

SOUTHERN FIRST BANCSHARES INC  
Form 10-Q  
November 05, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

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

**For the Quarterly Period Ended September 30, 2013**

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

**For the Transition Period from                      to  
Commission file number 000-27719**

**Southern First Bancshares, Inc.**

(Exact name of registrant as specified in its charter)

**864-679-9000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name, former address, and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

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 o

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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 4,313,733 shares of common stock, par value \$0.01 per share, were issued and outstanding as of October 31, 2013.

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***SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY***  
**September 30, 2013 Form 10-Q**

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**PART I. CONSOLIDATED FINANCIAL INFORMATION**

**Item 1. CONSOLIDATED FINANCIAL STATEMENTS**

***SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY  
CONSOLIDATED BALANCE SHEETS***

See notes to consolidated financial statements that are an integral part of these consolidated statements. Additional paid in capital, retained earnings and common shares outstanding as of December 31, 2012 have been adjusted to reflect the ten percent stock dividend issued in 2013.

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***SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF INCOME  
(Unaudited)***

See notes to consolidated financial statements that are an integral part of these consolidated statements. Earnings per share and common shares outstanding for the 2012 period have been adjusted to reflect the ten percent stock dividend issued in 2013.

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***SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)  
(Unaudited)***

See notes to consolidated financial statements that are an integral part of these consolidated statements.

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***SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012  
(Unaudited)***

See notes to consolidated financial statements that are an integral part of these consolidated statements. Common shares outstanding as of December 31, 2011 and 2012 have been adjusted to reflect the ten percent stock dividends issued in 2012 and 2013.

***SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF CASH FLOWS***

**(Unaudited)**

See notes to consolidated financial statements that are an integral part of these consolidated statements.

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***SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS***

**NOTE 1 - Nature of Business and Basis of Presentation**

*Business Activity*

***Southern First Bancshares, Inc.*** (the "Company") is a South Carolina corporation that owns all of the capital stock of Southern First Bank (the "Bank") and all of the stock of Greenville First Statutory Trust I and II (collectively, the "Trusts"). The Trusts are special purpose non-consolidated entities organized for the sole purpose of issuing trust preferred securities. The Bank's primary federal regulator is the Federal Deposit Insurance Corporation (the "FDIC"). The Bank is also regulated and examined by the South Carolina Board of Financial Institutions. The Bank is primarily engaged in the business of accepting demand deposits and savings deposits insured by the FDIC, and providing commercial, consumer and mortgage loans to the general public.

*Basis of Presentation*

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine month periods ended September 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, as filed with the Securities and Exchange Commission (the "SEC") on March 5, 2013 (File No. 000-27719). The consolidated financial statements include the accounts of the Company and the Bank. In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 810, "Consolidation," the financial statements related to the Trusts have not been consolidated.

*Use of Estimates*

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amount of income and expenses during the reporting periods. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, other real estate owned, fair value of financial instruments, evaluating other-than-temporary-impairment of investment securities and valuation of deferred tax assets.

*Reclassifications*

Certain amounts, previously reported, have been reclassified to state all periods on a comparable basis and had no effect on shareholders' equity or net income.

*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. Non-recognized 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

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performed an evaluation to determine whether there have been any subsequent events since the balance sheet date and determined that no subsequent events occurred requiring accrual or disclosure.

*Recently Adopted Accounting Pronouncements*

The following is a summary of recently adopted authoritative pronouncements that have impacted the accounting, reporting, and/or disclosure of financial information by the Company.

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 were effective for the Company on a prospective basis for reporting periods beginning after December 15, 2012. These amendments did not have a material effect on the Company's financial statements.

