FIRST RELIANCE BANCSHARES INC
Form 10-Q
May 09, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C.

(Mark One) FORM 10-Q

x	QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
	For the Quarterly Period Ended March 31, 2013
	OR
..	TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from _________to_________

Commission File Number 000-49757

FIRST RELIANCE BANCSHARES, INC.

(Exact name of small business issuer as specified in its charter)

South Carolina	80-0030931
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2170 West Palmetto Street

Florence, South Carolina 29501

(Address of principal executive offices, including zip code)

(843) 656-5000

(Issuer's telephone number, including area code)

State the number of shares outstanding of each of the issuer's classes of common equity as of the latest practicable date:

4,095,821 shares of common stock, par value $0.01 per share, as of April 30, 2013

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 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

x Yes ¨ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes x 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.

Large accelerated filer ¨ Accelerated filer ¨ Non-accelerated filer ¨ Smaller reporting company x

(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 x

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FIRST RELIANCE BANCSHARES, INC.

Condensed Consolidated Balance Sheets

	March 31, 2013 (Unaudited)	December 31, 2012 (Audited)
Assets		
Cash and cash equivalents:		
Cash and due from banks	$3,626,328	$2,893,020
Interest-bearing deposits with other banks	32,587,886	35,169,883
Total cash and cash equivalents	36,214,214	38,062,903
Time deposits in other banks	201,106	100,953
Securities available-for-sale	55,072,513	60,071,012
Nonmarketable equity securities	1,055,000	1,297,400
Total investment securities	56,127,513	61,368,412
Mortgage loans held for sale	2,884,964	5,621,860
Loans receivable	256,710,111	260,257,334
Less allowance for loan losses	(4,198,520)	(4,167,482)
Loans, net	252,511,591	256,089,852
Premises, furniture and equipment, net	24,471,571	24,626,975
Accrued interest receivable	1,213,390	1,276,898
Other real estate owned	15,075,027	15,289,991
Cash surrender value life insurance	12,684,826	12,599,787
Other assets	3,071,787	3,239,579
Total assets	$404,455,989	$418,277,210
Liabilities and Shareholders' Equity		
Liabilities		
Deposits:		
Noninterest-bearing transaction accounts	$62,774,347	$58,023,250
Interest-bearing transaction accounts	43,787,227	42,568,838
Savings	100,259,125	104,031,114
Time deposits $100,000 and over	74,107,594	83,703,846
Other time deposits	54,237,758	60,987,086
Total deposits	335,166,051	349,314,134
Securities sold under agreement to repurchase	4,578,154	4,377,978
Advances from Federal Home Loan Bank	11,000,000	11,000,000
Junior subordinated debentures	10,310,000	10,310,000
Accrued interest payable	496,291	465,409
Other liabilities	1,815,773	1,611,762

Total liabilities	363,366,269	377,079,283
Shareholders' Equity		
Preferred stock		
Series A cumulative perpetual preferred stock - 15,349 shares issued and outstanding	15,168,313	15,120,344
Series B cumulative perpetual preferred stock - 767 shares issued and outstanding	782,330	786,399
Series C cumulative mandatory convertible preferred stock - 2,293 shares shares issued and outstanding	2,293,000	2,293,000
Common stock, $0.01 par value; 20,000,000 shares authorized, 4,095,271 and 4,094,861 shares issued and outstanding at March 31, 2013 and December 31, 2012, respectively	40,953	40,949
Capital surplus	27,990,397	27,991,132
Treasury stock, at cost, 28,935 and 19,289 shares at March 31, 2013 and December 31, 2012, respectively	(183,444)	(182,234)
Nonvested restricted stock	(83,696)	(123,466)
Retained deficit	(6,237,595)	(6,207,116)
Accumulated other comprehensive income	1,319,462	1,478,919
Total shareholders' equity	41,089,720	41,197,927
Total liabilities and shareholders' equity	$404,455,989	$418,277,210

See notes to condensed consolidated financial statements

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FIRST RELIANCE BANCSHARES, INC.

Condensed Consolidated Statements of Operations

(Unaudited)

	Three Months Ended March 31,	
	2013	2012
Interest income		
Loans, including fees	$3,471,204	$4,399,827
Investment securities		
Taxable	347,984	464,650
Nontaxable	-	196,991
Other interest income	26,343	27,880
Total	3,845,531	5,089,348
Interest expense		
Time deposits	604,663	1,052,558
Other deposits	73,711	154,634
Other interest expense	121,537	128,653
Total	799,911	1,335,845
Net interest income	3,045,620	3,753,503
Provision for loan losses	-	600,000
Net interest income after provision for loan losses	3,045,620	3,153,503
Noninterest income		
Service charges on deposit accounts	413,315	404,615
Gain on sale of mortgage loans	293,569	210,155
Income from bank owned life insurance	85,040	94,547
Other charges, commissions and fees	241,925	211,473
Gain on sale of securities available-for-sale	-	160,777
Other non-interest income	83,649	172,874
Total	1,117,498	1,254,441
Noninterest expenses		
Salaries and benefits	1,928,709	1,748,895
Occupancy expense	358,087	357,767
Furniture and equipment expense	295,515	359,659
Other operating expenses	1,567,386	1,563,135
Total	4,149,697	4,029,456
Income before taxes	13,421	378,488
Income tax benefit	-	-
Net income	13,421	378,488
Preferred stock dividends	249,248	249,248
Deemed dividends on preferred stock resulting from net accretion of discount and amortization of premium	43,900	44,388
Net income (loss) available to common shareholders	$(279,727)	$84,852

Average common shares outstanding, basic	4,094,866	4,085,855
Average common shares outstanding, diluted	4,094,866	4,299,572
Income (loss) per common share:		
Basic	$(0.07)	$0.02
Diluted	(0.07)	0.02

See notes to condensed consolidated financial statements

FIRST RELIANCE BANCSHARES, INC.

Condensed Consolidated Statements of Comprehensive Income (Loss)

(Unaudited)

	Three Months Ended March 31,	
	2013	2012
Net income from operations	$13,421	$378,488
Other comprehensive loss, net of tax:		
Unrealized holding gains (losses) on available-for-sale securities arising during the period	(252,025)	33,933
Income tax expense (benefit)	(31,246)	11,537
Net of income taxes	(220,779)	22,396
Reclassification adjustment for gains (losses) realized in net income from operations	(70,000)	160,777
Income tax expense (benefit)	(8,678)	54,664
Net of income taxes	(61,322)	106,113
Other comprehensive loss	(159,457)	(83,717)
Comprehensive income (loss)	$(146,036)	$294,771

See notes to condensed consolidated financial statements

FIRST RELIANCE BANCSHARES, INC.

Condensed Consolidated Statements of Shareholders' Equity

For the Three Months Ended March 31, 2013 and 2012

(Unaudited)

	Preferred Stock	Common Stock	Capital Surplus	Treasury Stock	Nonvested Restricted Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance, December 31, 2011	$18,021,216	$40,844	$27,992,485	$(173,650)	$(320,196)	$(6,304,429)	$1,861,720	$41,117,990
Net income						378,488		378,488
Changes in unrealized gains and losses on securities							(83,717)	(83,717)
Accretion of Series A Preferred stock discount	48,503					(48,503)		-
Amortization of Series B Preferred stock premium	(4,115)					4,115		-
Issuance Common Stock		8	993					1,001
Net Change in Restricted Stock		116	7,766		57,874			65,756
				(291)				(291)

Purchase of treasury stock								
Balance, March 31, 2012	$18,065,604	$40,968	$28,001,244	$(173,941)	$(262,322)	$(5,970,329)	$1,778,003	$41,479,227
Balance, December 31, 2012	$18,199,743	$40,949	$27,991,132	$(182,234)	$(123,466)	$(6,207,116)	$1,478,919	$41,197,927
Net income						13,421		13,421
Changes in unrealized gains and losses on securities							(159,457)	(159,457)
Accretion of Series A Preferred stock discount	47,970					(47,970)		-
Amortization of Series B Preferred stock premium	(4,070)					4,070		-
Net Change in Restricted Stock		4	(735)		39,770			39,039
Purchase of treasury stock				(1,210)				(1,210)
Balance, March 31, 2013	$18,243,643	$40,953	$27,990,397	$(183,444)	$(83,696)	$(6,237,595)	$1,319,462	$41,089,720

See notes to condensed consolidated financial statements

FIRST RELIANCE BANCSHARES, INC.

Condensed Consolidated Statements of Cash Flows

(Unaudited)

	Three Months Ended March 31, 2013	2012
Cash flows from operating activities:		
Net income	$13,421	$378,488
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	-	600,000
Depreciation and amortization expense	226,360	230,174
Gain on sale of securities available-for-sale	-	(160,777)
Loss on sale of other real estate owned	24,340	83,388
Impairment loss on available-for-sale securities	70,000	-
Discount accretion and premium amortization	78,908	58,536
Disbursements for mortgage loans held for sale	(5,781,617)	(14,601,616)
Proceeds from sale of mortgage loans held for sale	8,518,513	13,310,415
Decrease in interest receivable	63,508	306,935
Increase in interest payable	30,882	34,374
Increase for cash surrender value of life insurance	(85,040)	(94,548)
Amortization of deferred compensation on restricted stock	39,039	65,756
Decrease in other assets	157,334	332,691
Increase (decrease) in other liabilities	204,011	(103,943)
Net cash provided by operating activities	3,559,659	439,873
Cash flows from investing activities:		
Net decrease in loans receivable	3,133,351	7,634,794
Purchases of securities available-for-sale	-	(8,067,478)
Maturities of securities available-for-sale	4,667,566	2,808,663
Sales of securities available-for-sale	-	4,962,766
Increase in time deposits in other banks	(100,153)	-
Decrease in nonmarketable equity securities	242,400	-
Sales of other real estate owned	635,534	2,081,374
Purchases of premises and equipment	(37,929)	(110,436)
Net cash provided by investing activities	8,540,769	9,309,683
Cash flows from financing activities:		
Net increase in demand deposits, interest-bearing transaction accounts and savings accounts	2,197,497	5,780,677
Net decrease in certificates of deposit and other time deposits	(16,345,580)	(19,333,279)
Net increase in securities sold under agreements to repurchase	200,176	4,280,307
Issuance of common stock	-	1,001
Purchase of treasury stock	(1,210)	(291)
Net cash used by financing activities	(13,949,117)	(9,271,585)

Net increase (decrease) in cash and cash equivalents	(1,848,689)	477,971
Cash and cash equivalents, beginning	38,062,903	44,020,830
Cash and cash equivalents, end	$36,214,214	$44,498,801
Cash paid during the period for:		
Income taxes	$-	$-
Interest	769,029	1,301,471
Supplemental noncash investing and financing activities:		
Foreclosures on loans transferred to other real estate owned	$444,910	$3,841,538
Net change in unrealized losses on available-for-sale securities	(159,457)	(83,717)

See notes to condensed consolidated financial statements

Notes to Condensed Consolidated Financial Statements (Unaudited)

Note 1 - Basis of Presentation

The accompanying condensed consolidated financial statements have been prepared in accordance with the requirements for interim financial statements and, accordingly, they are condensed and omit certain disclosures that would appear in audited annual consolidated financial statements. The consolidated financial statements as of March 31, 2013 and for the interim periods ended March 31, 2013 and 2012 are unaudited and, in the opinion of management, include all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation. The consolidated financial information as of December 31, 2012 has been derived from the audited consolidated financial statements as of that date. For further information, refer to the consolidated financial statements and the notes included in First Reliance Bancshares, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2012.

Note 2 - Recently Issued Accounting Pronouncements

The following is a summary of recent authoritative pronouncements:

The Comprehensive Income topic of the ASC was amended in June 2011. The amendment eliminated the option to present other comprehensive income as a part of the statement of changes in stockholders' equity and required consecutive presentation of the statement of net income and other comprehensive income. The amendments were applicable to the Company January 1, 2012 and have been applied retrospectively. In December 2011, the topic was further amended to defer the effective date of presenting reclassification adjustments from other comprehensive income to net income on the face of the financial statements while the FASB redeliberated the presentation requirements for the reclassification adjustments. In February 2013, the FASB further amended the Comprehensive Income topic clarifying the conclusions from such redeliberations. Specifically, the amendments do not change the current requirements for reporting net income or other comprehensive income in financial statements. However, the amendments do require an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, in certain circumstances an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income. The amendments will be effective for the Company on a prospective basis for reporting periods beginning after December 15, 2012. Early adoption is permitted. These amendments did not have a material effect on the Company's financial statements.

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 captions and amounts in the financial statements in the Company's Form 10-Q for the quarter ended March 31, 2012 were reclassified to conform to the March 31, 2013 presentation. These reclassifications relate to the changes in presentation discussed in greater detail by Note 2 above.

Note 4 - Investment Securities

The amortized cost and estimated fair values of securities available-for-sale were:

	Amortized	Gross Unrealized		Estimated
	Cost	Gains	Losses	Fair Value
March 31, 2013				
U.S. Government sponsored agencies	$7,453,595	$463,004	$-	$7,916,599
Mortgage-backed securities	45,589,732	1,536,182	-	47,125,914
Equity security	30,000	-	-	30,000
Total	$53,073,327	$1,999,186	$-	$55,072,513
December 31, 2012				
U.S. Government sponsored agencies	$7,591,892	$517,136	$-	$8,109,028
Mortgage-backed securities	50,197,908	1,758,576	-	51,956,484
Equity security	100,000	-	94,500	5,500
Total	$57,889,800	$2,275,712	$94,500	$60,071,012

The following is a summary of maturities of securities available-for-sale as of March 31, 2013. The amortized cost and estimated fair values are based on the contractual maturity dates. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without penalty. Mortgage-backed securities are presented as a separate line, maturities of which are based on expected maturities since paydowns are expected to occur before contractual maturity dates.

