | 4,593   | 3,121              |
| Additions due to acquisition of Cooperative Bank   | 90,776                                 | 33,394  | 57,382             |
| Change due to payments received                    | (822 )                                 | (150 )  | (672 )             |
| Transfer to foreclosed real estate                 | (31,102 )                              | (7,817 )  | (23,285 )          |
| Change due to loan charge-off                      | (27,273 )                              | (26,778 )   | (495 )             |
| Balance at December 31, 2009                       | 39,293                                 | 3,242   | 36,051             |
| Change due to payments received                    | (678 )                                 | –   | (678 )             |
| Transfer to foreclosed real estate                 | (19,148 )                              | –   | (19,148 )          |
| Change due to loan charge-off                      | (949 )                                 | (625 )  | (324 )             |
| Other  | (55 )                                  | (286 )  | 231                |
| Balance at June 30, 2010                           | \$ 18,463                              | 2,331   | 16,132             |

Each of the purchased impaired loans are on nonaccrual status and considered to be impaired. Because of the uncertainty of the expected cash flows, the Company is accounting for each purchased impaired loan under the cost recovery method, in which all cash payments are applied to principal. Thus, there is no accretable yield associated with the above loans. Through June 30, 2010, the Company has received \$67,000 in payments that exceeded the initial carrying amount of the purchased impaired loans. These payments were recorded as interest income.

Nonperforming assets are defined as nonaccrual loans, restructured loans, loans past due 90 or more days and still accruing interest, and other real estate. Nonperforming assets are summarized as follows:

| ASSET QUALITY DATA (\$ in thousands)   | June 30, 2010 | December 31, 2009 | June 30, 2009 |
|--|---------------|-------------------|---------------|
| Non-covered nonperforming assets       |               |                   |               |
| Nonaccrual loans                       | \$ 73,152     | 62,206            | 43,210        |
| Restructured loans                     | 20,392        | 21,283            | 3,995         |
| Accruing loans >90 days past due       | –             | –                 | –             |
| Total non-covered nonperforming loans  | 93,544        | 83,489            | 47,205        |
| Other real estate                      | 14,690        | 8,793             | 6,032         |
| Total non-covered nonperforming assets | \$ 108,234    | 92,282            | 53,237        |
| Covered nonperforming assets (1)       |               |                   |               |
| Nonaccrual loans (2)                   | \$ 98,669     | 117,916           | 78,413        |
| Restructured loans                     | 8,450         | –                 | –             |

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|                                    |            |         |         |
|------------------------------------|------------|---------|---------|
| Accruing loans > 90 days past due  | –          | –       | –       |
| Total covered nonperforming loans  | 107,119    | 117,916 | 78,413  |
| Other real estate                  | 80,074     | 47,430  | 12,415  |
| Total covered nonperforming assets | \$ 187,193 | 165,346 | 90,828  |
| Total nonperforming assets         | \$ 295,427 | 257,628 | 144,065 |

(1) Covered nonperforming assets consist of assets that are included in loss-share agreements with the FDIC.

(2) At June 30, 2010, the contractual balance of the nonaccrual loans covered by FDIC loss share agreements was \$146.5 million.

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The following table presents information related to impaired loans, as defined by relevant accounting standards.

|   | As of /for<br>the<br>six months<br>ended June<br>30,<br>2010 | As of /for<br>the<br>year ended<br>December<br>31,<br>2009 | As of /for<br>the<br>six months<br>ended June<br>30,<br>2009 |
|---|--|--|--|
| (\$ in thousands)   |  |  |  |
| Impaired loans at period end  |  |  |  |
| Non-covered   | \$93,544   | 55,574   | 28,068   |
| Covered   | 107,119  | 94,746   | 57,382   |
| Total impaired loans at period end                                    | \$200,663  | 150,320  | 85,450   |
| Average amount of impaired loans for period                           |  |  |  |
| Non-covered   | \$79,913   | 36,171   | 24,804   |
| Covered   | 106,096  | 34,161   | 3,487  |
| Average amount of impaired loans for period – total                   | \$186,009  | 70,332   | 28,291   |
| Allowance for loan losses related to impaired loans at period end (1) |  |  |  |
|   | \$12,060   | 9,717  | 4,878  |
| Amount of impaired loans with no related allowance at period end      |  |  |  |
| Non-covered   | \$26,092   | 30,236   | 14,143   |
| Covered   | 107,119  | 94,746   | 57,382   |
| Total impaired loans with no related allowance at period end          | \$133,211  | 124,982  | 71,525   |

(1) Relates entirely to non-covered loans.

All of the impaired loans noted in the table above were on nonaccrual status at each respective period end except for those classified as restructured loans (see previous table above for balances).

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## Note 8 – Deferred Loan Costs

The amount of loans shown on the Consolidated Balance Sheets includes net deferred loan costs of approximately \$691,000, \$374,000, and \$356,000 at June 30, 2010, December 31, 2009, and June 30, 2009, respectively.

## Note 9 – Goodwill and Other Intangible Assets

The following is a summary of the gross carrying amount and accumulated amortization of amortizable intangible assets as of June 30, 2010, December 31, 2009, and June 30, 2009 and the carrying amount of unamortized intangible assets as of those same dates. The Company recorded \$284,000 in customer lists intangibles in connection with the acquisition of an insurance agency in February 2010.

| (\$ in thousands)                | June 30, 2010         |                          | December 31, 2009     |                          | June 30, 2009         |                          |
|----------------------------------|-----------------------|--------------------------|-----------------------|--------------------------|-----------------------|--------------------------|
|                                  | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| Amortizable intangible assets:   |                       |                          |                       |                          |                       |                          |
| Customer lists                   | \$678                 | 266                      | 394                   | 241                      | 394                   | 226                      |
| Core deposit premiums            | 7,590                 | 3,040                    | 7,590                 | 2,630                    | 7,590                 | 2,211                    |
| <b>Total</b>                     | <b>\$8,268</b>        | <b>3,306</b>             | <b>7,984</b>          | <b>2,871</b>             | <b>7,984</b>          | <b>2,437</b>             |
| Unamortizable intangible assets: |                       |                          |                       |                          |                       |                          |
| Goodwill                         | \$65,835              |                          | 65,835                |                          | 65,835                |                          |

Amortization expense totaled \$220,000 and \$98,000 for the three months ended June 30, 2010 and 2009, respectively. Amortization expense totaled \$435,000 and \$196,000 for the six months ended June 30, 2010 and 2009, respectively.

The following table presents the estimated amortization expense for the last half of calendar year 2010 and for each of the four calendar years ending December 31, 2014 and the estimated amount amortizable thereafter. These estimates are subject to change in future periods to the extent management determines it is necessary to make adjustments to the carrying value or estimated useful lives of amortized intangible assets.

| (\$ in thousands)           | Estimated Amortization |
|-----------------------------|------------------------|
|                             | Expense                |
| July 1 to December 31, 2010 | \$439                  |
| 2011                        | 864                    |
| 2012                        | 853                    |
| 2013                        | 742                    |
| 2014                        | 639                    |
| Thereafter                  | 1,425                  |
| <b>Total</b>                | <b>\$4,962</b>         |

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## Note 10 – Pension Plans

The Company sponsors two defined benefit pension plans – a qualified retirement plan (the “Pension Plan”) which is generally available to all employees, and a Supplemental Executive Retirement Plan (the “SERP”), which is for the benefit of certain senior management executives of the Company.

The Company recorded pension expense totaling \$783,000 and \$976,000 for the three months ended June 30, 2010 and 2009, respectively, related to the Pension Plan and the SERP. The following table contains the components of the pension expense.

| (\$ in thousands)                                | For the Three Months Ended June 30, |                      |              |              |                          |                          |
|--|-------------------------------------|----------------------|--------------|--------------|--------------------------|--------------------------|
|  | 2010<br>Pension Plan                | 2009<br>Pension Plan | 2010<br>SERP | 2009<br>SERP | 2010 Total<br>Both Plans | 2009 Total<br>Both Plans |
| Service cost – benefits earned during the period | \$424                               | 439                  | 118          | 107          | 542                      | 546                      |
| Interest cost                                    | 378                                 | 337                  | 92           | 89           | 470                      | 426                      |
| Expected return on plan assets                   | (355 )                              | (235 )               |              |              | (355 )                   | (235 )                   |
| Amortization of transition obligation            | 1                                   | 1                    |              |              | 1                        | 1                        |
| Amortization of net (gain)/loss                  | 99                                  | 190                  | 18           | 40           | 117                      | 230                      |
| Amortization of prior service cost               | 3                                   | 3                    | 5            | 5            | 8                        | 8                        |
| Net periodic pension cost                        | \$550                               | 735                  | 233          | 241          | 783                      | 976                      |

The Company recorded pension expense totaling \$1,566,000 and \$1,873,000 for the six months ended June 30, 2010 and 2009, respectively, related to the Pension Plan and the SERP. The following table contains the components of the pension expense.

| (\$ in thousands)                                | For the Six Months Ended June 30, |                      |              |              |                          |                          |
|--|-----------------------------------|----------------------|--------------|--------------|--------------------------|--------------------------|
|  | 2010<br>Pension Plan              | 2009<br>Pension Plan | 2010<br>SERP | 2009<br>SERP | 2010 Total<br>Both Plans | 2009 Total<br>Both Plans |
| Service cost – benefits earned during the period | \$848                             | 844                  | 236          | 232          | 1,084                    | 1,076                    |
| Interest cost                                    | 756                               | 680                  | 184          | 164          | 940                      | 844                      |
| Expected return on plan assets                   | (710 )                            | (499 )               |              |              | (710 )                   | (499 )                   |
| Amortization of transition obligation            | 2                                 | 2                    |              |              | 2                        | 2                        |
| Amortization of net (gain)/loss                  | 198                               | 380                  | 36           | 54           | 234                      | 434                      |
| Amortization of prior service cost               | 6                                 | 6                    | 10           | 10           | 16                       | 16                       |
| Net periodic pension cost                        | \$1,100                           | 1,413                | 466          | 460          | 1,566                    | 1,873                    |

The Company’s contributions to the Pension Plan are based on computations by independent actuarial consultants and are intended to provide the Company with the maximum deduction for income tax purposes. The contributions are invested to provide for benefits under the Pension Plan. The Company has contributed \$1,500,000 to the Pension Plan in 2010. During 2009, the Company amended the Pension Plan to prohibit new entrants into the plan.

The Company’s funding policy with respect to the SERP is to fund the related benefits from the operating cash flow of the Company.