**NOTE 2 - Preferred Stock Issuance and Partial Redemption**

On February 27, 2009, as part of the Capital Purchase Program ("CPP"), the Company entered into a Securities Purchase Agreement with the U.S. Department of the Treasury (the "Treasury"), pursuant to which the Company sold 17,299 shares of its Fixed Rate Cumulative Perpetual Preferred Stock, Series T (the "Series T Preferred Stock") and a warrant to purchase 399,970.34 shares of the Company's common stock (the "Warrant") for an aggregate purchase price of \$17.3 million in cash. The Series T Preferred Stock qualified as Tier 1 capital and was entitled to cumulative dividends at a rate of 5% per annum for the first five years and 9% per annum thereafter. The Warrant had a 10-year term and was immediately exercisable upon its issuance, with an exercise price, subject to anti-dilution adjustments equal to \$6.487 per share of the common stock.

On June 28, 2012, the Treasury sold its Series T Preferred Stock through a public offering structured as a modified Dutch auction. The Company bid on a portion of the Series T Preferred Stock in the auction after receiving approval from its regulators to do so. The clearing price per share for the preferred shares was \$904 (compared to a par value of \$1,000 per share), and the Company was successful in repurchasing 1,000 shares of the 17,299 shares of Series T Preferred Stock outstanding through the auction process. The remaining 16,299 shares of Series T Preferred Stock held by the Treasury were sold to unrelated third-parties through the auction process. Included in the September 30, 2012 operating results are approximately \$130,000 of costs incurred by the Company related to the offering. These costs are not tax-deductible. The net balance sheet impact was a reduction to shareholders' equity of \$904,000 which is comprised of a decrease in Series T Preferred Stock of \$1.0 million and a \$96,000 increase to retained earnings related to the discount on the shares repurchased. The redemption of the \$1.0 million in preferred shares will save the Company \$50,000 annually in dividend expenses.

In addition, on July 25, 2012, the Company completed its repurchase of the Warrant from the Treasury for a mutually agreed upon price of \$1.1 million. The difference between the fair value of the Warrant, as originally recorded, and the \$1.1 million repurchase price was \$343,000 which resulted in a decrease to additional paid in capital. The Company also recorded the remaining accretion of \$180,000 on the Series T Preferred Stock which brought the Series

T Preferred Stock to its par value. Following the settlement of the Warrant on July 25, 2012, the Treasury has completely eliminated its equity stake in the Company through the Capital Purchase Program.

In conjunction with the repurchase of the Warrant, the Company obtained an interest only line of credit for \$1.5 million with another financial institution. Interest is payable quarterly at a rate of 5%, and the line of credit matures on February 3, 2014.

On January 3, 2013 and April 1, 2013, the Company redeemed a total of \$1.0 million of its outstanding Series T preferred stock from three of its preferred shareholders. Since July of 2012, the Company has redeemed a cumulative \$2.0 million of its outstanding Series T preferred stock and reduced the balance to \$15.3 million.

**NOTE 3 - Investment Securities**

The amortized costs and fair value of investment securities are as follows:

Contractual maturities and yields on our investment securities at September 30, 2013 and December 31, 2012 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.

The tables below summarize gross unrealized losses on investment securities and the fair market value of the related securities at September 30, 2013 and December 31, 2012, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position.

At September 30, 2013, the Company had 39 individual investments that were in an unrealized loss position for less than 12 months. The unrealized losses were primarily attributable to changes in interest rates, rather than deterioration in credit quality. The Company considers the length of time and extent to which the fair value of available-for-sale debt securities have been less than cost to conclude that such securities are not other-than-temporarily impaired. We also consider other factors such as the financial condition of the issuer including credit ratings and specific events affecting the operations of the issuer, volatility of the security, underlying assets that collateralize the debt security, and other industry and macroeconomic conditions. As the Company has no intent to sell securities with unrealized losses and it is not more-likely-than-not that the Company will be required to sell

these securities before recovery of amortized cost, we have concluded that the securities are not impaired on an other-than-temporary basis.

Other investments are comprised of the following and are recorded at cost which approximates fair value.

**NOTE 4 - Loans and Allowance for Loan Losses**

The following table summarizes the composition of our loan portfolio.

*Maturities and Sensitivity of Loans to Changes in Interest Rates*

The information in the following tables summarizes the loan maturity distribution by type and related interest rate characteristics 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.