	Amortized Cost	Estimated Fair Value
U.S. Government sponsored agencies - due after ten years	$7,453,595	$7,916,599
Mortgage-backed securities	45,589,732	47,125,914
Equity security	30,000	30,000
Total	$53,073,327	$55,072,513

The following table shows gross unrealized losses and fair value, aggregated by investment category, and length of time that individual securities have been in a continuous unrealized loss position, at December 31, 2012.

	December 31, 2012	
	Fair Value	Unrealized Losses
Less Than 12 Months	$-	$ -
12 Months or More		
Equity security	5,500	94,500
Total securities available-for-sale	$5,500	$ 94,500

At March 31, 2013, there were no securities in a loss position; however, at that date management determined that the Company’s equity investment of $100,000 in a local community bank was other-than-temporary impaired. Based on industry analyst reports and market trading prices, it was determined that the estimated fair market value of this investment was $30,000. Consequently, an impairment loss of $70,000 was recognized. While the Company does not intend to sell this security in the near future, and it is more likely than not that the Company will not be required to sell it, there is no assurance that the carrying value of this security will be realized in the future.

During the first quarters of 2013 and 2012, gross proceeds from the sale of available-for-sale securities were $0 and $4,962,766, respectively. Gross gains on sales of available-for-sale securities totaled $0 and $160,777 for the first quarters of 2013 and 2012, respectively. There were no gross losses on sales of available-for-sale securities during first quarters of 2013 and 2012.

Note 5 – Loans Receivable and Allowance for Loan Losses

Major classifications of loans receivable are summarized as follows:

	March 31, 2013	December 31, 2012
Real estate loans:		
Construction	$29,721,876	$31,985,532
Residential:		
Residential 1-4 family	32,936,638	35,091,846
Multifamily	5,432,935	5,563,043
Second mortgages	4,192,313	4,077,692
Equity lines of credit	21,960,882	22,502,339
Total residential	64,522,768	67,234,920
Nonresidential	122,445,341	122,309,917
Total real estate loans	216,689,985	221,530,369
Commercial and industrial	30,237,533	29,255,564
Consumer	9,651,923	9,304,913
Other	130,670	166,488
Total loans	$256,710,111	$260,257,334

The Company has pledged certain loans as collateral to secure its borrowings from the Federal Home Loan Bank. The total of loans pledged was $76,927,137 and $84,692,901 at March 31, 2013 and December 31, 2012, respectively.

The following is an analysis of the allowance for loan losses by class of loans for the three months ended March 31, 2013 and the year ended December 31, 2012.

March 31, 2013

(Dollars in Thousands)	Total	Real Estate Loans Construction	Residential	Non-Residential	Total Real Estate Loans	Commercial	Consumer and Other
Beginning balance	$4,167	$1,441	$ 951	$ 1,129	$3,521	$ 616	$ 30
Provisions	-	(1,027)	159	829	(39)	19	20
Recoveries	198	78	90	-	168	28	2
Charge-offs	(166)	(7)	(95)	(48)	(150)	(3)	(13)
Ending balance	$4,199	$485	$ 1,105	$ 1,910	$3,500	$ 660	$ 39

December 31, 2012

(Dollars in Thousands)	Total	Real Estate Loans Construction	Residential	Non-Residential	Total Real Estate Loans	Commercial	Consumer and Other
Beginning balance	$7,743	$3,291	$ 2,757	$ 1,081	$7,129	$ 575	$ 39
Provisions	1,946	148	(850)	1,819	1,117	819	10
Recoveries	1,104	298	129	54	481	613	10
Charge-offs	(6,626)	(2,296)	(1,085)	(1,825)	(5,206)	(1,391)	(29)
Ending balance	$4,167	$1,441	$ 951	$ 1,129	$3,521	$ 616	$ 30

The following is a summary of loans evaluated for impairment individually and collectively, by class as of March 31, 2013 and December 31, 2012.

March 31, 2013

Allowance for Loan Losses

(Dollars in Thousands)	Total	Real Estate Loans Construction	Residential	Non-Residential	Total Real Estate Loans	Commercial	Consumer and Other
Allowance							
Evaluated for impairment Individually	$405	$3	$ 109	$264	$376	$ 16	$ 13
Collectively	3,794	482	996	1,646	3,124	644	26
Allowance for loan losses	$4,199	$485	$ 1,105	$1,910	$3,500	$ 660	$ 39
Total Loans							
Evaluated for impairment Individually	$25,613	$4,804	$ 4,595	$14,211	$23,610	$ 1,898	$ 105
Collectively	231,097	24,918	59,928	108,234	193,080	28,339	9,678
Loans receivable	$256,710	$29,722	$ 64,523	$122,445	$216,690	$ 30,237	$ 9,783

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December 31, 2012

(Dollars in Thousands)	Total	Real Estate Loans Construction	Residential	Non-Residential	Total Real Estate Loans	Commercial	Consumer and Other
Allowance							
Evaluated for impairment Individually	$524	$23	$ 106	$ 362	$491	$ 20	$ 13
Collectively	3,643	1,418	845	767	3,030	596	17
Allowance for loan losses	$4,167	$1,441	$ 951	$ 1,129	$3,521	$ 616	$ 30
Total Loans							
Evaluated for impairment Individually	$28,030	$6,151	$ 5,323	$ 14,464	$25,938	$ 1,973	$ 119
Collectively	232,227	25,834	61,912	107,846	195,592	27,283	9,352
Loans receivable	$260,257	$31,985	$ 67,235	$ 122,310	$221,530	$ 29,256	$ 9,471

The Company identifies impaired loans through its normal internal loan review process. Loans on the Company's problem loan watch list are considered potentially impaired loans. These loans are evaluated in determining whether all outstanding principal and interest are expected to be collected. Loans are not considered impaired if a minimal delay occurs and all amounts due including accrued interest at the contractual interest rate for the period of delay are expected to be collected.

The following summarizes the Company's impaired loans as of March 31, 2013.

(Dollars in Thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment
With no related allowance recorded:				
Real estate				
Construction	$ 2,578	$2,757	$ -	$ 2,868
Residential	2,884	3,028	-	3,354
Nonresidential	10,451	11,165	-	10,381
Total real estate loans	15,913	16,950	-	16,603
Commercial	1,882	1,919	-	1,918
Consumer and other	89	89	-	1
	17,884	18,958	-	18,522
With an allowance recorded:				
Real estate				

Construction	2,226	2,226	3	2,610
Residential	1,711	1,714	109	1,605
Nonresidential	3,760	4,769	264	3,956
Total real estate loans	7,697	8,709	376	8,171
Commercial	16	16	16	18
Consumer and other	16	16	13	28
	7,729	8,741	405	8,217
Total				
Real estate				
Construction	4,804	4,983	3	5,478
Residential	4,595	4,742	109	4,959
Nonresidential	14,211	15,934	264	14,337
Total real estate loans	23,610	25,659	376	24,774
Commercial	1,898	1,935	16	1,936
Consumer and other	105	105	13	29
Total	$ 25,613	$ 27,699	$ 405	$ 26,739

The following summarizes the Company's impaired loans as of December 31, 2012.

(Dollars in Thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment
With no related allowance recorded:				
Real estate				
Construction	$ 3,157	$ 3,827	$ -	$ 3,755
Residential	3,825	4,209	-	4,138
Nonresidential	10,311	11,439	-	9,941
Total real estate loans	17,293	19,475	-	17,834
Commercial	1,953	1,990	-	1,334
Consumer and other	80	81	-	42
	19,326	21,546	-	19,210
With an allowance recorded:				
Real estate				
Construction	2,994	3,102	23	3,099
Residential	1,498	1,500	106	1,410
Nonresidential	4,153	4,744	362	3,183
Total real estate loans	8,645	9,346	491	7,692
Commercial	20	20	20	603
Consumer and other	39	39	13	27
	8,704	9,405	524	8,322
Total				
Real estate				
Construction	6,151	6,929	23	6,854
Residential	5,323	5,709	106	5,548
Nonresidential	14,464	16,183	362	13,124
Total real estate loans	25,938	28,821	491	25,526
Commercial	1,973	2,010	20	1,937
Consumer and other	119	120	13	69
Total	$ 28,030	$ 30,951	$ 524	$ 27,532

Interest income on impaired loans other than nonaccrual loans is recognized on an accrual basis. Interest income on nonaccrual loans is recognized only as collected. For the first quarters of 2013 and 2012, interest income recognized on nonaccrual loans was $148,728 and $97,949, respectively. If the nonaccrual loans had been accruing interest at their original contracted rates, related income would have been $289,706 and $246,643 for quarter ended March 31, 2013 and 2012, respectively.

A summary of current, past due and nonaccrual loans as of March 31, 2013 was as follows:

(***Dollars in Thousands***)	Past Due 30-89 Days	Past Due Over 90 days and Accruing	Non-Accruing	Total Past Due	Current	Total Loans
Real estate						
Construction	$ -	$ 63	$ 2,288	$ 2,351	$ 27,371	$ 29,722
Residential	824	270	3,454	4,548	59,975	64,523
Nonresidential	-	211	11,908	12,119	110,326	122,445
Total real estate loans	824	544	17,650	19,018	197,672	216,690
Commercial	53	-	1,808	1,861	28,376	30,237
Consumer and other	14	-	83	97	9,686	9,783
Totals	$ 891	$ 544	$ 19,541	$ 20,976	$ 235,734	$ 256,710

A summary of current, past due and nonaccrual loans as of December 31, 2012 was as follows:

(Dollars in Thousands)	Past Due 30-89 Days	Past Due Over 90 days and Accruing	Non-Accruing	Total Past Due	Current	Total Loans
Real estate						
Real estate						
Construction	$ 62	$ -	$ 2,874	$ 2,936	$ 29,049	$ 31,985
Residential	1,340	-	3,779	5,119	62,116	67,235
Nonresidential	566	-	12,354	12,920	109,390	122,310
Total real estate loans	1,968	-	19,007	20,975	200,555	221,530
Commercial	37	-	1,879	1,916	27,340	29,256
Consumer and other	22	6	88	116	9,355	9,471
Totals	$ 2,027	$ 6	$ 20,974	$ 23,007	$ 237,250	$ 260,257

Included in the loan portfolio are particular loans that have been modified in order to maximize the collection of loan balances. If, for economic or legal reasons related to the customer's financial difficulties, the Company grants a concession compared to the original terms and conditions on the loan, the modified loan is classified as a troubled debt restructuring ("TDR").

At March 31, 2013 there were 51 loans classified as a TDR totaling $13,062,003. Of the 51 loans, 17 loans totaling $5,533,207 were performing while 34 loans totaling $7,528,795 were not performing. As of December 31, 2012 there were 52 loans classified as a TDR totaling $15,155,121. Of the 52 loans, seven loans totaling $3,128,542 were performing while 45 loans totaling $12,026,579 were not performing. All restructured loans resulted in either extended maturity or lowered rates and were included in the impaired loan balance.

The following table provides, by class, the number of loans modified in troubled debt restructurings during the first quarters of 2013 and 2012.

(*Dollars in Thousands*)	For the Quarter Ended March 31, 2013			For the Quarter Ended March 31, 2012		
	Number of Loans	Recorded Investment	Unpaid Principal Balance	Number of Loans	Recorded Investment	Unpaid Principal Balance
Extended maturity						
Real estate						
Construction	-	$ -	$ -	2	$ 1,067	$ 1,067
Nonresidential	-	-	-	1	18	18
Commercial	-	-	-	1	110	110
Consumer and other	1	13	13	2	238	238

Total	1	13	13	6	1,433	1,433
Reduced Rate						
Real estate						
Residential	1	170	170	-	-	-
Nonresidential	-	-	-	2	446	567
Total	1	170	170	2	446	567
Totals	2	$ 183	$ 183	8	$ 1,879	$ 2,000

The following table provides the number of loans and leases modified in troubled debt restructurings during the previous 12 months which subsequently defaulted during the quarter ended March 31, 2013 and 2012, respectively, as well as the recorded investments and unpaid principal balances as of March 31, 2013 and 2012. Loans in default are those past due greater than 89 days.

(*Dollars in Thousands*)	For the Quarter Ended March 31, 2013			For the Quarter Ended March 31, 2012		
	Number of Loans	Recorded Investment	Unpaid Principal Balance	Number of Loans	Recorded Investment	Unpaid Principal Balance
Extended maturity						
Real estate						
Construction	-	$ -	$ -	3	$ 1,473	$ 1,473
Residential	-	-	-	1	18	18
Nonresidential	-	-	-	1	110	110
Commercial	-	-	-	1	222	222
Consumer and other	-	-	-	1	23	23
Total	-	-	-	7	1,846	1,846
Reduced Rate						
Real estate						
Residential	1	170	170	2	471	591
Nonresidential	1	119	119	1	16	16
Commercial	-	-	-	1	237	237
Total	2	289	289	4	724	844
Totals	2	$ 289	$ 289	11	$ 2,570	$ 2,690

All loans modified in troubled debt restructurings are evaluated for impairment. The nature and extent of impairment of TDRs, including those which have experienced a subsequent default, are considered in determining an appropriate level of allowance for credit losses.

Credit Indicators

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

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

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

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

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

As of March 31, 2013, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

(Dollars in Thousands)		Real Estate Loans			Total Real Estate Loans		
	Total	Construction	Residential	Non-Residential		Commercial	Consumer and Other
Pass	$199,672	$18,263	$ 52,552	$ 91,770	$162,585	$ 27,462	$ 9,625
Special mention	29,681	8,888	6,341	13,940	29,169	460	52
Substandard	27,357	2,571	5,630	16,735	24,936	2,315	106
Doubtful	-	-	-	-	-	-	-
Totals	$256,710	$29,722	$ 64,523	$ 122,445	$216,690	$ 30,237	$ 9,783

As of December 31, 2012, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

(Dollars in Thousands)	Real Estate Loans				Total Real Estate Loans		
	Total	Construction	Residential	Non-Residential		Commercial	Consumer and Other
Pass	$200,723	$19,871	$ 54,280	$ 90,871	$165,022	$ 26,407	$ 9,294
Special mention	29,371	7,931	6,534	14,421	28,886	423	62
Substandard	30,163	4,183	6,421	17,018	27,622	2,426	115
Doubtful	-	-	-	-	-	-	-
Totals	$260,257	$31,985	$ 67,235	$ 122,310	$221,530	$ 29,256	$ 9,471

The Company enters into financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments consist of commitments to extend credit and standby letters of credit. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. A commitment involves, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheet. The Company's exposure to credit loss in the event of nonperformance by the other parties to the instrument is represented by the contractual notional amount of the instrument. Since certain commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company uses the same credit policies in making commitments to extend credit as it does for on-balance-sheet instruments. Letters of credit are conditional commitments issued to guarantee a customer's performance to a third party and have essentially the same credit risk as other lending facilities.