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## Note 11 – Comprehensive Income

Comprehensive income is defined as the change in equity during a period for non-owner transactions and is divided into net income and other comprehensive income. Other comprehensive income includes revenues, expenses, gains, and losses that are excluded from earnings under current accounting standards. The components of accumulated other comprehensive income (loss) for the Company are as follows:

|   | June 30, 2010 | December 31, 2009 | June 30, 2009 |
|---|---------------|-------------------|---------------|
| Unrealized gain (loss) on securities available for sale     | \$ 3,895      | 1,832             | (912 )        |
| Deferred tax asset (liability)                              | (1,520 )      | (715 )            | 356           |
| Net unrealized gain (loss) on securities available for sale | 2,375         | 1,117             | (556 )        |
| Additional pension liability                                | (8,913 )      | (9,164 )          | (13,240 )     |
| Deferred tax asset  | 3,520         | 3,620             | 5,194         |
| Net additional pension liability                            | (5,393 )      | (5,544 )          | (8,046 )      |
| Total accumulated other comprehensive income (loss)         | \$ (3,018 )   | (4,427 )          | (8,602 )      |

## Note 12 – Fair Value

The carrying amounts and estimated fair values of financial instruments at June 30, 2010 and December 31, 2009 are as follows:

| (\$ in thousands)                              | June 30, 2010   |                      | December 31, 2009 |                      |
|--|-----------------|----------------------|-------------------|----------------------|
|  | Carrying Amount | Estimated Fair Value | Carrying Amount   | Estimated Fair Value |
| Cash and due from banks, noninterest-bearing   | \$59,944        | 59,944               | 60,071            | 60,071               |
| Due from banks, interest-bearing               | 148,539         | 148,539              | 283,175           | 283,175              |
| Federal funds sold                             | 5,091           | 5,091                | 7,626             | 7,626                |
| Securities available for sale                  | 163,317         | 163,317              | 179,755           | 179,755              |
| Securities held to maturity                    | 47,312          | 47,786               | 34,413            | 34,947               |
| Presold mortgages in process of settlement     | 3,123           | 3,123                | 3,967             | 3,967                |
| Loans, net of allowance                        | 2,512,361       | 2,483,443            | 2,615,522         | 2,583,289            |
| FDIC loss share receivable                     | 118,072         | 116,560              | 143,221           | 141,253              |
| Accrued interest receivable                    | 12,975          | 12,975               | 14,783            | 14,783               |
| Deposits                                       | 2,794,888       | 2,801,230            | 2,933,108         | 2,942,539            |
| Securities sold under agreements to repurchase | 61,766          | 61,766               | 64,058            | 64,058               |
| Borrowings                                     | 76,579          | 45,747               | 176,811           | 141,176              |
| Accrued interest payable                       | 2,665           | 2,665                | 3,054             | 3,054                |

Fair value methods and assumptions are set forth below for the Company's financial instruments.

Cash and Due from Banks, Federal Funds Sold, Presold Mortgages in Process of Settlement, Accrued Interest Receivable, and Accrued Interest Payable – The carrying amounts approximate their fair value because of the short



maturity of these financial instruments.

Available for Sale and Held to Maturity Securities – Fair values are based on quoted market prices, where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments.

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Loans – Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as commercial, financial and agricultural, real estate construction, real estate mortgages and installment loans to individuals. Each loan category is further segmented into fixed and variable interest rate terms. The fair value for each category is determined by discounting scheduled future cash flows using current interest rates offered on loans with similar risk characteristics. Fair values for impaired loans are estimated based on discounted cash flows or underlying collateral values, where applicable.

FDIC Loss Share Receivable – Fair value is equal to the FDIC reimbursement rate of the expected losses to be incurred and reimbursed by the FDIC and then discounted over the estimated period of receipt.

Deposits and Securities Sold Under Agreements to Repurchase – The fair value of securities sold under agreements to repurchase and deposits with no stated maturity, such as non-interest-bearing demand deposits, savings, NOW, and money market accounts, is equal to the amount payable on demand as of the valuation date. The fair value of certificates of deposit is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently offered for deposits of similar remaining maturities.

Borrowings – The fair value of borrowings is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently offered by the Company's lenders for debt of similar remaining maturities.

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Because no highly liquid market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on existing on- and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Significant assets and liabilities that are not considered financial assets or liabilities include net premises and equipment, intangible and other assets such as foreclosed properties, deferred income taxes, prepaid expense accounts, income taxes currently payable and other various accrued expenses. In addition, the income tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of the estimates.

Relevant accounting guidance establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) of identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Quoted prices for similar instruments in active or non-active markets and model-derived valuations in which all significant inputs are observable in active markets.

Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.



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The following table summarizes the Company's assets and liabilities that were measured at fair value at June 30, 2010.

(\$ in thousands)

|  | Fair Value<br>at June 30,<br>2010 | Quoted Prices in<br>Active<br>Markets<br>for Identical<br>Assets (Level<br>1) | Significant Other<br>Observable<br>Inputs (Level 2) | Significant<br>Unobservable<br>Inputs (Level<br>3) |
|--|-----------------------------------|---|---|--|
| <b>Recurring</b>                           |                                   |   |   |  |
| Securities available for sale:             |                                   |   |   |  |
| Government-sponsored enterprise securities |                                   |   |   |  |
|  | \$ 27,336                         | \$ —  | \$ 27,336   | \$ —   |
| Mortgage-backed securities                 | 103,972                           | —   | 103,972   | —  |
| Corporate bonds                            | 15,099                            | —   | 15,099  | —  |
| Equity securities                          | 16,910                            | 391   | 16,519  | —  |
| Total available for sale securities        | 163,317                           | 391   | 162,926   | —  |
| <b>Nonrecurring</b>                        |                                   |   |   |  |
| Impaired loans – covered                   | \$ 107,119                        | \$ —  | \$ 107,119  | \$ —   |
| Impaired loans – non-covered               | 93,544                            | —   | 93,544  | —  |
| Other real estate – covered                | 80,074                            | —   | 80,074  | —  |
| Other real estate – non-covered            | 14,690                            | —   | 14,690  | —  |

The following is a description of the valuation methodologies used for instruments measured at fair value.

**Securities** — When quoted market prices are available in an active market, the securities are classified as Level 1 in the valuation hierarchy. Level 1 securities for the Company include certain equity securities. If quoted market prices are not available, but fair values can be estimated by observing quoted prices of securities with similar characteristics, the securities are classified as Level 2 on the valuation hierarchy. For the Company, Level 2 securities include mortgage backed securities, collateralized mortgage obligations, government sponsored enterprise securities, and corporate bonds. In cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy.

**Impaired loans** — Fair values for impaired loans in the above table are collateral dependent and are estimated based on underlying collateral values, which are then adjusted for the cost related to liquidation of the collateral.

**Other real estate –** Other real estate, consisting of properties obtained through foreclosure or in satisfaction of loans, is reported at the lower of cost or fair value, determined on the basis of current appraisals, comparable sales, and other estimates of value obtained principally from independent sources, adjusted for estimated selling costs. At the time of foreclosure, any excess of the loan balance over the fair value of the real estate held as collateral is treated as a charge against the allowance for loan losses.

There were no transfers to or from Level 1 and 2 during the three or six months ended June 30, 2010.

For the six months ended June 30, 2010, the increase in the fair value of securities available for sale was \$2,085,000 which is included in other comprehensive income (net of tax expense of \$813,000). For the six months ended June 30, 2009, the decrease in the fair value of securities available for sale was \$1,304,000 which is included in other

comprehensive income (net of tax benefit of \$509,000). Fair value measurement methods at June 30, 2010 are consistent with those used in prior reporting periods.

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## Note 13 – Participation in the U.S. Treasury Capital Purchase Program

On January 9, 2009, the Company completed the sale of \$65 million of Series A preferred stock to the United States Treasury Department (Treasury) under the Treasury’s Capital Purchase Program. The program was designed to attract broad participation by healthy banking institutions to help stabilize the financial system and increase lending for the benefit of the U.S. economy.

Under the terms of the stock purchase agreement, the Treasury received (i) 65,000 shares of fixed rate cumulative perpetual preferred stock with a liquidation value of \$1,000 per share and (ii) a warrant to purchase 616,308 shares of the Company’s common stock, no par value, in exchange for \$65 million.

The preferred stock qualifies as Tier 1 capital and will pay cumulative dividends at a rate of 5% for the first five years, and 9% thereafter. Subject to regulatory approval, the Company is generally permitted to redeem the preferred shares at par plus unpaid dividends.

The warrant has a 10-year term and is immediately exercisable upon its issuance, with an exercise price equal to \$15.82 per share. The Treasury has agreed not to exercise voting power with respect to any shares of common stock issued upon exercise of the warrant.

The Company allocated the \$65 million in proceeds to the preferred stock and the common stock warrant based on their relative fair values. To determine the fair value of the preferred stock, the Company used a discounted cash flow model that assumed redemption of the preferred stock at the end of year five. The discount rate utilized was 13% and the estimated fair value was determined to be \$36.2 million. The fair value of the common stock warrant was estimated to be \$2.8 million using the Black-Scholes option pricing model with the following assumptions:

|                             |          |
|-----------------------------|----------|
| Expected dividend yield     | 4.83 %   |
| Risk-free interest rate     | 2.48 %   |
| Expected life               | 10 years |
| Expected volatility         | 35.00%   |
| Weighted average fair value | \$ 4.47  |

The aggregate fair value result for both the preferred stock and the common stock warrant was determined to be \$39.0 million, with 7% of this aggregate total attributable to the warrant and 93% attributable to the preferred stock. Therefore, the \$65 million issuance was allocated with \$60.4 million being assigned to the preferred stock and \$4.6 million being assigned to the common stock warrant.

The \$4.6 million difference between the \$65 million face value of the preferred stock and the \$60.4 million allocated to it upon issuance was recorded as a discount on the preferred stock. The \$4.6 million discount will be accreted, using the effective interest method, as a reduction in net income available to common shareholders over the next four years at approximately \$0.8 million to \$1.0 million per year.

For the first six months of 2010 and 2009, the Company accrued approximately \$1,625,000 and \$1,561,000, respectively, in preferred dividend payments and accreted \$428,000 and \$402,000, respectively, of the discount on the preferred stock. These amounts are deducted from net income in computing “Net income available to common shareholders.”



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Item 2 - Management's Discussion and Analysis of Consolidated Results of Operations and Financial Condition

CRITICAL ACCOUNTING POLICIES

We follow and apply accounting principles that conform with accounting principles generally accepted in the United States of America and with general practices followed by the banking industry. Certain of these principles involve a significant amount of judgment and/or use of estimates based on our best assumptions at the time of the estimation. We have identified three policies as being more sensitive in terms of judgments and estimates, taking into account their overall potential impact on our consolidated financial statements – 1) the allowance for loan losses, 2) intangible assets, and 3) valuation of acquired assets.

Allowance for Loan Losses

Due to the estimation process and the potential materiality of the amounts involved, we have identified the accounting for the allowance for loan losses and the related provision for loan losses as an accounting policy critical to our consolidated financial statements. The provision for loan losses charged to operations is an amount sufficient to bring the allowance for loan losses to an estimated balance considered adequate to absorb losses inherent in the portfolio.

Our determination of the adequacy of the allowance is based primarily on a mathematical model that estimates the appropriate allowance for loan losses. This model has two components. The first component involves the estimation of losses on loans defined as “impaired loans.” A loan is considered to be impaired when, based on current information and events, it is probable we will be unable to collect all amounts due according to the contractual terms of the loan agreement. The estimated valuation allowance is the difference, if any, between the loan balance outstanding and the value of the impaired loan as determined by either 1) an estimate of the cash flows that we expect to receive from the borrower discounted at the loan’s effective rate, or 2) in the case of a collateral-dependent loan, the fair value of the collateral.

The second component of the allowance model is an estimate of losses for all loans not considered to be impaired loans. Loans that we have classified as having “standard” credit risk are segregated by loan type, and estimated loss percentages are assigned to each loan type, based on the historical losses, current economic conditions, and operational conditions specific to each loan type. Loans that we have risk-graded as having more than “standard” risk but not considered to be impaired are segregated between those relationships with outstanding balances exceeding \$500,000 and those that are less than that amount. For those loan relationships with outstanding balances exceeding \$500,000, we review the attributes of each individual loan and assign any necessary loss reserve based on various factors including payment history, borrower strength, collateral value, and guarantor strength. For loan relationships less than \$500,000 with more than standard risk but not considered to be impaired, loss percentages are based on a multiple of the estimated loss rate for loans of a similar loan type with normal risk. The multiples assigned vary by type of loan, depending on risk, and we have consulted with an external credit review firm in assigning those multiples.

The reserve estimated for impaired loans is then added to the reserve estimated for all other loans. This becomes our “allocated allowance.” In addition to the allocated allowance derived from the model, we also evaluate other data such as the ratio of the allowance for loan losses to total loans, net loan growth information, nonperforming asset levels and trends in such data. Based on this additional analysis, we may determine that an additional amount of allowance for loan losses is necessary to reserve for probable losses. This additional amount, if any, is our “unallocated allowance.” The sum of the allocated allowance and the unallocated allowance is compared to the actual allowance for loan losses recorded on our books and any adjustment necessary for the recorded allowance to equal the computed allowance is recorded as a provision for loan losses. The provision for loan losses is a direct charge to earnings in the



period recorded.