## **Portfolio Segment Methodology**

### *Commercial*

Commercial loans are assessed for estimated losses by grading each loan using various risk factors identified through periodic reviews. We apply historic grade-specific loss factors to each class of loans. In the development of our statistically derived loan grade loss factors, we observe historical losses over a relevant period for each loan grade. These loss estimates are adjusted as appropriate based on additional analysis of external loss data or other risks identified from current economic conditions and credit quality trends. The allowance also includes an amount for the estimated impairment on nonaccrual commercial loans and commercial loans modified in a troubled debt restructuring ("TDR"), whether on accrual or nonaccrual status.



*Consumer*

For consumer loans, we determine the allowance on a collective basis utilizing historic loss factors to represent our best estimate of inherent loss. We pool loans, generally by loan class with similar risk characteristics. The allowance also includes an amount for the estimated impairment on nonaccrual consumer loans and consumer loans modified in a TDR, whether on accrual or nonaccrual status.

**Credit Quality Indicators**

*Commercial*

We manage a consistent process for assessing commercial loan credit quality by monitoring our loan grading trends and past due statistics. All loans are subject to individual risk assessment. Our categories include Pass, Special mention, Substandard, Doubtful, and Loss, each of which is defined by banking regulatory agencies. Delinquency statistics are also an important indicator of credit quality in the establishment of our allowance for loan losses.

The tables below provide a breakdown of outstanding commercial loans by risk category.

The following tables provide past due information for outstanding commercial loans and include loans on nonaccrual status as well as accruing TDRs.

As of September 30, 2013 and December 31, 2012, loans 30 days or more past due represented 0.83% and 1.11% of our total loan portfolio, respectively. Commercial loans 30 days or more past due were 0.67% and 0.94% of our total loan portfolio as of September 30, 2013 and December 31, 2012, respectively.

*Consumer*

We manage a consistent process for assessing consumer loan credit quality by monitoring our loan grading trends and past due statistics. All loans are subject to individual risk assessment. Our categories include Pass, Special mention, Substandard, Doubtful, and Loss, each of which is defined by banking regulatory agencies. Delinquency statistics are also an important indicator of credit quality in the establishment of our allowance for loan losses.

The tables below provide a breakdown of outstanding consumer loans by risk category.

The following tables provide past due information for outstanding consumer loans and include loans on nonaccrual status as well as accruing TDRs.

As of September 30, 2013 and December 31, 2012, consumer loans 30 days or more past due were 0.17% of total loans.

**Nonperforming assets**

Following is a summary of our nonperforming assets, including nonaccruing TDRs.

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**Impaired Loans**

The table below summarizes key information for impaired loans. Our impaired loans include loans on nonaccrual status and loans modified in a TDR, whether on accrual or nonaccrual status. These impaired loans may have estimated impairment which is included in the allowance for loan losses. Our commercial and consumer impaired loans are evaluated individually to determine the related allowance for loan losses.

The following table provides the average recorded investment in impaired loans and the amount of interest income recognized on impaired loans after impairment by portfolio segment and class.

### **Allowance for Loan Losses**

The allowance for loan loss is management's estimate of credit losses inherent in the loan portfolio. The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

During the first quarter of 2013, management implemented a new allowance model to measure the estimated credit losses inherent in the loan portfolio. As a result, management has adjusted the historical loss period for the Commercial and Consumer portfolio segments to 12 quarters. Also, included in the general component of the allowance for loan losses for both portfolio segments is a margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating general losses in the portfolio. The new model's qualitative factors that measure the margin of imprecision have been updated to reflect the current lending environment. Lastly, the Consumer portfolio segment reserve now also includes an amount for the estimated impairment on nonaccrual consumer loans.

The following table summarizes the activity related to our allowance for loan losses:

The following tables summarize the activity in the allowance for loan losses by our commercial and consumer portfolio segments.

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The following table disaggregates our allowance for loan losses and recorded investment in loans by impairment methodology.