Collateral held for commitments to extend credit and standby letters of credit varies but may include accounts receivable, inventory, property, plant, equipment, and income-producing commercial properties.

The following table summarizes the Company's off-balance sheet financial instruments whose contract amounts represent credit risk:

	March 31, 2013	December 31, 2012
Commitments to extend credit	$35,907,557	$28,919,003
Standby letters of credit	83,000	8,000

Note 6 – Other Real Estate Owned

Transactions in other real estate owned for the three months ended March 31, 2013 and year ended December 31, 2012 are summarized below:

	March 31, 2013	December 31, 2012
Beginning balance	$15,289,991	$22,135,921
Additions	444,910	6,596,760
Sales	(659,874)	(12,251,603)
Write downs	-	(1,191,087)
Ending balance	$15,075,027	$15,289,991

The Company recognized a net loss of $24,340 and $83,388 on the sale of other real estate owned for the three months ended March 31, 2013 and 2012, respectively.

Other real estate owned expense for the three months ended March 31, 2013 and 2012 was $216,265 and $349,475, respectively, which includes gains and losses on sales.

Note 7 – Shareholders' Equity

Common Stock – The following is a summary of the changes in common shares outstanding for the three months ended March 31, 2013 and 2012.

	Three Months Ended March 31,	
	2013	2012
Common shares outstanding at beginning of the period	4,094,861	4,084,400
Issuance of common stock	-	770
Issuance of non-vested restricted shares	1,245	13,627
Forfeiture of restricted shares	(835)	(2,023)
Common shares outstanding at end of the period	4,095,271	4,096,774

Preferred Stock - Beginning with the payment date of December 1, 2011, the Company deferred dividend payments on its Fixed Rate Cumulative Perpetual Preferred Stock, Series A (the "Series A Shares"), and Series B (the "Series B Shares"). Although the Company may defer dividend payments, the dividend is a cumulative dividend and failure to pay dividends for six dividend periods would trigger board appointment rights for the holder of these shares. Since the Company has not paid the dividend on its Series A and Series B shares for more than six quarterly periods, the holder of the Company's Series A and Series B shares now has the right to appoint up to two directors to the Company's board of directors.

On March 1, 2013, the United States Department of the Treasury (the "Treasury"), the holder of all 15,249 shares of the Company's Fixed Rate Cumulative Perpetual Preferred Stock, Series A Shares, and 767 shares of the Company's Fixed Rate Cumulative Perpetual Preferred Stock, Series B Shares, announced that it had auctioned the securities in a private transaction with unaffiliated third-party investors. The Company received no proceeds from the transaction. The clearing prices for the Series A Shares and the Series B Shares were $679.61 per share and $822.61, respectively. Both series have a liquidation preference of $1,000 per share. The closing of the private sale occurred on March 11, 2013.

The sale of the securities had no effect on their terms, including the Company's obligation to satisfy accrued and unpaid dividends (aggregating approximately $1.5 million) prior to payment of any dividend or other distribution to holders of pari pasu or junior stock, including the Company's Fixed Rate Cumulative Mandatorily Convertible Preferred Stock, Series C (the "Series C Shares"), and its common stock, and an increase in the dividend rate on the Series A Shares from 5% to 9% on May 15, 2014. Further, the sale of the securities will have no effect on the Company's capital, financial condition or results of operations. However, the Company generally will not be subject to

various executive compensation and corporate governance requirements to which it was subject while Treasury held the securities.

Note 8 – Income Taxes

The income tax expense related to the Company's pretax income for the first quarters of 2013 and 2012 was offset by a reversal of an equal amount of the Company's valuation allowance related to its deferred tax assets. Therefore no income tax provision was recorded for the first quarters of 2013 and 2012.

Note 9 – Net Income (Loss) Per Common Share

Net income (loss) available to common shareholders represents net income adjusted for preferred dividends including dividends declared, accretions of discounts and amortization of premiums on preferred stock issuances and cumulative dividends related to the current dividend period that have not been declared as of period end. All potential dilutive common shares equivalents were deemed to be anti-dilutive for the quarter ended March 31, 2013, due to the net loss available to common shareholders.

The following is a summary of the net income (loss) per common share calculations for the three months ended March 31, 2013 and 2012.

	2013	2012
Net income (loss) available to common shareholders		
Net income	$13,421	$378,488
Preferred stock dividends	249,248	249,248
Deemed dividends on preferred stock resulting from net accretion of discount and amortization of premium	43,900	44,388
Net income (loss) available to common shareholders	$(279,727)	$84,852

	2013	2012
Basic net income (loss) per common share:		
Net income (loss) available to common shareholders	$(279,727)	$84,852
Average common shares outstanding – basic	4,094,866	4,085,855
Basic income (loss) per common share	$(0.07)	$0.02
Diluted net income (loss) per common share:		
Net income (loss) available to common shareholders	$(279,727)	$84,852
Average common shares outstanding – basic	4,094,866	4,085,855
Dilutive potential common shares	-	213,717
Average common shares outstanding – diluted	4,094,866	4,299,572
Diluted net income (loss) per common share	$(0.07)	$0.02

Note 10 - Equity Incentive Plan

On January 19, 2006, the Company adopted the 2006 Equity Incentive Plan, which provides for the granting of dividend equivalent rights options, performance unit awards, phantom shares, stock appreciation rights and stock awards, each of which are subject to such conditions based upon continued employment, passage of time or satisfaction of performance criteria or other criteria as permitted by the plan. The plan, as amended on September 17, 2010, allows the Company to award, subject to approval by the Board of Directors, up to 950,000 shares of stock, to officers, employees, and directors, consultants and service providers of the Company or its affiliates. Awards may be granted for a term of up to ten years from the effective date of grant. Under this Plan, our Board of Directors has sole discretion as to the exercise date of any awards granted. The per-share exercise price of incentive stock awards may not be less than the market value of a share of common stock on the date the award is granted. Any awards that expire unexercised or are canceled become available for re-issuance.

The Company can issue the restricted shares as of the grant date either by the issuance of share certificate(s) evidencing restricted shares or by documenting the issuance in uncertificated or book entry form on the Company's stock records. Except as provided by the Plan, the employee does not have the right to make or permit to exist any transfer or hypothecation of any restricted shares. When restricted shares vest, the employee must either pay the Company within two business days the amount of all tax withholding obligations imposed on the Company or make an election pursuant to Section 83(b) of the Internal Revenue Code to pay taxes at grant date.

Restricted shares may be subject to one or more objective employment, performance or other forfeiture conditions established by the Plan Committee at the time of grant. The restricted shares will not vest unless the Company’s

retained earnings at the end of the fiscal quarter preceding the third anniversary of the restricted share award date are greater than the award value of the restricted shares. Any shares of restricted stock that are forfeited will again become available for issuance under the Plan. An employee or director has the right to vote the shares of restricted stock after grant until they are forfeited or vested. Compensation cost for restricted stock is equal to the market value of the shares at the date of the award and is amortized to compensation expense over the vesting period. Dividends, if any, will be paid on awarded but unvested stock.

During the three months ended March 31, 2013 and 2012 the Company issued 1,245 and 13,627 shares, respectively, of restricted stock pursuant to the 2006 Equity Incentive Plan. The shares cliff vest in three years and are fully vested in 2016 and 2015, respectively, subject to meeting the performance criteria of the Plan. The weighted-average fair value per share of restricted stock issued during the three months ended March 31, 2013 and 2012 was $1.76 and $1.05, respectively. Compensation cost associated with the issuances was $2,191 and $14,308 for the quarter ended March 31, 2013 and 2012, respectively. During the first quarters of 2013 and 2012, 835 and 2,023 shares were forfeited, respectively, having a weighted average price of $3.50 and $3.18, respectively. Shares vested in the first quarters of 2013 and 2012 were 30,229 and 56,527, respectively. Compensation cost amortized to expense for the first quarters of 2013 and 2012 was $39,039 and $65,756, respectively.

The 2006 Equity Incentive Plan allows for the issuance of Stock Appreciation Rights ("SARs"). The SARs entitle the participant to receive the excess of (1) the market value of a specified or determinable number of shares of the stock at the exercise date over the fair value at grant date or (2) a specified or determinable price which may not in any event be less than the fair market value of the stock at the time of the award. Upon exercise, the Company can elect to settle the awards using either Company stock or cash. The shares start vesting after five years and vest at 20% per year until fully vested. Compensation cost for SARs is amortized to compensation expense over the vesting period.

During the first quarter of 2012, the Board of Directors cancelled all 84,334 SARs that were outstanding at December 31, 2011. Holders of these SARs were given cash and restricted stock totaling $37,500 in exchange for the cancellation. The cancellation resulted in the removal of all accrued SARs expense and related unrecognized compensation costs. For the year ended December 31, 2012, net income of $337,153 was recognized as a result of the cancellation. No SARS were issued during 2012 or during the first quarter of 2013.

Note 11 – Fair Value Measurements

Generally accepted accounting principles ("GAAP") provide a framework for measuring and disclosing fair value that requires disclosures about the fair value of assets and liabilities recognized in the balance sheet, whether the measurements are made on a recurring basis (for example, available-for-sale investment securities) or on a nonrecurring basis (for example, impaired loans).

Fair value is defined as the exchange in price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. GAAP also establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The Company utilizes fair value measurements to record fair value adjustments to certain assets and to determine fair value disclosures. Securities available-for-sale are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, such as loans held for sale, loans held for investment and certain other assets. These nonrecurring fair value adjustments typically involve application of the lower of cost or market accounting or the writing down of individual assets.

The following methods and assumptions were used to estimate the fair value of significant financial instruments:

Fair Value Hierarchy

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

Level 1 - Valuation is based upon quoted prices for identical instruments traded in active markets.

Level 2 - Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 - Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include the use of option pricing models, discounted cash flow models and similar techniques.

Assets Recorded at Fair Value on a Recurring Basis

Following is a description of valuation methodologies used for assets and liabilities recorded at fair value.

Securities Available-for-Sale - Securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange such as the New York Stock Exchange, Treasury securities that are traded by dealers or brokers in active over-the counter markets and money market funds. Level 2 securities include mortgage-backed securities issued by government-sponsored entities, municipal bonds and corporate debt securities. Securities classified as Level 3 include asset-backed securities in less liquid markets.

Loans - The Company does not record loans at fair value on a recurring basis, however, from time to time, a loan is considered impaired and an allowance for loan loss is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan are considered impaired. Once a loan is identified as individually impaired, management measures impairment. The fair value of impaired loans is estimated using one of several methods, including the collateral value, market value of similar debt, enterprise value, liquidation value and discounted cash flows. Those impaired loans not requiring a specific allowance represent loans for which the fair value of expected repayments or collateral exceed the recorded investment in such loans. At March 31, 2013 and December 31, 2012, a significant portion of impaired loans were evaluated based upon the fair value of the collateral. Impaired loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the loan as nonrecurring Level 3.

Mortgage Loans Held for Sale - The fair value of loans held for sale is estimated based upon binding contracts and quotes from third party investors resulting in a Level 2 classification.

Other Real Estate Owned - Foreclosed assets are adjusted to fair value upon transfer of the loans to other real estate owned. Real estate acquired in settlement of loans is recorded initially at estimated fair value of the property less estimated selling costs at the date of foreclosure. The initial recorded value may be subsequently reduced by additional allowances, which are charges to earnings if the estimated fair value of the property less estimated selling costs declines below the initial recorded value. Fair value is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the foreclosed asset as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the foreclosed asset as nonrecurring Level 3.

The tables below present the balances of assets and liabilities measured at fair value on a recurring basis by level within the hierarchy at March 31, 2013 and 2012.

	Total	Level 1	Level 2	Level 3
March 31, 2013				
Available-for-sale securities:				
U.S. Government-sponsored agencies	$7,916,599	$ -	$7,916,599	$ -
Mortgage-backed securities	47,125,914	-	47,125,914	-
Equity security	30,000	-	30,000	-
	55,072,513	-	55,072,513	-
Mortgage loans held for sale (1)	2,884,964	-	2,884,964	-
	$57,957,477	$ -	$57,957,477	$ -

(1) Carried at the lower of cost or market.

December 31, 2012				
Available-for-sale securities:				
U.S. Government-sponsored agencies	$8,109,028	$-	$8,109,028	$-
Mortgage-backed securities	51,956,484	-	51,956,484	-
Equity security	5,500	-	5,500	-
	60,071,012	-	60,071,012	-
Mortgage loans held for sale (1)	5,621,860	-	5,621,860	-
	$65,692,872	$-	$65,692,872	$-

(1) Carried at the lower of cost or market.

There were no liabilities measured at fair value on a recurring basis at March 31, 2013 and December 31, 2012.

Assets Recorded at Fair Value on a Nonrecurring Basis

Certain assets and liabilities are measured at fair value on a nonrecurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). The following table presents the assets and liabilities measured at fair value on a nonrecurring basis at March 31, 2013 and December 31, 2012, aggregated by level in the fair value hierarchy within which those measurements fall.