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Loans covered under loss share agreements with the FDIC are recorded at fair value at acquisition date. Therefore, amounts deemed uncollectible at acquisition date become a part of the fair value calculation and are excluded from the allowance for loan losses. Subsequent decreases in the amount expected to be collected result in a provision for loan losses with a corresponding increase in the allowance for loan losses. Subsequent increases in the amount expected to be collected result in a reversal of any previously recorded provision for loan losses and related allowance for loan losses, or prospective adjustment to the accretible yield if no provision for loan losses had been recorded. Proportional adjustments are also recorded to the FDIC receivable under the loss share agreements.

Although we use the best information available to make evaluations, future material adjustments may be necessary if economic, operational, or other conditions change. In addition, various regulatory agencies, as an integral part of their examination process, periodically review our allowance for loan losses. Such agencies may require us to recognize additions to the allowance based on the examiners' judgment about information available to them at the time of their examinations.

For further discussion, see "Nonperforming Assets" and "Summary of Loan Loss Experience" below.

## Intangible Assets

Due to the estimation process and the potential materiality of the amounts involved, we have also identified the accounting for intangible assets as an accounting policy critical to our consolidated financial statements.

When we complete an acquisition transaction, the excess of the purchase price over the amount by which the fair market value of assets acquired exceeds the fair market value of liabilities assumed represents an intangible asset. We must then determine the identifiable portions of the intangible asset, with any remaining amount classified as goodwill. Identifiable intangible assets associated with these acquisitions are generally amortized over the estimated life of the related asset, whereas goodwill is tested annually for impairment, but not systematically amortized. Assuming no goodwill impairment, it is beneficial to our future earnings to have a lower amount assigned to identifiable intangible assets and higher amount of goodwill as opposed to having a higher amount considered to be identifiable intangible assets and a lower amount classified as goodwill.

The primary identifiable intangible asset we typically record in connection with a whole bank or bank branch acquisition is the value of the core deposit intangible, whereas when we acquire an insurance agency, the primary identifiable intangible asset is the value of the acquired customer list. Determining the amount of identifiable intangible assets and their average lives involves multiple assumptions and estimates and is typically determined by performing a discounted cash flow analysis, which involves a combination of any or all of the following assumptions: customer attrition/runoff, alternative funding costs, deposit servicing costs, and discount rates. We typically engage a third-party consultant to assist in each analysis. For the whole bank and bank branch acquisitions recorded to date, the core deposit intangibles have generally been estimated to have a life ranging from seven to ten years, with an accelerated rate of amortization. For insurance agency acquisitions, the identifiable intangible assets related to the customer lists were determined to have a life of ten to fifteen years, with amortization occurring on a straight-line basis.

Subsequent to the initial recording of the identifiable intangible assets and goodwill, we amortize the identifiable intangible assets over their estimated average lives, as discussed above. In addition, on at least an annual basis, goodwill is evaluated for impairment by comparing the fair value of our reporting units to their related carrying value, including goodwill (our community banking operation is currently our only material reporting unit). At our last evaluation, the fair value of our community banking operation exceeded its carrying value, including goodwill. If the carrying value of a reporting unit were ever to exceed its fair value, we would determine whether the implied fair value of the goodwill, using a discounted cash flow analysis, exceeded the carrying value of the goodwill. If the

carrying value of the goodwill exceeded the implied fair value of the goodwill, an impairment loss would be recorded in an amount equal to that excess. Performing such a discounted cash flow analysis would involve the significant use of estimates and assumptions.

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We review identifiable intangible assets for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Our policy is that an impairment loss is recognized, equal to the difference between the asset's carrying amount and its fair value, if the sum of the expected undiscounted future cash flows is less than the carrying amount of the asset. Estimating future cash flows involves the use of multiple estimates and assumptions, such as those listed above.

### Fair Value and Discount Accretion of Acquired Loans

We consider the determination of the initial fair value of loans acquired in the June 19, 2009, FDIC-assisted transaction with Cooperative Bank, the initial fair value of the related FDIC loss share receivable, and the subsequent discount accretion of the purchased loans to involve a high degree of judgment and complexity. The carrying values of the acquired loans and the FDIC loss share receivable reflect management's best estimate of the amount to be realized on each of these assets. We determined current fair value accounting estimates of the assumed assets and liabilities in accordance with relevant accounting guidance. However, the amount that we realize on these assets could differ materially from the carrying value reflected in our financial statements, based upon the timing of collections on the acquired loans in future periods. To the extent the actual values realized for the acquired loans are different from the estimates, the FDIC loss share receivable will generally be impacted in an offsetting manner due to the loss-sharing support from the FDIC.

Because of the inherent credit losses associated with the acquired loans, the amount that we recorded as the fair values for the loans was less than the contractual unpaid principal balance due from the borrowers, with the difference being referred to as the "discount" on the acquired loans. We have initially applied the cost recovery method permitted by relevant accounting guidance to all purchased impaired loans due to the uncertainty as to the timing of expected cash flows. This will result in the recognition of interest income on these impaired loans only when the cash payments received from the borrower exceed the recorded net book value of the related loans.

For nonimpaired purchased loans, we have elected to accrete the discount in a manner consistent with the guidance for accounting for loan origination fees and costs.

### Current Accounting Matters

See Note 2 to the Consolidated Financial Statements above for information about accounting standards that we have recently adopted.

## RESULTS OF OPERATIONS

### Overview

Net income available to common shareholders for the three and six months ended June 30, 2010 amounted to \$2.9 million, or \$0.17 per diluted common share, and \$6.3 million, or \$0.38 per diluted common share, respectively. For the three and six months ended June 30, 2009, net income available to common shareholders amounted to \$43.5 million, or \$2.61 per diluted common share, and \$46.6 million, or \$2.80 per diluted common share, respectively.

In the second quarter of 2009, we realized a \$67.9 million gain related to the acquisition of Cooperative Bank in Wilmington, North Carolina. This gain resulted from the difference between the purchase price and the acquisition-date fair value of the acquired assets and liabilities. The after-tax impact of this gain was \$41.1 million, or \$2.46 per diluted common share.



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### Net Interest Income and Net Interest Margin

Net interest income for the second quarter of 2010 amounted to \$31.5 million, a 34.5% increase over the second quarter of 2009. Net interest income for the six months ended June 30, 2010 amounted to \$62.7 million, a 37.7% increase over the comparable period in 2009. The increase in net interest income was due to balance sheet growth realized from the Cooperative Bank acquisition and a higher net interest margin.

Our net interest margin (tax-equivalent net interest income divided by average earnings assets) in the second quarter of 2010 was 4.35%, a 19 basis point increase from the 4.16% realized in the first quarter of 2010 and a 61 basis point increase from the 3.74% margin realized in the second quarter of 2009. The primary reason for the increase in the net interest margin is that we have been able to lower rates on maturing time deposits that were originated in periods of higher interest rates.

### Provision for Loan Losses and Asset Quality

Our provision for loan losses amounted to \$8.0 million in the second quarter of 2010 compared to \$7.6 million in the first quarter of 2010 and \$3.9 million in the second quarter of 2009. The higher provision for loan losses is a result of higher levels of classified and nonperforming assets and the impact of declining real estate values on our collateral-dependent real estate loans.

Our non-covered nonperforming assets (which excludes assets covered by loss share agreements with the FDIC) amounted to \$108 million at June 30, 2010, compared to \$101 million at March 31, 2010 and \$53 million at June 30, 2009. At June 30, 2010, the ratio of non-covered nonperforming assets to total non-covered assets was 3.89%, compared to 3.58% at March 31, 2010, and 1.82% at June 30, 2009.

Our ratio of annualized net charge-offs to average non-covered loans was 1.05% for the second quarter of 2010 compared to 1.01% for the first quarter of 2010 and 0.49% in the second quarter of 2009.

### Noninterest Income

Total noninterest income was \$4.5 million in the second quarter of 2010 and \$10.2 million for the six months ended June 30, 2010. This compares to noninterest income of \$72.8 million for the second quarter of 2009 and \$77.5 million for the six months ended June 30, 2009. Each of the periods in 2009 include a \$67.9 million gain related to the June 2009 acquisition of Cooperative Bank. Most other categories of noninterest income increased as a result of a larger customer base that resulted from the Cooperative Bank acquisition.

In the second quarter of 2010, we recorded \$1.2 million in write-downs (net of FDIC reimbursable amounts) on foreclosed properties covered by FDIC loss sharing agreements, which is included in "Other gains (losses)" in the Consolidated Statements of Income. The write-downs were necessary as a result of updated appraisals obtained on these properties during the quarter.

### Noninterest Expenses

Noninterest expenses amounted to \$22.0 million in the second quarter of 2010, a 14.3% increase over the \$19.2 million recorded in the same period of 2009. Noninterest expenses for the six months ended June 30, 2010 amounted to \$44.2 million, a 25.9% increase from the \$35.1 million recorded in the first six months of 2009. The increase is primarily attributable to incremental operating expenses associated with the Cooperative Bank acquisition that occurred late in the second quarter of 2009. Included in other noninterest expenses for the second quarter of 2010 are approximately \$0.7 million in costs associated with collection activities on loans and foreclosed properties covered by

FDIC loss sharing agreements compared to \$1 million in the first quarter of 2010 and zero in the first six months of 2009. During the first quarter of 2010, we were also impacted by a fraud loss of \$0.6 million.

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Our effective tax rate has declined from approximately 39% in 2009 to 36% in 2010 as a result of purchases of tax-exempt investment securities during 2010.

### Balance Sheet and Capital

Total assets at June 30, 2010 amounted to \$3.3 billion, a 6.0% decrease from a year earlier. Total loans at June 30, 2010 amounted to \$2.6 billion, a 7.8% decrease from a year earlier, and total deposits amounted to \$2.8 billion at June 30, 2010, a 2.8% decrease from a year earlier.

We continue to experience a general decline in loans during 2010, with loans decreasing approximately \$98 million, or 3.7%, since December 31, 2009. Although we originate and renew a significant amount of loans each month, normal paydowns of loans are exceeding new loan growth. Overall, loan demand remains weak in most of our market areas.

Our deposits declined by \$138 million, or 4.7%, during the first six months of 2010. This decrease was primarily a result of the loss of \$117 million in relatively high cost time deposits, including \$73 million in internet time deposits, that matured and were not renewed during the first six months of 2010. Brokered deposits remained at a low level at June 30, 2010, comprising just 3.3% of total deposits, with internet deposits comprising an additional 2.0%.

During the first quarter of 2010, we utilized a portion of our excess liquidity to pay down our borrowings by \$100 million, as further discussed below under "Liquidity, Commitments and Contingencies".

We remain well-capitalized by all regulatory standards with a Total Risk-Based Capital Ratio of 16.43%. (See "Capital Resources" below for comparisons of our capital ratios with prior periods and regulatory minimums.) Our tangible common equity to tangible assets ratio was 6.56% at June 30, 2010, an increase of 96 basis points from a year earlier. We continue to have outstanding \$65 million in preferred stock that was issued to the U.S. Treasury in January 2009.

Our annualized return on average assets for the three and six month periods ended June 30, 2010 was 0.35% and 0.38%, respectively, compared to 6.40% and 3.52% for the comparable periods of 2009. This ratio was calculated by dividing annualized net income available to common shareholders by average assets.

Our annualized return on average common equity for the three and six month periods ended June 30, 2010 was 4.11% and 4.51%, respectively, compared to 76.25% and 41.61% for the comparable periods of 2009. This ratio was calculated by dividing annualized net income available to common shareholders by average common equity.