**NOTE 5 - Troubled Debt Restructurings**

At September 30, 2013, we had 36 loans totaling \$12.5 million and at December 31, 2012 we had 36 loans totaling \$14.2 million, which we considered as TDRs. The Company considers a loan to be a TDR when the debtor experiences financial difficulties and the Company provides concessions such that we will not collect all principal and interest in accordance with the original terms of the loan agreement. Concessions can relate to the contractual interest rate, maturity date, or payment structure of the note. As part of our workout plan for individual loan relationships, we may restructure loan terms to assist borrowers facing financial challenges.

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The following table summarizes the concession at the time of modification and the recorded investment in our TDRs before and after their modification during the nine months ended September 30, 2013 and 2012, respectively.

The following table summarizes loans modified as TDRs within the previous 12 month period for which there was a payment default during the nine months ended September 30, 2013 and 2012, respectively.



## **NOTE 6 - Fair Value Accounting**

FASB ASC 820, "Fair Value Measurement and Disclosures," defines fair value as the exchange 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. FASB ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

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

### *Investment Securities*

Securities available for sale are valued on a recurring basis at quoted market prices where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable securities. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange or U.S. 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 and debentures issued by government sponsored entities, municipal bonds and corporate debt securities. In certain cases where there is limited activity or less transparency around inputs to valuations, securities are classified as Level 3 within the valuation hierarchy. Securities held to maturity are valued at quoted market prices or dealer quotes similar to securities available for sale. The carrying value of Other Investments, such as Federal Reserve Bank and Federal Home Loan Bank ("FHLB") stock, approximates fair value based on their redemption provisions.

### *Loans*

The Company does not record loans at fair value on a recurring basis. However, from time to time, a loan may be considered impaired and an allowance for loan losses may be 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 agreement are considered impaired. Once a loan is identified as individually impaired, management measures the impairment in accordance with FASB ASC 310, "Receivables." The fair value of impaired loans is estimated using one of several methods, including collateral value, market value of similar debt, enterprise value, liquidation value and discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. At September 30, 2013, substantially all of the impaired loans were evaluated based on the fair value of the collateral. In accordance with FASB ASC 820, "Fair Value Measurement and Disclosures," 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 considers the impaired loan as nonrecurring Level 2. The Company's current loan and appraisal policies require the Bank to obtain updated appraisals on an "as is" basis at renewal, or in the case of an impaired loan, on an annual basis, either through a new external appraisal or an appraisal evaluation. 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 considers the impaired loan as nonrecurring Level 3. The fair value of impaired loans may also be estimated using the present value of expected future cash flows to be realized on the loan, which is also considered a Level 3 valuation. These fair value estimates are subject to fluctuations in assumptions about the amount and timing of expected cash flows as well as the choice of discount rate used in the present value calculation.

*Other Real Estate Owned*

Other Real Estate Owned ("OREO"), consisting of properties obtained through foreclosure or in satisfaction of loans, is reported at the lower of cost or fair value, determined on the basis of current appraisals, comparable sales, and other estimates of value obtained principally from independent sources, adjusted for estimated selling costs (Level 2). At the time of foreclosure, any excess of the loan balance over the fair value of the real estate held as collateral is treated as a charge against the allowance for loan losses. Gains or losses on sale and generally any subsequent adjustments to the value are recorded as a component of real estate owned activity. 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 considers the OREO as nonrecurring Level 3.

*Assets and Liabilities Recorded at Fair Value on a Recurring Basis*

The tables below present the recorded amount of assets measured at fair value on a recurring basis as of September 30, 2013 and December 31, 2012.

The Company had no liabilities carried at fair value or measured at fair value on a recurring basis as of September 30, 2013 and December 31, 2012.

*Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis*

The Company is predominantly an asset based lender with real estate serving as collateral on more than 80% of loans as of September 30, 2013. Loans which are deemed to be impaired are valued net of the allowance for loan losses, and other real estate owned is valued at the lower of cost or net realizable value of the underlying

real estate collateral. Such market values are generally obtained using independent appraisals, which the Company considers to be level 2 inputs. The tables below present the recorded amount of assets measured at fair value on a nonrecurring basis as of September 30, 2013 and December 31, 2012.