	Total	Level 1	Level 2	Level 3
March 31, 2013				
Collateral-dependent impaired loans receivable	$21,578,164	$ -	$ -	$21,578,164
Other real estate owned	15,075,027	-	-	15,075,027
Total assets at fair value	$36,653,191	$ -	$ -	$36,653,191
December 31, 2012				
Collateral-dependent impaired loans receivable	$18,951,232	$ -	$ -	$18,951,232
Other real estate owned	15,289,991	-	-	15,289,991
Total assets at fair value	$34,241,223	$ -	$ -	$34,241,223

For level 3 assets measured at fair value on a non-recurring basis as of March 31, 2013 and December 31, 2012, the significant unobservable inputs in the fair value measurements were as follows:

	Valuation Technique	Significant Unobservable Inputs	**General Range**
Collateral-dependant impaired loans receivable	Appraised Value	Collateral discounts	0-10%
Other real estate owned	Appraised Value	Collateral discounts and estimated costs to sell	0-10%

There were no liabilities measured at fair value on a nonrecurring basis at March 31, 2013 and December 31, 2012.

Disclosures about Fair Value of Financial Instruments

The following describes the valuation methodologies used by the Company for estimating fair value of financial instruments not recorded at fair value in the balance sheet on a recurring or nonrecurring basis:

Cash and Due from Banks and Interest-bearing Deposits with Other Banks - The carrying amount is a reasonable estimate of fair value.

Time Deposits in other Banks - The carrying amount is a reasonable estimate of fair value.

Nonmarketable Equity Securities - The carrying amount of nonmarketable equity securities is a reasonable estimate of fair value since no ready market exists for these securities.

Loans Receivable – For certain categories of loans, such as variable rate loans which are repriced frequently and have no significant change in credit risk, fair values are based on the carrying amounts. The fair value of other types of loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

Deposits - The fair value of demand deposits, savings, and money market accounts is the amount payable on demand at the reporting date. The fair values of certificates of deposit are estimated using a discounted cash flow calculation that applies current interest rates to a schedule of aggregated expected maturities.

Securities Sold Under Agreements to Repurchase - The carrying amount is a reasonable estimate of fair value because these instruments typically have terms of one day.

Advances From Federal Home Loan Bank - The fair values of fixed rate borrowings are estimated using a discounted cash flow calculation that applies the Company’s current borrowing rate from the Federal Home Loan Bank. The carrying amounts of variable rate borrowings are reasonable estimates of fair value because they can be repriced frequently.

Junior Subordinated Debentures - The carrying value of the junior subordinated debentures approximates their fair value since they were issued at a floating rate.

Accrued Interest Receivable and Payable - The carrying value of these instruments is a reasonable estimate of fair value.

Off-Balance Sheet Financial Instruments - Fair values of off-balance sheet lending commitments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing.

The following presents the carrying amount, fair value, and placement in the fair value hierarchy of the Company’s financial instruments as of March 31, 2013 and December 31, 2012. This table excludes financial instruments for which the carrying amount approximates fair value. For short-term financial assets such as cash and cash equivalents, the carrying amount is a reasonable estimate of fair value due to the relatively short time between the origination of the instrument and its expected realization. For financial liabilities such as noninterest-bearing demand, interest-bearing demand, and savings deposits, the carrying amount is a reasonable estimate of fair value due to these products having no stated maturity.

	Carrying Amount	Fair Value	Fair Value Measurements Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
March 31, 2013					
Financial Assets:					
Loans receivable	$256,710,111	$260,458,000	$-	$-	$260,458,000
Financial Liabilities:					
Certificates of deposit	$128,345,352	$129,694,000	$-	$129,694,000	$-
Advances from Federal Home Loan Bank	11,000,000	11,040,000	-	11,040,000	-
December 31, 2012					
Financial Assets:					
Loans receivable	$260,257,334	$258,758,000	$-	$-	$258,758,000
Financial Liabilities:					
Certificates of deposit	$144,690,932	$146,539,000	$-	$146,539,000	$-
Advances from Federal Home Loan Bank	11,000,000	11,077,000	-	11,077,000	-

Note 12 - Subsequent Events

Subsequent events are events or transactions that occur after the balance sheet date but before financial statements are issued. Recognized subsequent events are events or transactions that provide additional evidence about conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements. Unrecognized subsequent events are events that provide evidence about conditions that did not exist at the date of the balance sheet but arose after that date. Management has reviewed events occurring through the date the financial statements were issued and no subsequent events occurred that require accrual or disclosure.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation

The following discussion reviews our results of operations and assesses our financial condition. You should read the following discussion and analysis in conjunction with the accompanying consolidated financial statements. The commentary should be read in conjunction with the discussion of forward-looking statements, the financial statements and the related notes and the other statistical information included in this report.

Cautionary Note Regarding Forward-Looking Statements

The statements contained in this report on Form 10-Q that are not historical facts are forward-looking statements subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995. We caution readers of this report that such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from those expressed or implied by such forward-looking statements.

Although we believe that our expectations of future performance are based on reasonable assumptions within the bounds of our knowledge of our business and operations, there can be no assurance that actual results will not differ materially from our expectations.

These forward-looking statements involve risks and uncertainties and may not be realized due to a variety of factors, including, but not limited to the following:

- deterioration in the financial condition of borrowers resulting in significant increases in loan losses and provisions for those losses;
- changes in loan underwriting, credit review or loss reserve policies associated with economic conditions, examination conclusions, or regulatory developments;
- the failure of assumptions underlying the establishment of reserves for possible loan losses;
- changes in political and economic conditions, including the political and economic effects of the current economic downturn and other major developments, including the ongoing war on terrorism, continued tensions in the Middle East, and the ongoing economic challenges facing the European Union;

- changes in financial market conditions, either internationally, nationally or locally in areas in which the Company conducts its operations, including, without limitation, reduced rates of business formation and growth, commercial and residential real estate development, and real estate prices;

- the Company's ability to comply with any requirements imposed on it or the Bank by their respective regulators, and the potential negative consequences that may result;

- the impacts of renewed regulatory scrutiny on consumer protection and compliance led by the newly-created Consumer Finance Protection Bureau;

- fluctuations in markets for equity, fixed-income, commercial paper and other securities, which could affect availability, market liquidity levels, and pricing;

- governmental monetary and fiscal policies, including the undetermined effects of the Federal Reserve's "Quantitative Easing" program, as well as other legislative and regulatory changes;

- changes in capital standards and asset risk-weighting included in proposed Federal Reserve rules to implement the so-called "Basel III" accords;

- the Company's participation or lack of participation in governmental programs implemented under the Emergency Economic Stabilization Act (the "EESA") and the American Recovery and Reinvestment Act (the "ARRA"), including, without limitation, the Capital Purchase Program ("CPP") administered under the Troubled Asset Relief Program ("TARP");

- the risks of changes in interest rates or an unprecedented period of record-low interest rates on the level and composition of deposits, loan demand and the values of loan collateral, securities and interest sensitive assets and liabilities;

- the effects of competition from other commercial banks, thrifts, mortgage banking firms, consumer finance companies, credit unions, securities brokerage firms, insurance companies, money market and other mutual funds and other financial institutions operating in our market area and elsewhere, including institutions operating regionally, nationally and internationally, together with such competitors offering banking products and services by mail, telephone and the Internet; and

- the effect of any mergers, acquisitions or other transactions, to which we or our subsidiary may from time to time be a party, including, without limitation, our ability to successfully integrate any businesses that we acquire.

Forward-looking statements speak only as of the date on which they are made. We undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made to reflect the occurrence of unanticipated events.

Overview

The following discussion describes our results of operation for the quarter ended March 31, 2013 as compared to the quarter ended March 31, 2012 and also analyzes our financial condition as of March 31, 2013 as compared to December 31, 2012.

Like most community bank holding companies, we derive the majority of our income from interest received on our loans and investments. Our primary source of funds for making these loans and investments is our deposits, on which we pay interest. Consequently, one of the key measures of our success is our amount of net interest income, or the difference between the income on our interest-earning assets, such as loans and investments, and the expense on our interest-bearing liabilities, such as deposits and borrowings. Another key measure is the spread between the yield we earn on these interest-earning assets and the rate we pay on our interest-bearing liabilities, which is called our net interest spread.

Due to risks inherent in all loans, we maintain an allowance for loan losses to absorb probable losses on existing loans that may become uncollectible. We maintain this allowance by charging a provision for loan losses against our operating earnings for each period. We have included a detailed discussion of this process, as well as several tables describing our allowance for loan losses.

In addition to earning interest on our loans and investments, we earn income through fees and other charges to our customers. We have also included a discussion of the various components of this non-interest income, as well as our non-interest expense.

The following discussion and analysis also identifies significant factors that have affected our financial position and operating results during the periods included in the accompanying financial statements. We encourage you to read this discussion and analysis in conjunction with our financial statements and the other statistical information included in our filings with the SEC.

Critical Accounting Policies

We have adopted various accounting policies, which govern the application of accounting principles generally accepted in the United States of America in the preparation of our financial statements. Our significant accounting policies are described in the notes to the consolidated financial statements at December 31, 2012 as filed on our annual report on Form 10-K. Certain accounting policies involve significant judgments and assumptions we have made, which have a material impact on the carrying value of certain assets and liabilities. We consider these accounting policies to be critical accounting policies. The judgments and assumptions we use are based on the historical experience and other factors, which we believe to be reasonable under the circumstances. Because of the nature of our judgments and assumptions, actual results could differ from these judgments and estimates which could have a major impact on our carrying values of assets and liabilities and our results of operations.

We believe the allowance for loan losses is a critical accounting policy that requires the most significant judgments and estimates used in preparation of our consolidated financial statements. Refer to the portion of this discussion that addresses our allowance for loan losses for a description of our processes and methodology for determining our allowance for loan losses.

Recent Developments

On March 1, 2013, the United States Department of the Treasury (the “Treasury”), the holder of all 15,249 shares of the Company’s Fixed Rate Cumulative Perpetual Preferred Stock, Series A (the “Series A Shares”), and 767 shares of the Company’s Fixed Rate Cumulative Perpetual Preferred Stock, Series B (the “Series B Shares”), announced that it had auctioned the securities in a private transaction with unaffiliated third-party investors. The Company received no proceeds from the transaction. The clearing prices for the Series A Shares and the Series B Shares were $679.61 per share and $822.61, respectively. Both series have a liquidation preference of $1,000 per share. The closing of the private sale occurred on March 11, 2013.

The sale of the securities had no effect on their terms, including the Company’s obligation to satisfy accrued and unpaid dividends (aggregating approximately $1.5 million) prior to payment of any dividend or other distribution to holders of pari pasu or junior stock, including the Company’s Fixed Rate Cumulative Mandatorily Convertible Preferred Stock, Series C (the “Series C Shares”), and its common stock, and an increase in the dividend rate on the Series A Shares from 5% to 9% on May 15, 2014. Further, the sale of the securities will have no effect on the Company’s capital, financial condition or results of operations. However, the Company generally will not be subject to various executive compensation and corporate governance requirements to which it was subject while Treasury held the securities.

Regulatory Matters

Following an examination of the Bank by the Federal Deposit Insurance Corporation (the “FDIC”) during the first quarter of 2010, the Bank’s Board of Directors agreed to enter into a Memorandum of Understanding (the “Bank MOU”) with the FDIC and South Carolina Commissioner of Banks (the “SC State Board”) that became effective August 19, 2010. Among other things, the Bank MOU provides for the Bank to (i) review and formulate objectives relative to liquidity and growth, including a reduction in reliance on volatile liabilities, (ii) formulate plans for the reduction and improvement in adversely classified assets, (iii) maintain a Tier 1 leverage capital ratio of 8% and continue to be “well capitalized” for regulatory purposes, (iv) continue to maintain an adequate allowance for loan and lease losses, (v) not pay any dividend to the Bank’s parent holding company without the approval of the regulators, (vi) review officer performance and consider additional staffing needs, and (vii) provide progress reports and submit various other information to the regulators.

In addition, on the basis of the same examination by the FDIC and the SC State Board, the Federal Reserve Bank of Richmond (the “Federal Reserve Bank”) requested that the Company enter into a separate Memorandum of Understanding, which the Company entered into in December 2010 (the “Company MOU”). While this agreement provides for many of the same measures suggested by the Memorandum already in place for the Bank, the Company MOU requires that the Company seek pre-approval from the Federal Reserve Bank prior to the declaration or payment of dividends or other interest payments relating to its securities. As a result, until the Company is no longer subject to the Company MOU, it will be required to seek regulatory approval prior to paying scheduled dividends on its preferred stock and trust preferred securities, including the Series A and Series B Shares, as well as the Series C Shares issued as part of a private offering completed in 2010. This provision will also apply to the Company’s common stock, although to date, the Company has not elected to pay dividend on its shares of common stock.

The Federal Reserve Bank approved the scheduled payment of dividends on the Company’s preferred stock and interest payments on the Company’s trust preferred securities for the first three quarters of 2011; however, the Federal Reserve did not approve the Company’s request to pay dividends and interest payments relating to its outstanding classes of preferred stock and trust preferred securities due and payable in the six consecutive quarters ended March 31, 2013. Additionally, such approval was not granted for payments due in the second quarter of 2013. As a result, no assurance can be given as to the ability of the Company to obtain approval from the Federal Reserve Bank to resume the payment of such dividends and interest in future quarters while the Company MOU remains in effect. Since the Company has not paid the dividend on its Series A and Series B Shares for more than six quarterly periods, the holder of the Company’s Series A and Series B Shares now has the right to appoint up to two directors to the Company’s board of directors.

In response to these regulatory matters, the Bank and the Company have taken various actions designed to improve our lending procedures, nonperforming assets, liquidity and capital position and other conditions related to our operations, which are more fully described in turn as part of this discussion. We believe that the successful completion of these initiatives will result in full compliance with our regulatory obligations with the FDIC, the SC State Board and the Federal Reserve Bank and position us well for stability and growth over the long term.

Effect of Economic Trends

Economic conditions, competition and federal monetary and fiscal policies also affect financial institutions. Lending activities are also influenced by regional and local economic factors, such as housing supply and demand, competition among lenders, customer preferences and levels of personal income and savings in our primary market area.