### Components of Earnings

Net interest income is the largest component of earnings, representing the difference between interest and fees generated from earning assets and the interest costs of deposits and other funds needed to support those assets. Net interest income for the three month period ended June 30, 2010 amounted to \$31,536,000, an increase of \$8,093,000, or 34.5%, from the \$23,443,000 recorded in the second quarter of 2009. Net interest income on a tax-equivalent basis for the three month period ended June 30, 2010 amounted to \$31,867,000, an increase of \$8,237,000, or 34.9%, from the \$23,630,000 recorded in the second quarter of 2009. We believe that analysis of net interest income on a tax-equivalent basis is useful and appropriate because it allows a comparison of net interest income amounts in different periods without taking into account the different mix of taxable versus non-taxable investments that may have existed during those periods.





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| (\$ in thousands)                   | Three Months Ended June 30, |        |
|-------------------------------------|-----------------------------|--------|
|                                     | 2010                        | 2009   |
| Net interest income, as reported    | \$ 31,536                   | 23,443 |
| Tax-equivalent adjustment           | 331                         | 187    |
| Net interest income, tax-equivalent | \$ 31,867                   | 23,630 |

Net interest income for the six months ended June 30, 2010 amounted to \$62,713,000, an increase of \$17,160,000, or 37.7%, from the \$45,553,000 recorded in the first six months of 2009. Net interest income on a tax-equivalent basis for the six months ended June 30, 2010 amounted to \$63,339,000, an increase of \$17,436,000, or 38.0%, from the \$45,903,000 recorded in the first six months of 2009.

| (\$ in thousands)                   | Six Months Ended June, |        |
|-------------------------------------|------------------------|--------|
|                                     | 2010                   | 2009   |
| Net interest income, as reported    | \$ 62,713              | 45,553 |
| Tax-equivalent adjustment           | 626                    | 350    |
| Net interest income, tax-equivalent | \$ 63,339              | 45,903 |

There are two primary factors that cause changes in the amount of net interest income we record - 1) growth in loans and deposits, and 2) our net interest margin (tax-equivalent net interest income divided by average interest-earning assets).

For the three and six months ended June 30, 2010, the increase in net interest income over the comparable periods in 2009 was due to both higher levels of loans and deposits compared to a year ago (see discussion below) and a higher net interest margin.

Our net interest margin in the second quarter of 2010 was 4.35%, a 19 basis point increase from the 4.16% realized in the first quarter of 2010 and a 61 basis point increase from the 3.74% realized in the second quarter of 2009. There have been no changes in the interest rates set by the Federal Reserve since December 2008, and we have been able to lower rates on maturing time deposits that were originated in periods of higher rates. Also, to a lesser degree, we have been able to progressively lower interest rates on various types of savings, NOW and money market accounts.

Our net interest margin also benefitted from purchase accounting adjustments associated with the Cooperative Bank acquisition and, to a lesser degree, the acquisition of Great Pee Dee Bancorp in 2008. For the six months ended June 30, 2010 and 2009, we recorded \$5,192,000 and \$334,000, respectively, in net positive purchase accounting adjustments that increased net interest income. The table below presents the components of the purchase accounting adjustments.

| (\$ in thousands)  | For the Three Months Ended |               | For the Six Months Ended |               |
|--|----------------------------|---------------|--------------------------|---------------|
|  | June 30, 2010              | June 30, 2009 | June 30, 2010            | June 30, 2009 |
| Interest income – reduced by premium amortization on loans         | \$ (49 )                   | (49 )         | (98 )                    | (98 )         |
| Interest income – increased by accretion of loan discount          | 1,659                      | –             | 3,143                    | –             |
| Interest expense – reduced by premium amortization of deposits (1) | 731                        | –             | 1,915                    | 200           |
| Interest expense – reduced by premium amortization of borrowings   | 116                        | 116           | 232                      | 232           |
| Impact on net interest income                                      | \$ 2,457                   | 67            | 5,192                    | 334           |

(1) At June 30, 2010, the remaining unamortized premium on deposits was \$296,000, all of which is scheduled to be amortized in the third quarter of 2010.

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The following table presents net interest income analysis on a tax-equivalent basis.

| (\$ in thousands)   | For the Three Months Ended June 30, |                 |                               |                   |                 |                               |
|---|-------------------------------------|-----------------|-------------------------------|-------------------|-----------------|-------------------------------|
|   | 2010                                |                 |                               | 2009              |                 |                               |
|   | Average<br>Volume                   | Average<br>Rate | Interest<br>Earned<br>or Paid | Average<br>Volume | Average<br>Rate | Interest<br>Earned<br>or Paid |
| <b>Assets</b>   |                                     |                 |                               |                   |                 |                               |
| Loans (1)   | \$2,575,926                         | 5.86            | % \$37,609                    | \$2,249,130       | 6.00            | % \$33,640                    |
| Taxable securities  | 166,295                             | 3.81            | % 1,579                       | 165,555           | 4.08            | % 1,682                       |
| Non-taxable securities (2)  | 46,002                              | 6.45            | % 740                         | 20,407            | 7.45            | % 379                         |
| Short-term investments  | 151,255                             | 0.32            | % 121                         | 101,931           | 0.26            | % 66                          |
| Total interest-earning assets                                       | 2,939,478                           | 5.46            | % 40,049                      | 2,537,023         | 5.65            | % 35,767                      |
| Cash and due from banks   | 60,480                              |                 |                               | 36,701            |                 |                               |
| Premises and equipment  | 54,157                              |                 |                               | 52,200            |                 |                               |
| Other assets  | 262,856                             |                 |                               | 99,290            |                 |                               |
| Total assets  | \$3,316,971                         |                 |                               | \$2,725,214       |                 |                               |
| <b>Liabilities</b>  |                                     |                 |                               |                   |                 |                               |
| NOW accounts  | \$341,914                           | 0.28            | % \$240                       | \$228,436         | 0.29            | % \$167                       |
| Money market accounts   | 508,044                             | 0.87            | % 1,098                       | 397,052           | 1.48            | % 1,467                       |
| Savings accounts  | 158,007                             | 0.83            | % 326                         | 128,828           | 1.10            | % 352                         |
| Time deposits >\$100,000  | 698,612                             | 1.83            | % 3,182                       | 655,567           | 2.92            | % 4,769                       |
| Other time deposits   | 824,700                             | 1.37            | % 2,825                       | 598,780           | 2.99            | % 4,469                       |
| Total interest-bearing deposits                                     | 2,531,277                           | 1.22            | % 7,671                       | 2,008,663         | 2.24            | % 11,224                      |
| <b>Securities sold under agreements</b>                             |                                     |                 |                               |                   |                 |                               |
| to repurchase   | 56,635                              | 0.50            | % 70                          | 55,046            | 1.49            | % 205                         |
| Borrowings  | 76,487                              | 2.31            | % 441                         | 97,962            | 2.90            | % 708                         |
| Total interest-bearing liabilities                                  | 2,664,399                           | 1.23            | % 8,182                       | 2,161,671         | 2.25            | % 12,137                      |
| Non-interest-bearing deposits                                       | 287,304                             |                 |                               | 246,711           |                 |                               |
| Other liabilities   | 15,938                              |                 |                               | 22,939            |                 |                               |
| Shareholders' equity  | 349,330                             |                 |                               | 293,893           |                 |                               |
| Total liabilities and shareholders' equity                          | \$3,316,971                         |                 |                               | \$2,725,214       |                 |                               |
| <b>Net yield on interest-earning assets and net interest income</b> |                                     |                 |                               |                   |                 |                               |
| Interest rate spread  |                                     | 4.35            | % \$31,867                    |                   | 3.74            | % \$23,630                    |
| Average prime rate  |                                     | 4.23            | %                             |                   | 3.40            | %                             |
|   |                                     | 3.25            | %                             |                   | 3.25            | %                             |

(1) Average loans include nonaccruing loans, the effect of which is to lower the average rate shown.

(2) Includes tax-equivalent adjustments of \$331,000 and \$187,000 in 2010 and 2009, respectively, to reflect the tax benefit that we receive related to tax-exempt securities, which carry interest rates lower than similar taxable investments due to their tax-exempt status. This amount has been computed assuming a 39% tax rate and is reduced by the related nondeductible portion of interest expense.



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| (\$ in thousands)   | For the Six Months Ended June 30, |                 |                               |                   |                 |                               |
|---|-----------------------------------|-----------------|-------------------------------|-------------------|-----------------|-------------------------------|
|   | 2010                              |                 |                               | 2009              |                 |                               |
|   | Average<br>Volume                 | Average<br>Rate | Interest<br>Earned<br>or Paid | Average<br>Volume | Average<br>Rate | Interest<br>Earned<br>or Paid |
| <b>Assets</b>   |                                   |                 |                               |                   |                 |                               |
| Loans (1)   | \$2,601,782                       | 5.88            | % \$75,827                    | \$2,225,956       | 6.00            | % \$66,192                    |
| Taxable securities  | 170,345                           | 3.68            | % 3,109                       | 163,519           | 4.27            | % 3,462                       |
| Non-taxable securities (2)  | 42,679                            | 6.56            | % 1,389                       | 18,058            | 7.75            | % 694                         |
| Short-term investments  | 187,500                           | 0.35            | % 328                         | 87,218            | 0.24            | % 105                         |
| Total interest-earning assets   | 3,002,306                         | 5.42            | % 80,653                      | 2,494,751         | 5.69            | % 70,453                      |
| Cash and due from banks   | 58,732                            |                 |                               | 37,652            |                 |                               |
| Premises and equipment  | 54,219                            |                 |                               | 52,225            |                 |                               |
| Other assets  | 263,497                           |                 |                               | 86,424            |                 |                               |
| Total assets  | \$3,378,754                       |                 |                               | \$2,671,052       |                 |                               |
| <b>Liabilities</b>  |                                   |                 |                               |                   |                 |                               |
| NOW accounts  | \$334,160                         | 0.28            | % \$456                       | \$213,799         | 0.24            | % \$257                       |
| Money market accounts   | 521,124                           | 0.93            | % 2,413                       | 378,921           | 1.66            | % 3,114                       |
| Savings accounts  | 155,472                           | 0.85            | % 659                         | 126,033           | 1.20            | % 750                         |
| Time deposits >\$100,000  | 765,237                           | 1.75            | % 6,654                       | 631,498           | 3.05            | % 9,565                       |
| Other time deposits   | 807,001                           | 1.51            | % 6,049                       | 592,621           | 3.05            | % 8,963                       |
| Total interest-bearing deposits   | 2,582,994                         | 1.27            | % 16,231                      | 1,942,872         | 2.35            | % 22,649                      |
| Securities sold under<br>agreements<br>to repurchase                    | 57,352                            | 0.65            | % 184                         | 53,039            | 1.52            | % 401                         |
| Borrowings  | 91,628                            | 1.98            | % 899                         | 125,303           | 2.41            | % 1,500                       |
| Total interest-bearing liabilities                                      | 2,731,974                         | 1.28            | % 17,314                      | 2,121,214         | 2.33            | % 24,550                      |
| Non-interest-bearing deposits   | 281,568                           |                 |                               | 238,027           |                 |                               |
| Other liabilities   | 17,284                            |                 |                               | 23,607            |                 |                               |
| Shareholders' equity  | 347,928                           |                 |                               | 288,204           |                 |                               |
| Total liabilities and<br>shareholders' equity                           | \$3,378,754                       |                 |                               | \$2,671,052       |                 |                               |
| <b>Net yield on interest-earning<br/>assets and net interest income</b> |                                   |                 |                               |                   |                 |                               |
|   |                                   | 4.25            | % \$63,339                    |                   | 3.71            | % \$45,903                    |
| Interest rate spread  |                                   | 4.14            | %                             |                   | 3.36            | %                             |
| Average prime rate  |                                   | 3.25            | %                             |                   | 3.25            | %                             |

(1) Average loans include nonaccruing loans, the effect of which is to lower the average rate shown.