Results of Operations

Our results of operations for the first quarter of 2013 were $364,579 lower than the first quarter of 2012. For the first quarter 2013, we incurred a net loss available to common shareholders of $279,727, or a basic and diluted loss per share of $0.07. For the first quarter 2012, we reported a net income available to common shareholders of $84,852, or a basic and diluted income per share of $0.02.

Our 2013 operating results were negatively impacted by the reduction of $707,883 in our net interest income and a reduction of $136,943 in our noninterest income. In addition, our operating results were negatively impacted by the increase of $120,241 in noninterest expenses. However, not having to provide a provision for loan losses for the first quarter of 2013 offset these negative factors by $600,000. See the following for a detailed discussion of each of these items.

Income Statement Review

Net Interest Income

The largest component of our net income is net interest income, which is the difference between the income earned on assets and interest paid on deposits and on the borrowings used to support such assets. Net interest income is determined by the yields earned on our interest-earning assets and the rates paid on interest-bearing liabilities, the relative amounts of interest-earning assets and interest-bearing liabilities, and the degree of mismatch and the maturity and repricing characteristics of interest-earning assets and interest-bearing liabilities. The total interest-earning assets yield rate less the total interest-bearing liabilities rate represents our net interest rate spread.

Net interest income for the first quarter of 2013 was $3,045,620 compared to $3,753,503 for the first quarter of 2012, a decrease of $707,883, or 18.86%. The decrease is due primarily to the significant reduction in the average volume of our loans, which are our earning assets with the highest yields. Comparing the first quarter of 2013 with that of 2012, the average volume of our loans declined $41,806,756, or 13.76%

For the first quarter of 2013, average-earning assets totaled $356,963,528 with an annualized average yield of 4.37% compared to $429,875,140 and 4.76%, respectively, for the first quarter of 2012. Average interest-bearing liabilities totaled $308,409,906 with an annualized average cost of 1.05% for first quarter of 2013 compared to $388,206,350 and 1.38%, respectively, for the first quarter of 2012.

Our net interest margin and net interest spread were 3.46% and 3.32%, respectively, for the first quarter of 2013 compared to 3.51% and 3.38%, respectively, for the first quarter of 2012.

Because loans often provide a higher yield than other types of earning assets, one of our goals is to maintain our loan portfolio as the largest component of total earning assets. Loans comprised 73.40% and 70.68% of average earning assets at March 31, 2013 and 2012, respectively. Loan interest income for the three months ended March 31 2013 and 2012 was $3,471,204 and $4,399,827, respectively. The annualized average yield on loans was 5.37% and 5.82% for the first quarters of 2013 and 2012, respectively. Average balances of loans decreased to $262,024,318 during the first quarter of 2013, a decrease of $41,806,756 from the average of $303,831,074 during first quarter of 2012. Our loan interest income for the first quarter of 2013 was negatively affected by the significant decrease in the average volume of our loans and a slow recovery in our local real estate markets. Additional information may be found in the “Rate/Volume Analysis” presented on the following page.

Available-for-sale investment securities averaged $57,969,319, or 16.24% of average earning assets, for the first quarter of 2013 compared to $86,312,355, or 20.08% of average earning assets for the first quarter of 2012. Comparing the first quarter of 2013 with that of 2012, the average volume of these securities was $28,343,036 lower. During the third quarter of 2012, we sold our entire portfolio of municipal securities because of our concerns about the deterioration in their market bond ratings and to lower the credit risk associated with our securities portfolio. For the first quarter of 2012, municipal securities averaged $20,155,466. It is our intention to only invest in U. S. Government-sponsored agency securities and mortgage-backed securities in the near future. Interest earned on investment securities amounted to $347,984 for the quarter ended March 31, 2013, compared to $661,641 for the same period last year. The annualized average yield on available-for-sale investment securities was 2.43% and 3.08% for the first quarters of 2013 and 2012, respectively. The decrease in yield on our available-for-sale investment securities was caused, in part, by a historically flat yield curve for investment yields that has diminished returns available for this asset type.

Our average interest-bearing deposits were $282,714,350 and $364,424,280 for the first quarters of 2013 and 2012, respectively. This represented a decrease of $81,709,930, or 22.42%. Total interest paid on deposits for first quarters of 2013 and 2012 was $678,374 and $1,207,192, respectively. The annualized average cost of deposits was 0.97% and 1.33% for the three months ended March 31, 2013 and 2012, respectively. As our loan demand declined, we concurrently lowered our rates paid for deposits, especially for time deposits, which is the primary reason why the amounts of our average time deposits were 31.91% lower during the first quarter of 2013 than during 2012.

The average balance of other interest-bearing liabilities was $25,695,556 and $23,782,070 for the first quarters of 2013 and 2012, respectively. This represented an increase of $1,913,486, or 8.05%. The increase is attributable to the increase of $3,913,486 in our average volume of securities sold under agreements to repurchase, while the average volume of borrowings from the Federal Home Loan Bank was $2,000,000 lower. With the diminished loan demand we experienced during the past year, we utilized fewer borrowings from the Federal Home Loan Bank and replaced them with securities sold under agreements to repurchase, which has a lower cost, to meet our funding needs. For the first quarter of 2013 the annualized average cost borrowings from the Federal Home Land Bank and securities sold under agreements to repurchase was 2.37% and 0.10%, respectively.

The following table sets forth, for the periods indicated, certain information related to our average balance sheet and our average yields on assets and average costs of liabilities. Such yields are derived by dividing income or expense by the average balance of the corresponding assets or liabilities. Average balances have been derived from the daily balances throughout the periods indicated.

	Average Balances, Income and Expenses, and Rates								
Three Months Ended March 31,	2013			2012			2011		
(Dollars in thousands)	Average Balance	**Income/** Expense	Yield/ **Rate**	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate
Assets									
Earning assets:									
Loans [(1)]	$262,024	$3,471	5.37 %	$303,831	$4,400	5.82 %	$347,550	$5,070	5.92 %
Securities, taxable	57,969	348	2.43	66,157	465	2.82	34,822	305	3.55
Securities, nontaxable	-	-	0.00	20,155	197	3.93	47,973	534	4.51
Other earning assets	36,970	27	0.30	39,732	27	0.28	32,900	24	0.30
Total earning assets	356,963	3,846	4.37	429,875	5,089	4.76	463,245	5,933	5.19
Non-earning assets	55,168			58,599			63,166		
Total assets	$412,131			$488,474			$526,411		
Liabilities and Shareholders' Equity									
Interest-bearing deposits:									
Transaction accounts	$43,956	$14	0.13 %	$42,449	$32	0.31 %	$38,350	$52	0.55 %
Savings and money market accounts	101,728	60	0.24	120,732	122	0.41	110,685	213	0.78
Time deposits	137,030	605	1.79	201,244	1,052	2.10	252,248	1,512	2.43
Total interest-bearing deposits	282,714	679		364,425	1,206	1.33	401,283	1,777	1.80
Other interest-bearing liabilities:									
Federal Home Loan Bank borrowing	11,000	64	2.36 %	13,000	66	2.04 %	18,522	68	1.49 %
Junior subordinated debentures	10,310	56	0.54	10,310	63	0.61	10,310	11	0.11
Other	4,386	1	0.09	470	-	0.10	376	-	
Total other interest-bearing Liabilities	25,696	121	1.91	23,780	129	2.18	29,208	79	1.10
Total interest-bearing liabilities	308,410	800	1.05	388,205	1,335	1.38	430,491	1,856	1.75
Noninterest-bearing deposits	60,799			55,929			45,109		
Other liabilities	1,901			2,695			2,473		

Shareholders' equity	41,021			41,645			48,338		
Total liabilities and equity	$412,131			$488,474			$526,411		
Net interest income/interest spread		$3,046	3.32 %		$3,754	3.38 %		$4,077	3.44 %
Net yield on earning assets			3.46 %			3.51 %			3.57 %

(1) Includes mortgage loans held for sale and nonaccruing loans

Net interest income can be analyzed in terms of the impact of changing interest rates and changing volume. The following tables set forth the effect which the varying levels of interest-earning assets and interest-bearing liabilities and the applicable rates have had on changes in net interest income for the periods presented.

Three Months Ended March 31,	2013 Compared to 2012			2012 Compared to 2011		
	Due to increase (decrease) in			Due to increase (decrease) in		
(Dollars in thousands)	Volume	Rate	Total	Volume	Rate	Total
Interest income:						
Loans	$(595)	$(334)	$(929)	$(584)	$(86)	$(670)
Securities, taxable	(55)	(62)	(117)	233	(73)	160
Securities, tax exempt	(98)	(98)	(196)	(275)	(63)	(338)
Other earning assets	(3)	1	(2)	5	(2)	3
Total interest income	(751)	(493)	(1,244)	(621)	(224)	(845)

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Three Months Ended March 31,	2013 Compared to 2012			2012 Compared to 2011		
	Due to increase (decrease) in			Due to increase (decrease) in		
(Dollars in thousands)	Volume	Rate	Total	Volume	Rate	Total
Interest expense:						
Interest-bearing deposits						
Interest-bearing transaction accounts	1	(20)	(19)	6	(26)	(20)
Savings and money market accounts	(17)	(45)	(62)	19	(110)	(91)
Time deposits	(306)	(142)	(448)	(274)	(185)	(459)
Total interest-bearing deposits	(322)	(207)	(529)	(249)	(321)	(570)
Other interest-bearing liabilities:						
Federal Home Loan Bank borrowings	(11)	9	(2)	(24)	22	(2)
Junior subordinated debentures	-	(6)	(6)		52	52
Other	1	-	1	-	-	-
Total other interest-bearing liabilities	(10)	3	(7)	(24)	74	50
Total interest expense	(332)	(204)	(536)	(273)	(247)	(520)
Net interest income	$(419)	$(289)	$(708)	$(348)	$23	$(325)

Provision and Allowance for Loan Losses

We have developed policies and procedures for evaluating the overall quality of our credit portfolio and the timely identification of potential problem credits. On a quarterly basis, our Board of Directors reviews and approves the appropriate level for the allowance for loan losses based upon management's recommendations, the results of our internal monitoring and reporting system, and an analysis of economic conditions in our market. The objective of management has been to fund the allowance for loan losses at a level greater than or equal to our internal risk measurement system for loan risk.

Additions to the allowance for loan losses, which are expensed as the provision for loan losses on our statement of operations, are made periodically to maintain the allowance at an appropriate level based on management's analysis of the potential risk in the loan portfolio. Loan losses and recoveries are charged or credited directly to the allowance. The amount of the provision is a function of the level of loans outstanding, the level of nonperforming loans, historical loan loss experience, the amount of loan losses actually charged against the reserve during a given period, and current and anticipated economic conditions.

The allowance represents an amount which management believes will be adequate to absorb inherent losses on existing loans that may become uncollectible. Our judgment as to the adequacy of the allowance for loan losses is based on a number of assumptions about future events, which we believe to be reasonable, but which may or may not

prove to be accurate. Our determination of the allowance for loan losses is based on regular evaluations of the collectability of loans, including consideration of factors such as the balance of impaired loans, the quality, mix, and size of our overall loan portfolio, economic conditions that may affect the borrower's ability to repay, the amount and quality of collateral securing the loans, our historical loan loss experience, and a review of specific problem loans. We also consider subjective issues such as changes in our lending policies and procedures, changes in the local and national economy, changes in volume or type of credits, changes in the volume or severity of problem loans, quality of loan review and board of director oversight, concentrations of credit, and peer group comparisons.

More specifically, in determining our allowance for loan losses, we regularly review loans for specific and impaired reserves based on the appropriate impairment assessment methodology. Pooled reserves are determined using historical loss trends measured over a four-quarter average applied to risk rated loans grouped by Federal Financial Institutions Examination Council ("FFIEC") call code and segmented by impairment status. The pooled reserves are calculated by applying the appropriate historical loss ratio to the loan categories. Impaired loans greater than a minimum threshold established by management are excluded from this analysis. The sum of all such amounts determines our pooled reserves. We have shortened the period over which we review historical losses from eight quarters to four in response to industry trends and conditions; the shorter loss history window is more in line with our peer group and tracks more closely the unusual market volatility of the past several years, making the provision estimate more responsive to current economic conditions. The historical loss factors utilized in our model have been updated as of the end of the first quarter 2013 to reflect losses realized through the end of fourth quarter 2012.

As we mention above, we track our portfolio and analyze loans grouped by FFIEC call code categories. The first step in this process is to risk grade each loan in the portfolio based on one common set of parameters. These parameters include items like debt-to-worth ratio, liquidity of the borrower, net worth, experience in a particular field and other factors such as underwriting exceptions. Weight is also given to the relative strength of any guarantors on the loan.

After risk grading each loan, we then segment the portfolio by FFIEC call code groupings, separating out substandard and impaired loans. The remaining loans are grouped into “performing loan pools.” The loss history for each performing loan pool is measured over a specific period of time to create a loss factor. The relevant look back period is determined by management, regulatory guidance, and current market events. The loss factor is then applied to the pool balance and the reserve per pool calculated. Loans deemed to be substandard but not impaired are segregated and a loss factor is applied to this pool as well. Loans are segmented based upon sizes as smaller impaired loans are pooled and a loss factor applied, while larger impaired loans are assessed individually using the appropriate impairment measuring methodology. Finally, five qualitative factors are utilized to assess economic and other trends not currently reflected in the loss history. These factors include concentration of credit across the portfolio, the experience level of management and staff, effects of changes in risk selection and underwriting practice, industry conditions and the current economic and business environment. A quantitative value is assigned to each of the five factors, which is then applied to the performing loan pools. Negative trends in the loan portfolio increase the quantitative values assigned to each of the qualitative factors and, therefore, increase the reserve. For example, as general economic and business conditions decline, this qualitative factor’s quantitative value will increase, which will increase the reserve requirement for this factor. Similarly, positive trends in the loan portfolio, such as improvement in general economic and business conditions, will decrease the quantitative value assigned to this qualitative factor, thereby decreasing the reserve requirement for this factor. These factors are reviewed and updated by our management committee on a regular basis to arrive at a consensus for our qualitative adjustments.

Periodically, we adjust the amount of the allowance based on changing circumstances. We recognize loan losses to the allowance and add subsequent recoveries back to the allowance for loan losses. In addition, on a quarterly basis, we informally compare our allowance for loan losses to various peer institutions; however, we recognize that allowances will vary, as financial institutions are unique in the make-up of their loan portfolios and customers, which necessarily creates different risk profiles and risk weighting of qualitative factors for the institutions. We would only consider further adjustments to our allowance for loan losses based on this peer review if our allowance was significantly different from our peer group. To date, we have not made any such adjustment. There can be no assurance that charge-offs of loans in future periods will not exceed the allowance for loan losses as estimated at any point in time or that provisions for loan losses will not be significant to a particular accounting period, especially considering the overall economic weakness in many of our market areas due to a slow recovery from the recent downturn.

Various regulatory agencies review our allowance for loan losses through their periodic examinations, and they may require additions to the allowance for loan losses based on their judgment and assumptions about the economic condition of our market and the loan portfolio at the time of their examinations. Our losses will undoubtedly vary from our estimates, and it is possible that charge-offs in future periods will exceed the allowance for loan losses as estimated at any point in time.

As of March 31, 2013 and 2012, the allowance for loan losses was $4,198,520 and $5,749,117, respectively, a decrease of $1,550,597, or 26.97%, from the 2012 allowance. The decrease is partly due to the charge-off of certain borrowers against previously established allowances, which did not require the allowance to be replenished. As a percentage of total loans, the allowance for loan losses was 1.64% and 1.99% at March 31, 2013 and 2012, respectively. See the discussion regarding the provision expense and “Activity in the Allowance for Loan Losses” below for additional information regarding our asset quality and loan portfolio.

For the first quarters of 2013 and 2012, the provision for loan losses was $0 and $600,000, respectively. Our analysis of the allowance for loan losses as of March 31, 2013 showed that our overall loss rates have been stabilizing over the past several allowance calculations and that our credit exposure in the Myrtle Beach market and the Charleston market, which were particularly hard-hit by the downturn in the real estate markets, is phasing out. The decline in our provision expense in the first quarter of 2013 is reflective of our efforts to aggressively reduce our exposure to these markets, and a reduction in our amount of construction loans on our books.

We believe the allowance for loan losses at March 31, 2013, is adequate to meet potential loan losses inherent in the loan portfolio and, as described earlier, to maintain the flexibility to adjust the allowance should our local economy and loan portfolio either improve or decline in the future.

Noninterest Income

For the first quarter of 2013 compared to first quarter 2012, noninterest income decreased $136,943, or 10.92%. The decrease is due primarily to the following items:

1. During the first quarter 2012, we realized a gain of $160,777 on sale of available-for-sale securities, whereas we did not sell any securities during the first quarter of 2013.

2. In the first quarter 2012, we realized a one-time gain of $119,328 on the sale of a participation loan.

The above negative factors were offset by the following positive items:

1. Because of historically low mortgage rates in effect during the past year, we experienced an increase in the volume of homeowners refinancing their existing mortgages, which is the chief reason why the gain on the sale of mortgage loans increased $83,414.

2. Other service charges, commissions and fees increased $30,452. During 2012 we introduced a debit card rewards program that accounted for most of this increase.

Noninterest Expenses

For the quarters ended March 31, 2013 and 2012, noninterest expense totaled $4,149,697 and $4,029,456, respectively, an increase of $120,241, or 2.98%.

The expense for salaries and benefits was $1,928,709 and $1,748,895 for the first quarters of 2013 and 2012, respectively, a decrease of $179,814, or 10.28%. During the first quarter of 2012, we recognized a $337,153 reduction in this expense category as the result of canceling all stock appreciation rights outstanding at December 31, 2011. This reduction was offset by customary salaries and benefits increases.

Furniture and equipment expense for the first quarters of 2013 and 2012 was $295,515 and $359,659, respectively, which represents a decrease of $64,144. The decrease is due to the outsourcing of our data processing and servers to a vendor during the latter part of 2012.

Other operating expenses increased $4,251 from $1,563,135 for the first quarter of 2012 to $1,567,386 for the first quarter of 2013. While this is a minimal increase, we note the changes in the following expense items that are included in other operating expenses.

1. For the first quarter of 2013, debit and credit card expenses increased $80,084 with the introduction of a debit card rewards program during 2012. We anticipate that this program will generate sufficient fee income to cover its related cost.

2. Professional fees were $77,774 higher for the first quarter of 2013 because of increased legal fees relating to the collection of problem loans, the increased use of consultants to assist us with compliance matters, and to the timing of having compliance audits performed.

3. During the first quarter of 2013, we recorded a $70,000 impairment loss on our equity security that was purchased for $100,000. At March 31, 2013, this security, with a carrying value of $30,000, is included in available-for-sale securities. While we believe there will be no further impairment, there is no assurance that the carrying value of this security will be realized in the future.

4. OREO expenses for the first quarter of 2013 were $133,210 lower than the first quarter 2012. Expenses related to OREO include maintenance costs, marketing costs, property taxes, and other professional services. The decrease is partially attributable to the 36.69% reduction in the volume of our OREO. At March 31, 2013 and 2012, our OREO totaled $15,075,027 and $23,812,698, respectively.

5. The remaining categories of other operating expenses declined $90,397 during the first quarter of 2013 as a result of operational changes that were implemented during the latter part of 2012.

Income Taxes

The income tax expense related to our pretax income for the first quarters of 2013 and 2012 was offset by a reversal of an equal amount of our valuation allowance related to our deferred tax assets. Therefore no income tax provision was required for the first quarters of 2013 and 2012.

Balance Sheet Review

General

At March 31, 2013, we had total assets of $404.5 million, consisting principally of $256.7 million in loans, $56.1 million in investments, and $36.2 million in cash and due from banks. Our liabilities at March 31, 2013, totaled $363.4 million, which consisted principally of $335.2 million in deposits, $11.0 million in FHLB advances, and $14.9 million in other borrowings. At March 31, 2013, our shareholders' equity was $41.0 million.

At December 31, 2012, we had total assets of $418.3 million, consisting principally of $260.3 million in loans, $61.4 million in investments, and $38.1 million in cash and due from banks. Our liabilities at December 31, 2012 totaled $377.1 million, consisting principally of $349.3 million in deposits, $11.0 million in FHLB advances, and $14.7 million in other borrowings. At December 31, 2012, our shareholders' equity was $41.2 million.

Investment Securities

The investment securities portfolio, which is also a component of our total earning assets, consists of securities available-for-sale and nonmarketable equity securities.

***Securities available-for-sale* -** At March 31, 2013 our investment in available-for-sale securities was $55,072,513. This is $4,998,499, or 8.32%, lower than our investment of $60,071,012 in available-for-sale securities at December 31, 2012.

The amortized costs and the fair value of our securities available-for-sale at March 31, 2013 and December 31, 2012 are shown in the following table.

	March 31, 2013		December 31, 2012	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Government sponsored enterprises	$7,453,595	$7,916,599	$7,591,892	$8,109,028
Mortgage-backed securities	45,589,732	47,125,914	50,197,908	51,956,484
Equity security	30,000	30,000	100,000	5,500
Total	$53,073,327	$55,072,513	$57,889,800	$60,071,012

At March 31, 2013, there were no securities in a loss position; however, at that date management determined that our equity investment of $100,000 in a local community bank was other-than-temporary impaired. Based on industry analyst reports and market trading prices, it was determined that the estimated fair market value of this investment was $30,000. Consequently, an impairment loss of $70,000 was recognized. While we do not intend to sell this security in the near future, and it is more likely than not that we will not be required sell it, there is no assurance that the carrying value of this security will be realized in the future.

Securities Available-for-Sale Maturity Distribution and Yields (1)

Contractual maturities and yields on our available for sale securities at March 31, 2013 are shown in the following table. 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. Mortgage-backed securities are presented separately, maturities of which are based on expected maturities since paydowns are expected to occur before contractual maturity dates.

	U.S Government Sponsored Enterprises	
(Dollars in thousands)	Amount	Yield
Due after ten years	$7,917	3.24 %

(1) Excludes mortgage-backed securities totaling $47,125,914 with a yield of 3.15% and an equity security in the amount $30,000.

Nonmarketable Equity Securities – Nonmarketable equity securities are recorded at their original cost since no ready market exists for these securities. At March 31, 2013 and December 31, 2012, nonmarketable equity securities consisted of Federal Home Loan Bank and Community Bankers Bank stock, which are recorded at their original cost of $996,900 and $58,100, respectively and $1,239,300 and $58,100, respectively. These securities are held primarily as a pre-requisite for accessing liquidity sources provided by the issuers of these securities.

Loans

Loans, including loans held for sale, are the largest category of earning assets and typically provide higher yields than the other types of earning assets. Associated with the higher loan yields are the inherent credit and liquidity risks, which we attempt to control and counterbalance. Loans averaged $262,024,318 during the first quarter of 2013 compared to $303,831,074 during the first quarter of 2012, a decrease of $41,806,756, or 13.76%. At March 31, 2013, total loans were $259,595,075 compared to $265,879,194 at December 31, 2012, a decrease of $6,284,119, or 2.36%. Excluding loans held for sale, loans were $256,710,111 at March 31, 2013, compared to $260,257,334 at December 31, 2012, which equated to a decrease of $3,547,223, or 1.36%. During first quarter of 2012 we charged off loans totaling $167,400 and foreclosed on loans totaling $444,910, whereby the loan balances were transferred to other real estate owned. The remainder of this decrease is the result of the economic downturn in our markets and worldwide deleveraging that caused the volume of new loan customers and average loan balances carried by current customers to decrease.

The following table summarizes the composition of our loan portfolio at March 31, 2013 and December 31, 2012.

	March 31, 2013	% of Total	December 31, 2012	% of Total
Mortgage loans on real estate				
Construction	$29,721,876	11.58 %	$31,985,532	12.29 %
Residential 1-4 family	32,936,638	12.83	35,091,846	13.48
Multifamily	5,432,935	2.12	5,563,043	2.14
Second mortgages	4,192,313	1.63	4,077,692	1.56
Equity lines of credit	21,960,882	8.55	22,502,339	8.65
Total residential	64,522,768	25.13	67,234,920	25.83
Nonresidential	122,445,341	47.70	122,309,917	47.00
Total real estate loans	216,689,985	84.41	221,530,369	85.12
Commercial and industrial	30,237,533	11.78	29,255,564	11.24
Consumer	9,651,923	3.76	9,304,913	3.58
Other, net	130,670	0.05	166,488	0.06
Total loans	$256,710,111	100.00%	$260,257,334	100.00%

In the context of this discussion, a “real estate mortgage loan” is defined as any loan, other than a loan for construction purposes, secured by real estate, regardless of the purpose of the loan. It is common practice for financial institutions in our market area to obtain a mortgage on the Borrower’s real estate when possible, in addition to any other available collateral. This real estate collateral is taken as security to reinforce the likelihood of the ultimate repayment of the loan and tends to increase management’s willingness to make real estate loans and, to that extent, also tends to increase the magnitude of the real estate loan portfolio component.

The largest component of our loan portfolio is real estate mortgage loans. At March 31, 2013, real estate mortgage loans totaled $216,689,985 and represented 84.41% of the total loan portfolio, compared to $221,530,369, or 85.12%, at December 31, 2012. This represents a decrease of $4,840,384, or 2.18%, from the December 31, 2012 balance.

Residential mortgage loans totaled $64,522,768 at March 31, 2013 and represented 25.13% of the total loan portfolio, compared to $67,234,920 and 25.83%, respectively, at December 31, 2012. Residential real estate loans consist of first and second mortgages on single or multi-family residential dwellings.

Nonresidential mortgage loans, which include commercial loans and other loans secured by multi-family properties and farmland, totaled $122,445,341 at March 31, 2013 compared to $122,309,917 at December 31, 2012. This represents a slight increase of $135,424, or 0.11%, from the December 31, 2012 balance. These loans represented 47.70% and 47.00% of the total loans at March 31, 2013 and December 31, 2012, respectively.

Real estate construction loans were $29,721,876 and $31,985,532 at March 31, 2013 and December 31, 2012, respectively, and represented 11.58% and 12.29% of the total loan portfolio, respectively. From December 31, 2012 to March 31, 2013, these loans declined $2,263,656, or 7.08%.

Currently, the demand for all types of real estate loans in our market area is weak, largely because of a slow recovery from the recent recession that affected many businesses and individuals in our market area.

Commercial and industrial loans increased $981,969, or 3.36%, to $30,237,533 at March 31, 2013, from $29,255,564 at December 31, 2012. At March 31, 2013 and December 31, 2012, commercial and industrial loans represented 11.78% and 11.24%, respectively, of the total loan portfolio.

Our loan portfolio is also comprised of consumer and other loans that totaled $9,782,593 and $9,471,401 at March 31, 2013 and December 31, 2012, respectively. At March 31, 2013 and December 31, 2012, these loans represented 3.81% and 3.64%, respectively, of the total loan portfolio.

Our loan portfolio reflects the diversity of our markets. The economies of our markets contain elements of medium and light manufacturing, higher education, regional health care, and distribution facilities. We expect our local economy to remain stable; however, due to the slow economic recovery in some of our markets, we do not expect any material growth in our loan portfolio in the near future. We do not engage in foreign lending.

Maturities and Sensitivity of Loans to Changes in Interest Rates

The information in the following tables is based on the contractual maturities of individual loans, including loans which may be subject to renewal at their contractual maturity. Renewal of such loans is subject to review and credit approval, as well as modification of terms upon maturity. Actual repayments of loans may differ from the maturities reflected below because borrowers have the right to prepay obligations with or without prepayment penalties.