(2) Includes tax-equivalent adjustments of \$626,000 and \$350,000 in 2010 and 2009, respectively, to reflect the tax benefit that we receive related to tax-exempt securities, which carry interest rates lower than similar taxable investments due to their tax-exempt status. This amount has been computed assuming a 39% tax rate and is reduced by the related nondeductible portion of interest expense.

Average loans outstanding for the second quarter of 2010 were \$2.576 billion, which was 14.5% higher than the average loans outstanding for the second quarter of 2009 (\$2.249 billion). Average loans outstanding for the six months ended June 30, 2010 were \$2.602 billion, which was 16.9% higher than the average loans outstanding for the six months ended June 30, 2009 (\$2.226 billion). The mix of our loan portfolio remained substantially the same at June 30, 2010 compared to December 31, 2009, with approximately 91% of our loans being real estate loans, 6% being commercial, financial, and agricultural loans, and the remaining 3% being consumer installment loans. The majority of our real estate loans are personal and commercial loans where real estate provides additional security for the loan.

Average deposits outstanding for the second quarter of 2010 were \$2.819 billion, which was 25.0% higher than the average deposits outstanding for the second quarter of 2009 (\$2.255 billion). Average deposits outstanding for the six months ended June 30, 2010 were \$2.865 billion, which was 31.3% higher than the average

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deposits outstanding for the six months ended June 30, 2009 (\$2.181 billion). Generally, we can reinvest funds from deposits at higher yields than the interest rate being paid on those deposits, and therefore increases in deposits typically result in higher amounts of net interest income.

A majority of the increase in average loans and deposits over the past year came as a result of the acquisition of Cooperative Bank. On June 19, 2009, we acquired most of the assets and liabilities of Cooperative Bank, including approximately \$601 million in loans and \$712 million in deposits. The effect of the higher amounts of average loans and deposits was to increase net interest income in 2010. As noted earlier, loans and deposits both declined during the first six months of 2010.

The yields earned on assets and rates paid on liabilities (funding costs) have both declined, primarily as a result of the maturity and repricing of assets and liabilities that were originated during periods of higher interest rates. Due largely to a steep yield curve and our continued initiative to require generally higher loan interest rates to better compensate us for our risk, our funding costs have declined by a greater amount than our asset yields have decreased, which has resulted in a higher net interest margin in the first six months of 2010. As derived from the above table, in the second quarter of 2010, the average yield on interest-earning assets was 5.46%, a 19 basis point decline from the 5.65% yield in the comparable period of 2009, while the average rate on interest bearing liabilities declined by 102 basis points, from 2.25% in the second quarter of 2009 to 1.23% in the second quarter of 2010.

See additional information regarding net interest income in the section entitled “Interest Rate Risk.”

Our provision for loan losses amounted to \$8,003,000 in the second quarter of 2010 versus \$3,926,000 in the second quarter of 2009. The provision for loan losses for the six months ended June 30, 2010 was \$15,626,000 compared to \$8,411,000 recorded in the first half of 2009. The higher provision for loan losses in 2010 is a result of higher levels of classified and nonperforming assets and the impact of declining real estate values on our collateral-dependent real estate loans.

The increases in the provisions for loan losses are solely attributable to our “non-covered” loan portfolio, which excludes loans assumed from Cooperative Bank that are subject to loss share agreements with the FDIC. We do not expect to record any significant loan loss provisions in the foreseeable future related to Cooperative Bank’s loan portfolio because these loans were written down to estimated fair market value in connection with the recording of the acquisition.

Our non-covered nonperforming assets were \$108.2 million at June 30, 2010 compared to \$92.3 million at December 31, 2009 and \$53.2 million at June 30, 2009. At June 30, 2010, the ratio of non-covered nonperforming assets to total non-covered assets was 3.89%, compared to 3.10% at December 31, 2009, and 1.82% at June 30, 2009.

Our ratio of annualized net charge-offs to average non-covered loans was 1.05% for the second quarter of 2010 compared to 0.49% in the second quarter of 2009. Our ratio of annualized net charge-offs to average non-covered loans was 1.03% for the six months ended June 30, 2010 compared to 0.41% for the comparable period of 2009.

Our nonperforming assets that are covered by FDIC loss share agreements have increased from \$91 million at June 30, 2009 to \$165 million at December 31, 2009, and \$187 million at June 30, 2010. We continue to submit claims to the FDIC on a regular basis pursuant to the loss share agreements.

Noninterest income amounted to \$4.5 million in the second quarter of 2010 and \$10.2 million for the six months ended June 30, 2010. This compares to noninterest income of \$72.8 million for the second quarter of 2009 and \$77.5 million for the six months ended June 30, 2009. Each of the periods in 2009 include a \$67.9 million gain related to the June 2009 acquisition of Cooperative Bank. Most other categories of noninterest income increased as a result of a



larger customer base that resulted from the Cooperative Bank acquisition.

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In the second quarter of 2010, we recorded \$1.2 million in write-downs (net of FDIC reimbursable amounts) on foreclosed properties covered by FDIC loss sharing agreements, which is included in "Other gains (losses)" in the Consolidated Statements of Income. The write-downs were necessary as a result of updated appraisals obtained on these properties during the quarter.

On August 15, 2010, we will implement new regulations related to fees on debit card overdrafts. The regulations will prohibit us from charging fees if we allow debit card overdrafts unless the customer has opted-in for such protection. We expect these regulations to negatively impact our noninterest income, but we are attempting to lessen the impact by actively soliciting opt-in coverage for our checking account customers. We cannot estimate the impact of our adoption of these regulations at this time.

Noninterest expenses amounted to \$22.0 million in the second quarter of 2010, a 14.3% increase over the \$19.2 million recorded in the same period of 2009. Noninterest expenses for the six months ended June 30, 2010 amounted to \$44.2 million, a 25.9% increase from the \$35.1 million recorded in the first six months of 2009. The increase is primarily attributable to incremental operating expenses associated with the Cooperative Bank acquisition that occurred late in the second quarter of 2009. Included in other noninterest expenses for the second quarter of 2010 are approximately \$0.7 million in costs associated with collection activities on loans and foreclosed properties covered by FDIC loss sharing agreements compared to \$1 million in the first quarter of 2010 and zero in the first six months of 2009. During the first quarter of 2010, we were also impacted by a fraud loss of \$0.6 million.

The increases in noninterest expenses recorded in 2010 compared to 2009 were partially offset by the following expenses recorded in the second quarter of 2009 that did not recur in 2010 – 1) an FDIC assessment levied on all banks amounting to \$1.6 million and 2) merger expenses of \$0.8 million associated with the Cooperative Bank acquisition.

The provision for income taxes was \$2.2 million in the second quarter of 2010, an effective tax rate of 35.5%, compared to \$28.6 million in the second quarter of 2009, an effective tax rate of 39.1%. For the six months ended June 30, 2010, our provision for income taxes was \$4.7 million, an effective tax rate of 35.9%, compared to \$30.9 million, an effective tax rate of 38.9%, for the comparable period of 2009. The decline in our effective tax rate was a result of purchases of tax-exempt securities during 2010. We currently expect our effective tax rate to remain at approximately 36% for the foreseeable future.

The Consolidated Statements of Comprehensive Income reflect other comprehensive income of \$0.8 million and \$1.4 million for the three and six month periods ended June 30, 2010, respectively, and other comprehensive income of \$1.6 million for the three months ended June 30, 2009, and other comprehensive losses of \$0.5 million for the six months ended June 30, 2009. The primary component of other comprehensive income/loss for the periods presented was changes in unrealized holding gains/losses of our available for sale securities. Our available for sale securities portfolio is predominantly comprised of fixed rate bonds that generally increase in value when market yields for fixed rate bonds decrease and decline in value when market yields for fixed rate bonds increase. Management has evaluated any unrealized losses on individual securities at each period end and determined that there is no other-than-temporary impairment.

## FINANCIAL CONDITION

Total assets at June 30, 2010 amounted to \$3.3 billion, a 6.0% decrease from a year earlier. Total loans at June 30, 2010 amounted to \$2.6 billion, a 7.8% decrease from a year earlier, and total deposits amounted to \$2.8 billion at June 30, 2010, a 2.8% decrease from a year earlier.



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The following table presents information regarding the nature of our changes in our levels of loans and deposits for the twelve months ended June 30, 2010 and for the first six months of 2010.

| July 1, 2009 to<br>June 30, 2010    | Balance at<br>beginning<br>of<br>period | Internal<br>Growth | Growth<br>from<br>Acquisitions<br>(\$ in thousands) | Balance at<br>end of<br>period | Total<br>percentage<br>growth | Percentage<br>growth,<br>excluding<br>acquisitions |         |
|-------------------------------------|---|--------------------|---|--------------------------------|-------------------------------|--|---------|
| Loans                               | \$2,772,104                             | (217,528 )         |   | 2,554,576                      | -7.8                          | %  | -7.8 %  |
| Deposits - Noninterest bearing      | \$271,669                               | 21,886             |   | 293,555                        | 8.1                           | %  | 8.1 %   |
| Deposits – NOW                      | 271,991                                 | 84,635             |   | 356,626                        | 31.1                          | %  | 31.1 %  |
| Deposits - Money market             | 449,007                                 | 45,972             |   | 494,979                        | 10.2                          | %  | 10.2 %  |
| Deposits – Savings                  | 145,194                                 | 12,149             |   | 157,343                        | 8.4                           | %  | 8.4 %   |
| Deposits - Brokered time            | 108,933                                 | (17,738 )          |   | 91,195                         | -16.3                         | %  | -16.3 % |
| Deposits – Internet time            | 168,562                                 | (114,027 )         |   | 54,535                         | -67.6                         | %  | -67.6 % |
| Deposits - Time>\$100,000           | 673,370                                 | (5,326 )           |   | 668,044                        | -0.8                          | %  | -0.8 %  |
| Deposits - Time<\$100,000           | 786,440                                 | (107,829 )         |   | 678,611                        | -13.7                         | %  | -13.7 % |
| Total deposits                      | \$2,875,166                             | (80,278 )          |   | 2,794,888                      | -2.8                          | %  | -2.8 %  |
| January 1, 2010 to<br>June 30, 2010 |   |                    |   |                                |                               |  |         |
| Loans                               | \$2,652,865                             | (98,289 )          |   | 2,554,576                      | -3.7                          | %  | -3.7 %  |
| Deposits - Noninterest bearing      | \$272,422                               | 21,133             |   | 293,555                        | 7.8                           | %  | 7.8 %   |
| Deposits – NOW                      | 362,366                                 | (5,740 )           |   | 356,626                        | -1.6                          | %  | -1.6 %  |
| Deposits - Money market             | 496,940                                 | (1,961 )           |   | 494,979                        | -0.4                          | %  | -0.4 %  |
| Deposits – Savings                  | 149,338                                 | 8,005              |   | 157,343                        | 5.4                           | %  | 5.4 %   |
| Deposits - Brokered time            | 76,332                                  | 14,863             |   | 91,195                         | 19.5                          | %  | 19.5 %  |
| Deposits – Internet time            | 128,024                                 | (73,489 )          |   | 54,535                         | -57.4                         | %  | -57.4 % |
| Deposits - Time>\$100,000           | 704,128                                 | (36,084 )          |   | 668,044                        | -5.1                          | %  | -5.1 %  |
| Deposits - Time<\$100,000           | 743,558                                 | (64,947 )          |   | 678,611                        | -8.7                          | %  | -8.7 %  |
| Total deposits                      | \$2,933,108                             | (138,220 )         |   | 2,794,888                      | -4.7                          | %  | -4.7 %  |

As derived from the table above, for the twelve months preceding June 30, 2010, our loans decreased by \$218 million, or 7.8%. Over that same period, deposits decreased \$80 million, or 2.8%. For the first six months of 2010, internally generated loans decreased \$98 million, or 3.7%, while internally generated deposits decreased by \$138 million, or 4.7%. We believe internally generated loans have declined due to lower loan demand in the recessionary economy, as well as an initiative we began in 2008 to require generally higher loan interest rates to better compensate us for our risk. During the first six months of 2010, approximately \$117 million in relatively high cost time deposits, including \$73 million in internet time deposits, matured and were not renewed.