The following table summarizes loan maturity distribution by type and related interest rate characteristics at March 31, 2013.

(***Dollars in thousands***)	One Year or Less	Over One Year Through Five Years	Over Five Years	Total
Real estate	$ 79,323	$ 113,991	$ 23,376	$216,690
Commercial and industrial	11,770	18,467	-	30,237
Consumer and other	1,884	6,687	1,212	9,783
	$ 92,977	$ 139,145	$ 24,588	$256,710
Loans maturing after one year with:				
Fixed interest rates				$111,675
Floating interest rates				52,058
				$163,733

Allowance for Loan Losses

The following table summarizes the allocation of the allowance for loan losses at March 31, 2013 and December 31, 2012.

(Dollars in thousands)	March 31, 2013	% of Total	December 31, 2012	% of Total
Real estate loans				
Construction	$ 485	11.55 %	$ 1,441	34.58 %
Residential	1,105	26.32	951	22.82
Nonresidential	1,910	45.48	1,129	27.10
Total real estate loans	3,500	83.35	3,521	84.50
Commercial and industrial	660	15.72	616	14.78
Consumer and other	39	0.93	30	0.72
Total loans	$ 4,199	100.00 %	$ 4,167	100.00 %

Activity in the Allowance for Loan Losses

The following table summarizes the activity related to our allowance for loan losses for the three months ended March 31, 2013 and 2012.

	Three Months Ended March 31,	
(Dollars in thousands)	2013	2012
Balance, January 1,	$4,167	$7,743
Loans charged off:		
Real estate – Construction	7	1,476
Real estate – Residential	95	223
Real estate – Nonresidential	48	412
Commercial and industrial	3	539
Consumer and other	13	1
Total loan losses	166	2,651
Recoveries of previous loan losses:		
Real estate – Construction	78	4
Real estate – Residential	90	24
Real estate – Nonresidential	-	1
Commercial and industrial	28	28
Consumer and other	2	-
Total recoveries	198	57
Net charge-offs (recoveries)	(32)	2,594
Provision for loan losses	-	600
Balance, March 31,	$4,199	$5,749
Total loans outstanding, end of period	$256,710	$289,328
Allowance for loan losses to loans outstanding	1.64 %	1.99 %

Risk Elements in the Loan Portfolio

The following table shows the nonperforming assets, percentages of net charge-offs, and the related percentage of allowance for loan losses for the three months ended March 31, 2013 and 2012.

	March 31,	
(Dollars in thousands)	2013	2012
Loans over 90 days past due and still accruing	$544	$-

Loans on nonaccrual:		
Real Estate Construction	2,288	7,639
Real Estate Residential	3,454	4,068
Real Estate Nonresidential	11,908	9,610
Commercial	1,808	1,452
Consumer	83	23
Total nonaccrual loans	19,541	22,792
Total of nonperforming loans	20,085	22,792
Other nonperforming assets	15,075	23,813
Total nonperforming assets	$35,160	$46,605
Percentage of nonperforming assets to total assets	8.70 %	9.59 %
Percentage of nonperforming loans to total loans	7.82 %	7.88 %
Allowance for loan losses as a percentage of non-performing loans	20.91 %	25.22 %

Loans over 90 days past due and still accruing – At March 31, 2013, loans over 90 days past due and still accruing were secured by real estate and were, with the exception of one loan for $270,373, included in our impaired loan classification.

Nonaccruing loans – At March 31, 2013 and 2012, loans totaling $19,539,884 and $22,792,145, respectively, were in nonaccrual status. Generally, loans are placed on nonaccrual status if principal or interest payments become 90 days past due and/or we deem the collectibility of the principal and/or interest to be doubtful. Once a loan is placed in nonaccrual status, all previously accrued and uncollected interest is reversed against interest income. Interest income on nonaccrual loans is recognized on a cash basis when the ultimate collectability is no longer considered doubtful. Loans are returned to accrual status when the principal and interest amounts contractually due are brought current and future payments are reasonably assured. For the first quarters of 2013 and 2012, interest income recognized on nonaccrual loans was $148,728 and $97,949, respectively. If the nonaccrual loans had been accruing interest at their original contracted rates, related income would have been $289,706 and $246,643 for quarter ended March 31, 2013 and 2012, respectively. All nonaccruing loans at March 31, 2013 and 2012 were included in our classification of impaired loans at those dates.

Restructured loans - In situations where, for economic or legal reasons related to a borrower's financial difficulties, a concession to the borrower is granted that we would not otherwise consider, the related loan is classified as a troubled debt restructuring ("TDR"). The restructuring of a loan may include the transfer of real estate collateral, either through the pledge of additional properties by the borrower or through a transfer to the Bank in lieu of foreclosures. Restructured loans may also include the borrower transferring to the Bank receivables from third parties, other assets, or an equity interest in the borrower in full or partial satisfaction of the loan, a modification of the loan terms, or a combination of the above.

At March 31, 2013 there were 51 loans classified as a TDR totaling $13,062,003. Of the 51 loans, 17 loans totaling $5,533,207 were performing while 34 loans totaling $7,528,795 were not performing. At March 31, 2012, there were 42 loans classified as a TDR totaling $8,859,571. Of the 42 loans, 11 loans totaling $2,434,618 were performing while 31 loans totaling $6,424,953 were not performing. All restructured loans resulted in either extended maturity or lowered rates and were included in the impaired loan balance.

Impaired loans - At March 31, 2013, we had impaired loans totaling $26,613,230, as compared to $26,637,786 at March 31, 2012. Included in the impaired loans at March 31, 2013 were 12 borrowers that accounted for approximately 79% of the total amount of the impaired loans at that date. These loans were primarily commercial real estate loans located in the following South Carolina areas: 27% in the Coastal area, 15% in the Columbia area and 58% in the Florence area. Impaired loans, as a percentage of total loans, were 9.98% at March 31, 2013 as compared to 9.21% at March 31, 2012.

During the quarter ended March 31, 2013, the average investment in impaired loans was approximately $26,739,000 as compared to $26,572,000 during the quarter ended March 31, 2012. Impaired loans with a specific allocation of the allowance for loan losses totaled $7,729,196 and $6,852,508 at March 31, 2013 and 2012, respectively. The amount of the specific allocation at March 31, 2013 and 2012 was $405,265 and $1,318,877, respectively.

The downturn in the real estate market that began in 2008 and continued into 2012 has resulted in an increase in loan delinquencies, defaults and foreclosures; however, we believe these trends are stabilizing as the liquidation prices for our OREO have stabilized for vertical construction, indicating some stabilization of demand in the real estate market in our market area. In some cases, the current economic downturn has resulted in a significant impairment to the value of our collateral and limits our ability to sell the collateral upon foreclosure at its appraised value. There is also risk that downward trends could continue at a higher pace. If real estate values further decline, it is also more likely that we would be required to increase our allowance for loan losses.

On a quarterly basis, we analyze each loan that is classified as impaired during the period to determine the potential for possible loan losses. This analysis is focused upon determining the then current estimated value of the collateral, local market condition, and estimated costs to foreclose, repair and resell the property. The net realizable value of the property is then computed and compared to the loan balance to determine the appropriate amount of specific reserve

for each loan.

Other nonperforming assets – Other nonperforming assets consist of other real estate owned ("OREO") that was acquired through foreclosure. OREO is carried at fair market value minus estimated costs to sell. Current appraisals are obtained at time of foreclosure and write-downs, if any, charged to the allowance for loan losses as of the date of foreclosure. On a regular basis, we reevaluate our OREO properties for impairment. Along with gains and losses on disposal, expenses to maintain such assets and subsequent changes in the valuation allowance are included in other noninterest expense.

As of March 31, 2013, we had OREO properties totaling $15,075,027, geographically located in the following South Carolina areas – 67.38% in the Coastal area, 15.46% in the Columbia area and 17.16% in the Florence area. The combined nature of these properties is 75.87% commercial and 24.13% residential and other. While we are diligently trying to dispose of our OREO properties, the current low demand in our local real estate market affects our ability to do so in a timely manner without experiencing additional losses. Additionally, there can be no assurance that these properties can be sold for their carrying values.

From March 31, 2012 to March 31, 2013, due primarily to sales, OREO decreased $8,737,671, or 36.69%. While OREO properties that consist of raw land continue to be difficult to sell, the majority of our OREO inventory with improvements is income producing, either through sale or interim leasing. This cash flow helps offset direct costs such as taxes and insurance, while offsetting opportunity cost during marketing. During first quarters of 2013 and 2012, income earned on OREO was $14,016 and $58,999, respectively. OREO expense, net of income earned, for the quarters ended March 31, 2013 and 2012, was $216,265 and $349,475.

Deposits and Other Interest-Bearing Liabilities

Average interest-bearing liabilities decreased $79,796,444, or 20.56%, to $308,409,906 for the first quarter of 2013, from $388,206,350 for the comparable 2012 period.

Deposits - For the quarter ended March 31, 2013 and 2012, average total deposits were $343,513,855 and $420,353,115, respectively, which is a decrease of $76,839,260, or 18.28%. At March 31, 2013 and December 31, 2012, total deposits were $335,166,051 and $349,314,134, respectively, a decrease of $14,148,083, or 4.05%.

Average interest-bearing deposits decreased $81,709,930, or 22.42%, to $282,714,350 for the quarter ended March 31, 2013, from $364,424,280 for the quarter ended March 31, 2012.

The average balance of non-interest bearing deposits increased $4,870,670, or 8.71%, to $60,799,505 for the three months ended March 31, 2013, from $55,928,835 for the three months ended March 31, 2012.

The following table shows the average balance amounts and the average rates paid on deposits held by us for the three months ended March 31, 2013 and 2012.

	2013 Average Amount	Average Rate	2012 Average Amount	Average Rate
Non-interest bearing demand deposits	$60,799,505	0.00 %	$55,928,835	0.00 %
Interest bearing demand deposits	43,955,905	0.13	42,448,843	0.31
Savings accounts	101,727,853	0.24	120,731,757	0.41
Time deposits	137,030,592	1.79	201,243,680	2.10
Total	$343,513,855	0.80 %	$420,353,115	1.15 %

Core deposits, which exclude time deposits of $100,000 or more, provide a relatively stable funding source for our loan portfolio and other earning assets. Our core deposits were $261,058,457 and $265,610,288 at March 31, 2013 and December 31, 2012, respectively. As of March 31, 2013 and December 31, 2012, our core deposits were 77.89% and 76.04% of total deposits, respectively. Overall, we have placed a high priority on securing low-cost local deposits over other, more costly, funding sources in the current low-rate environment.

Included in time deposits of $100,000 and over, at March 31, 2013 and December 31, 2012, are brokered time deposits of $50,935,000 and $57,885,000, respectively, equating to a decrease of $6,950,000. In accordance with our asset/liability management strategy, we do not intend to renew or replace the brokered deposits outstanding at March 31, 2013, when they mature.

Deposits, and particularly core deposits, have been our primary source of funding and have enabled us to meet successfully both our short-term and long-term liquidity needs. We anticipate that such deposits will continue to be our primary source of funding in the future. Our loan-to-deposit ratio was 76.59% and 74.51% on March 31, 2013 and December 31, 2012, respectively.

The maturity distribution of our time deposits of $100,000 or more at March 31, 2013 is set forth in the following table:

	March 31, 2013
Three months or less	$23,046,073
Over three through twelve months	28,366,785
Over one year through three years	22,289,137
Over three years	405,599
Total	$74,107,594

Approximately 31.10% of our time deposits of $100,000 or more had scheduled maturities within one year. Large certificate of deposit customers tend to be extremely sensitive to interest rate levels, making these deposits less reliable sources of funding for liquidity planning purposes than core deposits. We expect most certificates of deposit with maturities less than one year to be renewed upon maturity. However, there is the possibility that some certificates may not be renewed. We believe that, should these certificates of deposit not be renewed, the impact would be minimal on our operations and liquidity due to the availability of other funding sources.

Other Borrowings - Other borrowings at March 31, 2013 and December 31, 2012, consist of the following:

	March 31, 2013	December 31, 2012
Securities sold under agreements to repurchase	$4,578,154	$4,377,978
Advances from Federal Home Loan Bank	11,000,000	11,000,000
Junior subordinated debentures	10,310,000	10,310,000

Securities sold under agreements to repurchase mature on a one to seven day basis. These agreements are secured by U.S. government agency securities. Advances from the Federal Home Loan Bank mature at different periods, as discussed in the footnotes to the financial statements, and are secured by our one to four family residential mortgage loans and our investment in the Federal Home Loan Bank stock. The junior subordinated debentures mature on November 23, 2035 and have an interest rate of LIBOR plus 1.83%.

Capital Resources

Total shareholders' equity at March 31, 2013 and December 31, 2012 was $41.1 million and $41.2 million, respectively. The $0.1 million decrease during the first three months of 2013 resulted mainly from our other comprehensive loss of $0.2 million.

The following table shows the return on average assets (net income divided by average total assets), return on average equity (net income divided by average equity), and equity to assets ratio (average equity divided by average total assets) for the three months ended March 31, 2013 and 2012. While we have not paid a cash dividend on our common stock since our inception, the Company has declared and paid dividends on its outstanding shares of preferred stock, and made quarterly interest payments on its trust-preferred securities as agreed. Under the terms of the Company MOU, the terms of which are more fully described as part of "Management's Discussion and Analysis of Financial Condition and Results of Operation – Regulatory Matters," the Company must request prior approval from the Federal Reserve prior to declaring or paying dividends on our common stock or preferred stock, or making scheduled interest payments on our trust-preferred securities. Such approval was not granted by the Federal Reserve for payment of the Company's dividends and interest payments due and payable in the six consecutive quarters ended March 31, 2013. Also, such approval was not granted for payments due in the second quarter of 2013.