The mix of our loan portfolio remains substantially the same at June 30, 2010 compared to December 31, 2009. The majority of our real estate loans are personal and commercial loans where real estate provides additional security for the loan.



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Note 7 to the consolidated financial statements presents additional detailed information regarding our mix of loans, including a break-out between loans covered by FDIC loss sharing agreements and non-covered loans.

| (\$ in thousands)   | June 30,<br>2010 |            | December 31,<br>2009 |            | June 30,<br>2009 |            |
|---|------------------|------------|----------------------|------------|------------------|------------|
|   | Amount           | Percentage | Amount               | Percentage | Amount           | Percentage |
| Commercial, financial, and agricultural                           | \$ 162,645       | 6 %        | \$ 173,611           | 7 %        | \$ 184,953       | 7 %        |
| Real estate – construction, land development & other land loans   | 501,323          | 20 %       | 551,714              | 21 %       | 667,080          | 24 %       |
| Real estate – mortgage – residential (1-4 family) first mortgages | 817,167          | 32 %       | 849,875              | 32 %       | 833,646          | 30 %       |
| Real estate – mortgage – home equity loans / lines of credit      | 265,443          | 11 %       | 270,054              | 10 %       | 276,227          | 10 %       |
| Real estate – mortgage – commercial and other                     | 722,988          | 28 %       | 718,723              | 27 %       | 716,179          | 26 %       |
| Installment loans to individuals                                  | 84,319           | 3 %        | 88,514               | 3 %        | 93,663           | 3 %        |
| Subtotal  | 2,553,885        | 100 %      | 2,652,491            | 100 %      | 2,771,748        | 100 %      |
| Unamortized net deferred loan costs                               | 691              |            | 374                  |            | 356              |            |
| Total loans   | \$ 2,554,576     |            | \$ 2,652,865         |            | \$ 2,772,104     |            |

## Nonperforming Assets

Nonperforming assets are defined as nonaccrual loans, restructured loans, loans past due 90 or more days and still accruing interest, and other real estate. As previously discussed, in our acquisition of Cooperative Bank, we entered into loss sharing agreements with the FDIC, which afford us significant protection from losses from all loans and other real estate acquired in the acquisition.

Because of the loss protection provided by the FDIC, the financial risk of the Cooperative Bank loans and foreclosed real estate are significantly different from those assets not covered under the loss share agreements. Accordingly, we present separately loans subject to the loss share agreements as “covered loans” in the information below and loans that are not subject to the loss share agreements as “non-covered loans.”

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Nonperforming assets are summarized as follows:

| ASSET QUALITY DATA (\$ in thousands)                           | June 30, 2010 | December 31, 2009 | June 30, 2009 |   |       |   |
|--|---------------|-------------------|---------------|---|-------|---|
| <b>Non-covered nonperforming assets</b>                        |               |                   |               |   |       |   |
| Nonaccrual loans   | \$ 73,152     | 62,206            | 43,210        |   |       |   |
| Restructured loans   | 20,392        | 21,283            | 3,995         |   |       |   |
| Accruing loans >90 days past due                               | –             | –                 | –             |   |       |   |
| Total non-covered nonperforming loans                          | 93,544        | 83,489            | 47,205        |   |       |   |
| Other real estate  | 14,690        | 8,793             | 6,032         |   |       |   |
| Total non-covered nonperforming assets                         | \$ 108,234    | 92,282            | 53,237        |   |       |   |
| <b>Covered nonperforming assets (1)</b>                        |               |                   |               |   |       |   |
| Nonaccrual loans (2)   | \$ 98,669     | 117,916           | 78,413        |   |       |   |
| Restructured loans   | 8,450         | –                 | –             |   |       |   |
| Accruing loans > 90 days past due                              | –             | –                 | –             |   |       |   |
| Total covered nonperforming loans                              | 107,119       | 117,916           | 78,413        |   |       |   |
| Other real estate  | 80,074        | 47,430            | 12,415        |   |       |   |
| Total covered nonperforming assets                             | \$ 187,193    | 165,346           | 90,828        |   |       |   |
| Total nonperforming assets                                     | \$ 295,427    | 257,628           | 144,065       |   |       |   |
| <b>Asset Quality Ratios – All Assets</b>                       |               |                   |               |   |       |   |
| Net charge-offs to average loans - annualized                  | 0.85          | %                 | 0.54          | % | 0.47  | % |
| Nonperforming loans to total loans                             | 7.86          | %                 | 7.59          | % | 4.53  | % |
| Nonperforming assets to total assets                           | 8.90          | %                 | 7.27          | % | 4.08  | % |
| Allowance for loan losses to total loans                       | 1.65          | %                 | 1.41          | % | 1.20  | % |
| Allowance for loan losses to nonperforming loans               | 21.04         | %                 | 18.54         | % | 26.42 | % |
| <b>Asset Quality Ratios – Based on Non-covered Assets only</b> |               |                   |               |   |       |   |
| Net charge-offs to average non-covered loans - annualized      | 1.05          | %                 | 0.69          | % | 0.49  | % |
| Non-covered nonperforming loans to non-covered loans           | 4.46          | %                 | 3.91          | % | 2.17  | % |
| Non-covered nonperforming assets to total non-covered assets   | 3.89          | %                 | 3.10          | % | 1.82  | % |
| Allowance for loan losses to non-covered loans                 | 2.01          | %                 | 1.75          | % | 1.53  | % |
| Allowance for loan losses to non-covered nonperforming loans   | 45.13         | %                 | 44.73         | % | 70.30 | % |

(1) Covered nonperforming assets consist of assets that are included in loss-share agreements with the FDIC.

(2) At June 30, 2010, the contractual balance of the nonaccrual loans covered by FDIC loss share agreements was \$146.5 million.

We have reviewed the collateral for our nonperforming assets, including nonaccrual loans, and have included this review among the factors considered in the evaluation of the allowance for loan losses discussed below.

Consistent with the recessionary economy, we have experienced increases in loan losses, delinquencies and nonperforming assets. Our total nonperforming assets were also significantly impacted by the Cooperative Bank

acquisition. Our non-covered nonperforming assets were \$108.2 million at June 30, 2010 compared to \$92.3 million at December 31, 2009 and \$53.2 million at June 30, 2009. Our ratio of annualized net charge-offs to average non-covered loans was 1.05% for the second quarter of 2010 compared to 0.49% in the second quarter of 2009. Our ratio of annualized net charge-offs to average loans was 1.03% for the six months ended June 30, 2010 compared to 0.41% for the comparable period of 2009.



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The following is the composition by loan type of all of our nonaccrual loans at each period end, including both covered and non-covered loans:

| (\$ in thousands)  | At June 30,<br>2010 | At December 31,<br>2009 | June 30,<br>2009 |
|--|---------------------|-------------------------|------------------|
| Commercial, financial, and agricultural                            | \$3,603             | 4,033                   | 2,424            |
| Real estate – construction, land development, and other land loans | 83,626              | 80,669                  | 75,178           |
| Real estate – mortgage – residential (1-4 family) first mortgages  | 45,067              | 48,424                  | 26,754           |
| Real estate – mortgage – home equity loans/lines of credit         | 7,527               | 16,951                  | 4,461            |
| Real estate – mortgage – commercial and other                      | 31,254              | 28,476                  | 11,457           |
| Installment loans to individuals                                   | 744                 | 1,569                   | 1,349            |
| Total nonaccrual loans   | \$171,821           | 180,122                 | 121,623          |

The following segregates our nonaccrual loans at June 30, 2010 into covered and non-covered loans:

| (\$ in thousands)  | Covered<br>Nonaccrual<br>Loans | Non-covered<br>Nonaccrual<br>Loans | Total<br>Nonaccrual<br>Loans |
|--|--------------------------------|------------------------------------|------------------------------|
| Commercial, financial, and agricultural                            | \$509                          | 3,094                              | 3,603                        |
| Real estate – construction, land development, and other land loans | 49,965                         | 33,661                             | 83,626                       |
| Real estate – mortgage – residential (1-4 family) first mortgages  | 24,244                         | 20,823                             | 45,067                       |
| Real estate – mortgage – home equity loans/lines of credit         | 3,341                          | 4,186                              | 7,527                        |
| Real estate – mortgage – commercial and other                      | 20,596                         | 10,658                             | 31,254                       |
| Installment loans to individuals                                   | 14                             | 730                                | 744                          |
| Total nonaccrual loans   | \$98,669                       | 73,152                             | 171,821                      |

The following is the composition of our nonaccrual loans at December 31, 2009:

| (\$ in thousands)  | Covered<br>Nonaccrual<br>Loans | Non-covered<br>Nonaccrual<br>Loans | Total<br>Nonaccrual<br>Loans |
|--|--------------------------------|------------------------------------|------------------------------|
| Commercial, financial, and agricultural                            | \$263                          | 3,770                              | 4,033                        |
| Real estate – construction, land development, and other land loans | 54,023                         | 26,646                             | 80,669                       |
| Real estate – mortgage – residential (1-4 family) first mortgages  | 31,315                         | 17,109                             | 48,424                       |
| Real estate – mortgage – home equity loans/lines of credit         | 13,451                         | 3,500                              | 16,951                       |
| Real estate – mortgage – commercial and other                      | 18,595                         | 9,881                              | 28,476                       |
| Installment loans to individuals                                   | 269                            | 1,300                              | 1,569                        |
| Total nonaccrual loans   | \$117,916                      | 62,206                             | 180,122                      |

At June 30, 2010, troubled debt restructurings amounted to \$28.8 million, compared to \$21.3 million at December 31, 2009, and \$4.0 million at June 30, 2009. This increase was the result of our working with borrowers experiencing financial difficulties by modifying certain loan terms. The increase between June 30, 2009 and December 31, 2009 was also impacted by our analysis of the Federal Reserve's October 2009 guidance related to real estate loan workouts, which provided clarification of situations involving borrowers that should be reported as troubled debt restructurings.

Other real estate includes foreclosed, repossessed, and idled properties. Non-covered other real estate has increased since June 30, 2009, amounting to \$14.7 million at June 30, 2010, \$8.8 million at December 31, 2009, and \$6.0 million at June 30, 2009. At June 30, 2010, we also held \$80.0 million in other real estate that is subject to loss share agreements with the FDIC. We believe that the fair values of the items of other real estate, less estimated costs to sell,

equal or exceed their respective carrying values at the dates presented.

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The following table presents the detail of our other real estate at each period end, including both covered and non-covered real estate:

| (\$ in thousands)                 | At June 30, 2010 | At December 31, 2009 | At June 30, 2009 |
|-----------------------------------|------------------|----------------------|------------------|
| Vacant land                       | \$ 67,015        | 44,078               | 10,907           |
| 1-4 family residential properties | 23,414           | 10,004               | 6,133            |
| Commercial real estate            | 4,335            | 2,141                | 1,407            |
| Other                             | —                | —                    | —                |
| Total other real estate           | \$ 94,764        | 56,223               | 18,447           |

The following segregates our other real estate at June 30, 2010 into covered and non-covered:

| (\$ in thousands)                 | Covered<br>Other<br>Real Estate | Non-covered<br>Other<br>Real Estate | Total Other<br>Real<br>Estate |
|-----------------------------------|---------------------------------|-------------------------------------|-------------------------------|
| Vacant land                       | \$ 61,706                       | 5,309                               | 67,015                        |
| 1-4 family residential properties | 16,663                          | 6,751                               | 23,414                        |
| Commercial real estate            | 1,705                           | 2,630                               | 4,335                         |
| Other                             | —                               | —                                   | —                             |
| Total other real estate           | \$ 80,074                       | 14,690                              | 94,764                        |

## Summary of Loan Loss Experience

The allowance for loan losses is created by direct charges to operations. Losses on loans are charged against the allowance in the period in which such loans, in management's opinion, become uncollectible. The recoveries realized during the period are credited to this allowance.

We have no foreign loans, few agricultural loans and do not engage in significant lease financing or highly leveraged transactions. Commercial loans are diversified among a variety of industries. The majority of our real estate loans are primarily personal and commercial loans where real estate provides additional security for the loan. Collateral for virtually all of these loans is located within our principal market area.

Our provision for loan losses amounted to \$8.0 million in the second quarter of 2010 compared to \$3.9 million in the second quarter of 2009. The provision for loan losses for the six month period ended June 30, 2010 was \$15,626,000 compared to \$8,411,000 recorded in the first half of 2009. The higher 2010 amounts were due to negative trends in asset quality as previously discussed.

In the second quarter of 2010, we recorded \$5.5 million in net charge-offs, which amounted to 1.05% annualized net charge-offs to average non-covered loans, compared to \$2.7 million (0.49%) in the second quarter of 2009. For the six month periods ended June 30, 2010 and 2009, our annualized net charge-offs to average non-covered loans ratios were 1.03% and 0.41%, respectively. Our ratio of non-covered nonperforming assets to total non-covered assets was 3.89% at June 30, 2010 compared to 1.82% at June 30, 2009.

At June 30, 2010, the allowance for loan losses amounted to \$42.2 million compared to \$37.3 million at December 31, 2009 and \$33.2 million at June 30, 2009. The allowance for loan losses as a percentage of total non-covered loans was 2.01% at June 30, 2010, 1.75% at December 31, 2009, and 1.53% at June 30, 2009.

We believe our reserve levels are adequate to cover probable loan losses on the loans outstanding as of each reporting date. It must be emphasized, however, that the determination of the reserve using our procedures and methods rests upon various judgments and assumptions about economic conditions and other factors affecting loans. No assurance can be given that we will not in any particular period sustain loan losses that are sizable in relation to the amounts reserved or that subsequent evaluations of the loan portfolio, in light of conditions and

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factors then prevailing, will not require significant changes in the allowance for loan losses or future charges to earnings. See “Critical Accounting Policies – Allowance for Loan Losses” above.

In addition, various regulatory agencies, as an integral part of their examination process, periodically review our allowance for loan losses and value of other real estate. Such agencies may require us to recognize adjustments to the allowance or the carrying value of other real estate based on their judgments about information available at the time of their examinations.

For the periods indicated, the following table summarizes our balances of loans outstanding, average loans outstanding, changes in the allowance for loan losses arising from charge-offs and recoveries, additions to the allowance for loan losses that have been charged to expense, and additions that were recorded related to acquisitions.

| (\$ in thousands)  | Six Months<br>Ended<br>June 30,<br>2010 | Twelve Months<br>Ended<br>December 31,<br>2009 | Six Months<br>Ended<br>June 30,<br>2009 |
|--|---|--|---|
| Loans outstanding at end of period   | \$2,554,576                             | 2,652,865                                      | 2,772,104                               |
| Non-covered loans outstanding at end of period                               | \$2,099,099                             | 2,132,843                                      | 2,174,422                               |
| Covered loans outstanding at end of period                                   | \$455,477                               | 520,022  | 597,682                                 |
| Average amount of non-covered loans outstanding                              | \$2,113,863                             | 2,160,225                                      | 2,193,906                               |
| Allowance for loan losses, at beginning of year                              | \$37,343                                | 29,256   | 29,256                                  |
| Provision for loan losses  | 15,626                                  | 20,186   | 8,411                                   |
|  | 52,969                                  | 49,442   | 37,667                                  |
| Loans charged off:   |   |  |   |
| Commercial, financial, and agricultural                                      | (2,877 )                                | (2,143 )                                       | (997 )                                  |
| Real estate – construction, land development & other land loans              | (2,932 )                                | (1,716 )                                       | (309 )                                  |
| Real estate – mortgage – residential (1-4 family) first mortgages            | (1,490 )                                | (4,617 )                                       | (1,745 )                                |
| Real estate – mortgage – home equity loans / lines of credit                 | (1,349 )                                | (1,824 )                                       | (390 )                                  |
| Real estate – mortgage – commercial and other                                | (1,412 )                                | (516 )   | (315 )                                  |
| Installment loans to individuals   | (1,282 )                                | (1,973 )                                       | (1,049 )                                |
| Total charge-offs  | (11,342 )                               | (12,789 )                                      | (4,805 )                                |
| Recoveries of loans previously charged-off:                                  |   |  |   |
| Commercial, financial, and agricultural                                      | 15                                      | 18   | 13                                      |
| Real estate – construction, land development & other land loans              | 33                                      | 9  | 4                                       |
| Real estate – mortgage – residential (1-4 family) first mortgages            | 201                                     | 184  | 73                                      |
| Real estate – mortgage – home equity loans / lines of credit                 | 96                                      | 66   | –                                       |
| Real estate – mortgage – commercial and other                                | 10                                      | 129  | 89                                      |
| Installment loans to individuals   | 233                                     | 284  | 144                                     |
| Total recoveries   | 588                                     | 690  | 323                                     |
| Net charge-offs  | (10,754 )                               | (12,099 )                                      | (4,482 )                                |
| Allowance for loan losses, at end of period                                  | \$42,215                                | 37,343   | 33,185                                  |
| Ratios:  |   |  |   |
| Net charge-offs as a percent of average non-covered loans                    | 1.03                                    | %  | 0.56                                    |
| Allowance for loan losses as a percent of non-covered loans at end of period | 2.01                                    | %  | 1.75                                    |
|  |   |  | 0.41                                    |
|  |   |  | %                                       |
|  |   |  | 1.53                                    |
|  |   |  | %                                       |

Based on the results of our loan analysis and grading program and our evaluation of the allowance for loan losses at June 30, 2010, there have been no material changes to the allocation of the allowance for loan losses among the various categories of loans since December 31, 2009.

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### Liquidity, Commitments, and Contingencies

Our liquidity is determined by our ability to convert assets to cash or acquire alternative sources of funds to meet the needs of our customers who are withdrawing or borrowing funds, and to maintain required reserve levels, pay expenses and operate our business on an ongoing basis. Our primary internal liquidity sources are net income from operations, cash and due from banks, federal funds sold and other short-term investments. Our securities portfolio is comprised almost entirely of readily marketable securities, which could also be sold to provide cash.

In addition to internally generated liquidity sources, we have the ability to obtain borrowings from the following four sources - 1) an approximately \$327 million line of credit with the Federal Home Loan Bank (of which \$30 million was outstanding at June 30, 2010), 2) a \$50 million overnight federal funds line of credit with a correspondent bank (none of which was outstanding at June 30, 2010), 3) an approximately \$87 million line of credit through the Federal Reserve Bank of Richmond's discount window (none of which was outstanding at June 30, 2010) and 4) a \$10 million line of credit with a commercial bank (none of which was outstanding at June 30, 2010). In addition to the outstanding borrowings from the FHLB that reduce the available borrowing capacity of that line of credit, our borrowing capacity was further reduced by \$203 million at June 30, 2010 and \$170 million at December 31, 2009, as a result of our pledging letters of credit for public deposits at each of those dates. Unused and available lines of credit amounted to \$241 million at June 30, 2010 compared to \$541 million at December 31, 2009. The primary reason for the decline in the available lines of credit is explained in the following paragraph.

In January 2010, we received the results of a collateral audit from the FHLB. Based primarily on a finding that we were not keeping certain original loan documents, but were instead imaging them and shredding the original documents, a significant portion of our collateral pledged to the FHLB was deemed to be ineligible for pledging purposes. As a result, our FHLB borrowing availability was reduced from the \$687 million disclosed in our 2009 Annual Report on Form 10-K to approximately \$330 million.

In February 2010, our line of credit with a commercial bank was renewed for a one year period with a \$10 million limit compared to the prior limit of \$20 million. The reduction in the line of credit was due to the correspondent bank's desire to reduce its exposure in this line of business.

Our overall liquidity has improved over the past 12 months. Since June 30, 2009, our loans have decreased \$217 million, while our deposits have decreased only \$138 million, thereby creating \$79 million in additional liquidity. We used a portion of our excess liquidity to pay off \$100 million in FHLB borrowings during the first half of 2010.

We believe our liquidity sources, including unused lines of credit, are at an acceptable level and remain adequate to meet our operating needs in the foreseeable future. We will continue to monitor our liquidity position carefully and will explore and implement strategies to increase liquidity if deemed appropriate.

The amount and timing of our contractual obligations and commercial commitments has not changed materially since December 31, 2009, detail of which is presented in Table 18 on page 73 of our 2009 Annual Report on Form 10-K.

We are not involved in any legal proceedings that, in our opinion, could have a material effect on our consolidated financial position.

### Off-Balance Sheet Arrangements and Derivative Financial Instruments

Off-balance sheet arrangements include transactions, agreements, or other contractual arrangements in which we have obligations or provide guarantees on behalf of an unconsolidated entity. We have no off-balance sheet arrangements of this kind other than repayment guarantees associated with trust preferred securities.





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Derivative financial instruments include futures, forwards, interest rate swaps, options contracts, and other financial instruments with similar characteristics. We have not engaged in derivative activities through June 30, 2010, and have no current plans to do so.

## Capital Resources

We are regulated by the Board of Governors of the Federal Reserve Board (FED) and are subject to the securities registration and public reporting regulations of the Securities and Exchange Commission. Our banking subsidiary is regulated by the Federal Deposit Insurance Corporation (FDIC) and the North Carolina Office of the Commissioner of Banks. We are not aware of any recommendations of regulatory authorities or otherwise which, if they were to be implemented, would have a material effect on our liquidity, capital resources, or operations.

We must comply with regulatory capital requirements established by the FED and FDIC. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Our capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. These capital standards require us to maintain minimum ratios of “Tier 1” capital to total risk-weighted assets and total capital to risk-weighted assets of 4.00% and 8.00%, respectively. Tier 1 capital is comprised of total shareholders’ equity calculated in accordance with generally accepted accounting principles, excluding accumulated other comprehensive income (loss), less intangible assets, and total capital is comprised of Tier 1 capital plus certain adjustments, the largest of which is our allowance for loan losses. Risk-weighted assets refer to our on- and off-balance sheet exposures, adjusted for their related risk levels using formulas set forth in FED and FDIC regulations.

In addition to the risk-based capital requirements described above, we are subject to a leverage capital requirement, which calls for a minimum ratio of Tier 1 capital (as defined above) to quarterly average total assets of 3.00% to 5.00%, depending upon the institution’s composite ratings as determined by its regulators. The FED has not advised us of any requirement specifically applicable to us.

At June 30, 2010, our capital ratios exceeded the regulatory minimum ratios discussed above. The following table presents our capital ratios and the regulatory minimums discussed above for the periods indicated.

|  | June 30,<br>2010 |   | March 31,<br>2010 |   | Dec. 31,<br>2009 |   | June 30,<br>2009 |   |
|--|------------------|---|-------------------|---|------------------|---|------------------|---|
| Risk-based capital ratios:   |                  |   |                   |   |                  |   |                  |   |
| Tier I capital to Tier I risk adjusted assets                          | 15.17            | % | 14.32             | % | 13.88            | % | 12.95            | % |
| Minimum required Tier I capital  | 4.00             | % | 4.00              | % | 4.00             | % | 4.00             | % |
| Total risk-based capital to Tier II risk-adjusted assets               |                  |   |                   |   |                  |   |                  |   |
| Total risk-based capital to Tier II risk-adjusted assets               | 16.43            | % | 15.58             | % | 15.14            | % | 14.20            | % |
| Minimum required total risk-based capital                              | 8.00             | % | 8.00              | % | 8.00             | % | 8.00             | % |
| Leverage capital ratios:   |                  |   |                   |   |                  |   |                  |   |
| Tier I leverage capital to adjusted most recent quarter average assets |                  |   |                   |   |                  |   |                  |   |
| Tier I leverage capital to adjusted most recent quarter average assets | 10.04            | % | 9.60              | % | 9.30             | % | 11.77            | % |
| Minimum required Tier I leverage capital                               | 4.00             | % | 4.00              | % | 4.00             | % | 4.00             | % |

Our bank subsidiary is also subject to capital requirements similar to those discussed above. The bank subsidiary's capital ratios do not vary materially from our capital ratios presented above. At June 30, 2010, our bank subsidiary exceeded the minimum ratios established by the FED and FDIC.