	Three Months Ended March 31,	
	2013	2012
Return on average assets	0.01 %	0.31 %
Return on average equity	0.13	3.66

Average equity to average assets ratio	9.95	8.53

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could have a material effect on the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Company's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Currently, the Bank MOU requires that the Bank maintain a Tier 1 leverage ratio of 8%, and our other regulatory capital ratios at such levels so as to be considered well capitalized for regulatory purposes. We continue to be in full compliance with this requirement of the Bank MOU. Additional discussion of the Bank MOU is included above as part of "Management's Discussion and Analysis of Financial Condition and Results of Operation – Regulatory Matters."

Quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum ratios of Tier 1 and total capital as a percentage of assets and off-balance-sheet exposures, adjusted for risk weights ranging from 0% to 100%. Tier 1 capital of the Company consists of common shareholders' equity, excluding the unrealized gain or loss on securities available-for-sale, minus certain intangible assets. The Company's Tier 2 capital consists of the allowance for loan losses subject to certain limitations. Total capital for purposes of computing the capital ratios consists of the sum of Tier 1 and Tier 2 capital. The regulatory minimum requirements are 4% for Tier 1 capital and 8% for total risk-based capital; under the provisions of the Bank MOU, the Bank will be required to maintain a Tier 1 leverage ratio of 8% and a total risk-based capital ratio of 10%.

The Company and the Bank are also required to maintain capital at a minimum level based on quarterly average assets, which is known as the leverage ratio. Only the strongest banks are allowed to maintain capital at the minimum requirement of 3%. All others are subject to maintaining ratios 1% to 2% above the minimum.

The Company and the Bank were each considered to be “well capitalized” for regulatory purposes at March 31, 2013 and December 31, 2012. The following table shows the regulatory capital ratios for the Company and the Bank at March 31, 2013 and December 31, 2012.

	March 31, 2013		December 31, 2012	
	Holding Company	Bank	**Holding** Company	Bank
Total capital (to risk-weighted assets)	17.21%	15.80%	17.16 %	15.72 %
Tier 1 capital (to risk-weighted assets)	15.97%	14.55%	15.91 %	14.47 %
Leverage or Tier 1 capital (to total average assets)	12.13%	11.02%	11.48 %	10.40 %

Effect of Inflation and Changing Prices

The effect of relative purchasing power over time due to inflation has not been taken into account in our consolidated financial statements. Rather, our financial statements have been prepared on a historical cost basis in accordance with generally accepted accounting principles.

Unlike most industrial companies, the assets and liabilities of financial institutions such as our bank subsidiary are primarily monetary in nature. Therefore, interest rates have a more significant effect on our performance than do the general rate of inflation and of goods and services. In addition, interest rates do not necessarily move in the same direction or in the same magnitude as the prices of goods and services. As discussed previously in "Management’s Discussion and Analysis - Rate/Volume Analysis," we seek to manage the relationships between interest sensitive-assets and liabilities in order to protect against wide interest rate fluctuations, including those resulting from inflation.

Off-Balance Sheet Risk

Through our operations, we have made contractual commitments to extend credit in the ordinary course of business activities. These commitments are legally binding agreements to lend money to our customers at predetermined interest rates for a specified period of time. At March 31, 2013, we had issued commitments to extend credit of $35.9 million and standby letters of credit of $0.1 million through various types of commercial lending arrangements. Approximately $32.3 million of these commitments to extend credit had variable rates.

The following table sets forth the length of time until maturity for unused commitments to extend credit and standby letters of credit at March 31, 2013.

(***Dollars in Thousands***)	Within One Month	After One Through Three Months	After Three Through Twelve Months	Within One Year	Greater Than One Year	Total
Unused commitments to extend credit	$1,852	$ 1,071	$11,615	$14,538	$ 21,369	$35,907
Standby letters of credit	-	-	83	83	-	83
Totals	$1,852	$ 1,071	$11,698	$14,621	$ 21,369	$35,990

Market Risk

Market risk is the risk of loss from adverse changes in market prices and rates and principally arises from interest rate risk inherent in our lending, investing, deposit gathering, and borrowing activities. Other types of market risks, such as foreign currency exchange rate risk and commodity price risk, do not generally arise in the normal course of our business. Our finance committee monitors and considers methods of managing exposure to interest rate risk. We have both an internal finance committee consisting of senior management and directors that meets at various times during each quarter and a management finance committee that meets weekly as needed. The finance committees are responsible for maintaining the level of interest rate sensitivity of our interest sensitive assets and liabilities within board-approved limits.

We actively monitor and manage our interest rate risk exposure principally by measuring our interest sensitivity "gap," which is the positive or negative dollar difference between assets and liabilities that are subject to interest rate repricing within a given period of time. Interest rate sensitivity can be managed by repricing assets or liabilities, selling securities available for sale, replacing an asset or liability at maturity, or adjusting the interest rate during the life of an asset or liability. Managing the amount of assets and liabilities repricing in this same time interval helps to hedge the risk and minimize the impact on net interest income of rising or falling interest rates. We generally would benefit from increasing market rates of interest when we have an asset-sensitive gap position and generally would benefit from decreasing market rates of interest when we are liability-sensitive.

We were liability sensitive during the year ended December 31, 2012 and during the three months ended March 31, 2013. As of March 31, 2013, we expect to be liability sensitive for the next nine months because a majority of our deposits reprice over a 12-month period. Approximately 35% of our loans were variable rate loans at March 31, 2013. The ratio of cumulative gap to total earning assets after 12 months was a negative 20.49% because $71.4 million more liabilities will reprice in a 12-month period than assets. However, our gap analysis is not a precise indicator of our interest sensitivity position. The analysis presents only a static view of the timing of maturities and repricing opportunities, without taking into consideration that changes in interest rates do not affect all assets and liabilities equally. For example, rates paid on a substantial portion of core deposits may change contractually within a relatively short time frame, but those rates are viewed by us as significantly less interest-sensitive than market-based rates such as those paid on noncore deposits. Net interest income may be affected by other significant factors in a given interest rate environment, including changes in the volume and mix of interest-earning assets and interest-bearing liabilities.

Liquidity and Interest Rate Sensitivity

Liquidity represents the ability of a company to convert assets into cash or cash equivalents without significant loss and the ability to raise additional funds by increasing liabilities. Liquidity management involves monitoring our sources and use of funds in order to meet our day-to-day cash flow requirements while maximizing profits. Liquidity management is made more complicated because different balance sheet components are subject to varying degrees of management control. For example, the timing of maturities of securities in our investment portfolio is fairly predictable and is subject to a high degree of control at the time investment decisions are made. However, net deposit inflows and outflows are far less predictable and are not subject to the same degree of control.

At March 31, 2013, our liquid assets, consisting of cash and cash equivalents amounted to $36.2 million, or 8.95% of total assets. Our investment securities, excluding nonmarketable securities, at March 31, 2013, amounted to $55.1 million, or 13.62% of total assets. Investment securities traditionally provide a secondary source of liquidity since they can be converted into cash in a timely manner. However, $14.3 million of these securities were pledged as collateral to secure public deposits and borrowings as of March 31, 2013. At December 31, 2012, our liquid assets, consisting of cash and cash equivalents, amounted to $38.1 million, or 9.10% of total assets. Our investment securities, excluding nonmarketable securities, at December 31, 2012 amounted to $60.1 million, or 14.36% of total assets. Investment securities traditionally provide a secondary source of liquidity since they can be converted into cash in a timely manner. However, $14.9 million of these securities were pledged as collateral to secure public deposits and borrowings as of December 31, 2012.

Our ability to maintain and expand our deposit base and borrowing capabilities serves as our primary source of liquidity. For the near future, it is our intention to reduce the use of wholesale funding to fund loan demand. We plan to meet our future cash needs through the liquidation of temporary investments, the generation of deposits, and from additional borrowings. In addition, we will receive cash upon the maturity and sale of loans and the maturity of investment securities. At March 31, 2013, we had a $5.0 million unused line of credit with the Federal Reserve Bank and had sufficient unpledged securities that would have allowed us to borrow an additional $40.8 million from the Federal Reserve Bank. Also, as member of the Federal Home Loan Bank of Atlanta, (the “FHLB”) we can make

applications for borrowings that can be made for leverage purposes. The FHLB requires that securities, qualifying mortgage loans, and stock of the FHLB owned by the bank be pledged to secure any advances from them. We have an available line to borrow funds from the FHLB up to 30% of the Bank's total assets, which provide additional available funds of $125.4 million at March 31, 2013. At that date the bank had drawn $11.0 million on this line. We believe that the sources described above will be sufficient to meet our future liquidity needs.

The Company is largely dependent upon dividends from the Bank as a source of cash. The Bank MOU restricts the ability of the Bank to declare and pay dividends to the Company. The Company MOU requires the Company to obtain approval of the Federal Reserve Bank prior to declaring dividends. The Federal Reserve did not approve the Company's request to pay dividends and interest payments relating to its outstanding classes of preferred stock and trust preferred securities due and payable in the six consecutive quarters ended March 31, 2013, nor did Federal Reserve approve the Company's request to make the payments due in the second quarter of 2013. See "Management's Discussion and Analysis of Financial Condition and Results of Operation—Regulatory Matters" for additional information relating to the Company MOU.

Asset/liability management is the process by which we monitor and control the mix and maturities of our assets and liabilities. The essential purposes of asset/liability management are to ensure adequate liquidity and to maintain an appropriate balance between interest sensitive assets and liabilities in order to minimize potentially adverse impacts on earnings from changes in market interest rates. We have both an internal finance committee consisting of senior management that meets at various times during each quarter and a management finance committee that meets weekly as needed. The finance committees are responsible for maintaining the level of interest rate sensitivity of our interest-sensitive assets and liabilities within board-approved limits.

Interest Sensitivity Analysis

The following table sets forth information regarding our rate sensitivity as of March 31, 2013, for each of the time intervals indicated. The information in the table may not be indicative of our rate sensitivity position at other points in time. In addition, the maturity distribution indicated in the table may differ from the contractual maturities of the earning assets and interest-bearing liabilities presented due to consideration of prepayment speeds under various interest rate change scenarios in the application of the interest rate sensitivity methods described above.

The following table sets forth our interest rate sensitivity March 31, 2013.

(Dollars in Thousands)	Within One Month	After One Through Three Months	After Three Through Twelve Months	Within One Year	Greater Than One Year or Non-Sensitive	Total
Assets						
Interest-earning assets						
Interest-bearing deposits in other banks	$32,588	$-	$-	$32,588	$-	$32,588
Time Deposits in other banks	-	-	201	201	-	201
Loans (1)	48,383	25,250	74,287	147,920	111,675	259,595
Securities, taxable	-	-	-	-	55,073	55,073
Nonmarketable securities	1,055	-	-	1,055	-	1,055
Total earning assets	82,026	25,250	74,488	181,764	166,748	348,512
Liabilities						
Interest-bearing liabilities						
Interest-bearing deposits:						
Demand deposits	43,787	-	-	43,787	-	43,787
Savings deposits	100,259	-	-	100,259	-	100,259
Time deposits	13,206	29,581	51,788	94,565	33,780	128,345
Total interest-bearing deposits	157,252	29,581	51,788	238,611	33,780	272,391
Federal Home Loan Bank advances	-	-	10,000	10,000	1,000	11,000
Junior subordinated debentures	-	-	-	-	10,310	10,310
Repurchase agreements	4,578	-	-	4,578	-	4,578
Total interest-bearing liabilities	161,830	29,581	61,788	253,189	45,090	298,279
Period gap	$(79,804)	$(4,331)	$12,710	$(71,425)	$121,658	
Cumulative gap	$(79,804)	$(84,135)	$(71,425)	$(71,425)	$50,233	
	(22.90)%	(24,14)%	(20.49)%	(20.49)%	14.41 %	

Ratio of cumulative gap to total earning assets

(1) Including mortgage loans held for sale

Item 3. Quantitative and Qualitative Disclosures About Market Risk

See "Market Risk" and "Liquidity and Interest Rate Sensitivity" in Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations, for quantitative and qualitative disclosures about market risk, which information is incorporated herein by reference.

Item 4. Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, our chief executive officer and chief financial officer have evaluated the effectiveness of our "disclosure controls and procedures" ("Disclosure Controls"). Disclosure Controls, as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are procedures that are designed with the objective of ensuring that information required to be disclosed in our reports filed under the Exchange Act, such as this quarterly Report on Form 10-Q, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure Controls are also designed with the objective of ensuring that such information is accumulated and communicated to our management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Our management, including the CEO and CFO, does not expect that our Disclosure Controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Based upon their controls evaluation, our CEO and CFO have concluded that our Disclosure Controls are effective at a reasonable assurance level.

There have been no changes in our internal controls over financial reporting during our first fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II - Other Information

Item 1. Legal Proceedings

There are no material, pending legal proceedings to which the Company or its subsidiary is a party or of which any of their property is the subject.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2012, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) Not applicable.

(b) The following stock repurchases were made during the period covered by this report in connection with administration of the Company’s employee stock ownership plan.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
January 1, 2013– January 31, 2013	502	$ 2.08	-	-
February 1, 2013 - February 29, 2013	-	$ -	-	-
March 1, 2013 – March 31, 2013	-	$ -	-	-
	502	$ 2.08	-	-

Item 6. Exhibits

Exhibit Number	Exhibit
31.1	Certification pursuant to Rule 13a-15 under the Securities Exchange Act of 1934, as amended.
31.2	Certification pursuant to Rule 13a-15 under the Securities Exchange Act of 1934, as amended.
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Interactive Data Files providing financial information from the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 in XBRL. Pursuant to Regulation 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, or Section 18 of the Securities Exchange Act of 1934, as amended, and are otherwise not subject to liability.

SIGNATURE

In accordance with 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 RELIANCE BANCSHARES, INC.

Date: May 9, 2013 By: /s/ F.R. SAUNDERS, JR.
F. R. Saunders, Jr.
President & Chief Executive Officer

Date: May 9, 2013 By: /s/ JEFFERY A. PAOLUCCI
Jeffery A. Paolucci
Senior Vice President and Chief Financial Officer