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In addition to regulatory capital ratios, we also closely monitor our ratio of tangible common equity to tangible assets (“TCE Ratio”). Our TCE ratio was 6.56% at June 30, 2010 compared to 5.94% at December 31, 2009 and 5.60% at June 30, 2009.

## BUSINESS DEVELOPMENT MATTERS

The following is a list of business development and other miscellaneous matters affecting First Bancorp and First Bank, our bank subsidiary, since January 1, 2010 that have not previously been discussed. In Virginia, First Bank does business as “First Bank of Virginia.”

- Our bank subsidiary, First Bank, is holding 75th anniversary celebrations throughout the branch network during August. First Bank opened for business in Troy, North Carolina in 1935.
- We opened a bank branch in Christiansburg, Virginia on May 24, 2010. This branch is our sixth in southwestern Virginia.
- During the second quarter of 2010, our data processing subsidiary, Montgomery Data Services, was merged into First Bank. Montgomery Data Services had ceased providing data processing services to banks other than First Bank earlier in the year, and we decided we no longer desired to offer these services to other banks.
- On February 11, 2010, our insurance subsidiary, First Bank Insurance Services, acquired The Insurance Center, Inc., a Montgomery County, NC-based property and casualty insurance agency with over 500 customers.
- On May 26, 2010, we announced a quarterly cash dividend of \$0.08 cents per share payable on July 23, 2010 to shareholders of record on June 30, 2010. This is the same dividend rate we declared in the second quarter of 2009.

## SHARE REPURCHASES

We did not repurchase any shares of our common stock during the first six months of 2010. At June 30, 2010, we had approximately 235,000 shares available for repurchase under existing authority from our board of directors. We may repurchase these shares in open market and privately negotiated transactions, as market conditions and our liquidity warrants, subject to compliance with applicable regulations. However, as a result of our participation in the U.S. Treasury’s Capital Purchase Program, we are prohibited from buying back stock without the permission of the Treasury until the preferred stock issued under that program is redeemed. See also Part II, Item 2 “Unregistered Sales of Equity Securities and Use of Proceeds.”

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## Item 3 – Quantitative and Qualitative Disclosures About Market Risk

**INTEREST RATE RISK (INCLUDING QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK)**

Net interest income is our most significant component of earnings. Notwithstanding changes in volumes of loans and deposits, our level of net interest income is continually at risk due to the effect that changes in general market interest rate trends have on interest yields earned and paid with respect to our various categories of earning assets and interest-bearing liabilities. It is our policy to maintain portfolios of earning assets and interest-bearing liabilities with maturities and repricing opportunities that will afford protection, to the extent practical, against wide interest rate fluctuations. Our exposure to interest rate risk is analyzed on a regular basis by management using standard GAP reports, maturity reports, and an asset/liability software model that simulates future levels of interest income and expense based on current interest rates, expected future interest rates, and various intervals of “shock” interest rates. Over the years, we have been able to maintain a fairly consistent yield on average earning assets (net interest margin). Over the past five calendar years, our net interest margin has ranged from a low of 3.74% (realized in 2008) to a high of 4.33% (realized in 2005). During that five year period, the prime rate of interest has ranged from a low of 3.25% (which was the rate as of June 30, 2010) to a high of 8.25%. Our net interest margin for the three and six month periods ended June 30, 2010 was 4.35% and 4.25%, respectively. The consistency of our net interest margin is aided by the relatively low level of long-term interest rate exposure that we maintain. At June 30, 2010, approximately 85% of our interest-earning assets are subject to repricing within five years (because they are either adjustable rate assets or they are fixed rate assets that mature) and substantially all of our interest-bearing liabilities reprice within five years.

Using stated maturities for all instruments except mortgage-backed securities (which are allocated in the periods of their expected payback) and securities and borrowings with call features that are expected to be called (which are shown in the period of their expected call), at June 30, 2010, we had \$1.02 billion more in interest-bearing liabilities that are subject to interest rate changes within one year than earning assets. This generally would indicate that net interest income would experience downward pressure in a rising interest rate environment and would benefit from a declining interest rate environment. However, this method of analyzing interest sensitivity only measures the magnitude of the timing differences and does not address earnings, market value, or management actions. Also, interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while interest rates on other types may lag behind changes in market rates. In addition to the effects of “when” various rate-sensitive products reprice, market rate changes may not result in uniform changes in rates among all products. For example, included in interest-bearing liabilities subject to interest rate changes within one year at June 30, 2010 are deposits totaling \$1.01 billion comprised of NOW, savings, and certain types of money market deposits with interest rates set by management. These types of deposits historically have not repriced with, or in the same proportion, as general market indicators.

Overall we believe that in the near term (twelve months), net interest income will not likely experience significant downward pressure from rising interest rates. Similarly, we would not expect a significant increase in near term net interest income from falling interest rates. Generally, when rates change, our interest-sensitive assets that are subject to adjustment reprice immediately at the full amount of the change, while our interest-sensitive liabilities that are subject to adjustment reprice at a lag to the rate change and typically not to the full extent of the rate change. In the short-term (less than six months), this results in us being asset-sensitive, meaning that our net interest income benefits from an increase in interest rates and is negatively impacted by a decrease in interest rates. However, in the twelve-month horizon, the impact of having a higher level of interest-sensitive liabilities lessens the short-term effects of changes in interest rates.

From September 2007 to December 2008, in response to the declining economy, the Federal Reserve announced a series of interest rate reductions with rate cuts totaling 500 basis points and rates reaching historic lows. As noted above, our net interest margin is negatively impacted, at least in the short-term, by reductions in interest rates. In addition to the initial normal decline in net interest margin that we experience when interest rates

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are reduced (as discussed above), the cumulative impact of the magnitude of 500 basis points in interest rate cuts has continued to negatively impact our net interest margin, primarily due to our inability to cut a large portion of our interest-bearing deposits by any significant amount due to their already near-zero interest rate. Also, for many of our deposit products, including time deposits that have recently matured, we have been unable to lower the interest rates we pay our customers by the full 500 basis point interest rate decrease due to competitive pressures. The impact of the declining rate environment was mitigated by an initiative we began in late 2007 to add interest rate floors to our adjustable rate loans and to require generally higher loan interest rates to better compensate us for our risk. The net impact of those factors was that our net interest margin steadily declined for most of 2008. In 2009, the Federal Reserve made no changes to the interest rates, which resulted in our net interest margin increasing as we were able to renew matured time deposits at lower rates with only a minimal decrease in our asset yields. Our net interest margin has steadily increased in each of the last five quarters, from 3.68% for the three month period ended March 31, 2009 to 4.35% for the three month period ended June 30, 2010.

Based on our most recent interest rate modeling, which assumes no changes in interest rates for 2010, we project our net interest margin for the remainder of 2010 will remain relatively consistent with the net interest margins recently realized. We expect lower deposit yields as higher yielding time deposits continue to mature, while we expect asset yields to decline as a result of lower average loan balances and higher levels of nonaccrual loan balances.

We have no market risk sensitive instruments held for trading purposes, nor do we maintain any foreign currency positions.

See additional discussion regarding net interest income, as well as discussion of the changes in the annual net interest margin in the section entitled "Net Interest Income" above.

Item 4. Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, which are our controls and other procedures that are designed to ensure that information required to be disclosed in our periodic reports with the SEC is recorded, processed, summarized and reported within the required time periods. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed is communicated to our management to allow timely decisions regarding required disclosure. Based on the evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective in allowing timely decisions regarding disclosure to be made about material information required to be included in our periodic reports with the SEC. In addition, no change in our internal control over financial reporting has occurred during, or subsequent to, the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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## Part II. Other Information

## Item 2 – Unregistered Sales of Equity Securities and Use of Proceeds

## Issuer Purchases of Equity Securities

| Period                          | Total<br>Number of<br>Shares Purchased | Average Price Paid per<br>Share | Total Number of Shares<br>Purchased as<br>Part of<br>Publicly<br>Announced<br>Plans or<br>Programs | Maximum Number<br>of<br>Shares that May Yet Be<br>Purchased Under<br>the<br>Plans or Programs<br>(1) |
|---------------------------------|--|---------------------------------|--|--|
| April 1, 2010 to April 30, 2010 |  |                                 |  | 234,667  |
| May 1, 2010 to May 31, 2010     |  |                                 |  | 234,667  |
| June 1, 2010 to June 30, 2010   |  |                                 |  | 234,667  |
| Total                           |  |                                 |  | 234,667 (2)  |

## Footnotes to the Above Table

- (1) All shares available for repurchase are pursuant to publicly announced share repurchase authorizations. On July 30, 2004, we announced that our Board of Directors had approved the repurchase of 375,000 shares of our common stock. The repurchase authorization does not have an expiration date. Subject to the restrictions discussed above related to our participation in the U.S. Treasury's Capital Purchase Program, there are no plans or programs we have determined to terminate prior to expiration, or under which we do not intend to make further purchases.
- (2) The table above does not include shares that were used by option holders to satisfy the exercise price of the call options we issued to our employees and directors pursuant to our stock option plans. In May 2010, a total of 1,471 shares of our common stock, with a weighted average market price of \$16.06 per share, were used to satisfy an exercise of options.

There were no unregistered sales of our securities during the six months ended June 30, 2010.

## Item 6 - Exhibits

The following exhibits are filed with this report or, as noted, are incorporated by reference. Management contracts, compensatory plans and arrangements are marked with an asterisk (\*).

3.a Articles of Incorporation of the Company and amendments thereto were filed as Exhibits 3.a.i through 3.a.v to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2002, and are incorporated herein by reference. Articles of Amendment to the Articles of Incorporation were filed as Exhibits 3.1 and 3.2 to the Company's Current Report on Form 8-K filed on January 13, 2009, and are incorporated herein by reference. Articles of Amendment to the Articles of Incorporation were filed as Exhibit 3.1.b to the Company's Registration Statement on Form S-3D filed on June 29, 2010, and are incorporated herein by reference.

3.b

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Amended and Restated Bylaws of the Company were filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on November 23, 2009, and are incorporated herein by reference.

4.a Form of Common Stock Certificate was filed as Exhibit 4 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999, and is incorporated herein by reference.

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4.b Form of Certificate for Series A Preferred Stock was filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on January 13, 2009, and is incorporated herein by reference.

4.c Warrant for Purchase of Shares of Common Stock was filed as Exhibit 4.2 to the Company's Current Report on Form 8-K filed on January 13, 2009, and is incorporated herein by reference.

12 Computation of Ratio of Earnings to Fixed Charges

31.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.

31.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.

32.1 Chief Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Chief Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Copies of exhibits are available upon written request to: First Bancorp, Anna G. Hollers, Executive Vice President, P.O. Box 508, Troy, NC 27371

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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.

FIRST BANCORP

August 9, 2010

BY:/s/ Jerry L. Ocheltree  
Jerry L. Ocheltree  
President  
(Principal Executive Officer),  
Treasurer and Director

August 9, 2010

BY:/s/ Anna G. Hollers  
Anna G. Hollers  
Executive Vice President,  
Secretary  
and Chief Operating Officer

August 9, 2010

BY:/s/ Eric P. Credle  
Eric P. Credle  
Executive Vice President  
and Chief Financial Officer