The Company had no liabilities carried at fair value or measured at fair value on a nonrecurring basis as of September 30, 2013 and December 31, 2012.

For Level 3 assets and liabilities measured at fair value on a recurring or non-recurring basis as of September 30, 2013, the significant unobservable inputs used in the fair value measurements were as follows:

#### *Fair Value of Financial Instruments*

Financial instruments require disclosure of fair value information, whether or not recognized in the consolidated balance sheets, when it is practical to estimate the fair value. A financial instrument is defined as cash, evidence of an ownership interest in an entity or a contractual obligation which requires the exchange of cash. Certain items are specifically excluded from the disclosure requirements, including the Company's common stock, premises and equipment and other assets and liabilities.

The following is a description of valuation methodologies used to estimate fair value for certain other financial instruments.

Fair value approximates carrying value for the following financial instruments due to the short-term nature of the instrument: cash and due from banks, federal funds sold, federal funds purchased, and securities sold under agreement to repurchase.

*Bank Owned Life Insurance* - The cash surrender value of bank owned life insurance policies held by the Bank approximates fair values of the policies.

*Deposits* - Fair value for demand deposit accounts and interest-bearing accounts with no fixed maturity date is equal to the carrying value. The fair value of certificate of deposit accounts are estimated by discounting cash flows from expected maturities using current interest rates on similar instruments.

*FHLB Advances and Other Borrowings* - Fair value for FHLB advances and other borrowings are estimated by discounting cash flows from expected maturities using current interest rates on similar instruments.

*Junior subordinated debentures* - Fair value for junior subordinated debentures are estimated by discounting cash flows from expected maturities using current interest rates on similar instruments.

The Company has used management's best estimate of fair value based on the above assumptions. Thus, the fair values presented may not be the amounts that could be realized in an immediate sale or settlement of the instrument. In addition, any income taxes or other expenses, which would be incurred in an actual sale or settlement, are not taken into consideration in the fair value presented.

The estimated fair values of the Company's financial instruments at September 30, 2013 and December 31, 2012 are as follows:

#### **NOTE 7 - Earnings Per Common Share and Stock Dividend**

On January 15, 2013, the Company's Board of Directors approved a 10% stock dividend to the Company's shareholders. The record date for shareholders entitled to receive the stock dividend was February 1, 2013 and the distribution date was February 15, 2013. Certain amounts in our Consolidated Balance Sheets, including common shares outstanding, have been adjusted for the prior period to reflect the stock dividend. In addition, earnings per share and average shares outstanding in our Consolidated Statements of Income have been adjusted for the prior period to reflect the stock dividend.

The following schedule reconciles the numerators and denominators of the basic and diluted earnings per share computations for the three and nine month periods ended September 30, 2013 and 2012. Dilutive common

shares arise from the potentially dilutive effect of the Company's stock options that were outstanding at September 30, 2013. The assumed conversion of stock options can create a difference between basic and dilutive net income per common share. At September 30, 2013 and 2012, 24,624 and 80,302 options, respectively, were anti-dilutive in the calculation of earnings per share as their exercise price exceeded the fair market value.

**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

*The following discussion reviews our results of operations for the three and nine month periods ended September 30, 2013 as compared to the three and nine month periods ended September 30, 2012 and assesses our financial condition as of September 30, 2013 as compared to December 31, 2012. You should read the following discussion and analysis in conjunction with the accompanying consolidated financial statements and the related notes and the consolidated financial statements and the related notes for the year ended December 31, 2012 included in our Annual Report on Form 10-K for that period. Results for the three and nine month periods ended September 30, 2013 are not necessarily indicative of the results for the year ending December 31, 2013 or any future period.*

**cautionary warning regarding forward-looking statements**

This report, including information included or incorporated by reference in this report, contains statements which constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements may relate to our financial condition, results of operation, plans, objectives, or future performance. These statements are based on many assumptions and estimates and are not guarantees of future performance. Our actual results may differ materially from those anticipated in any forward-looking statements, as they will depend on many factors about which we are unsure, including many factors which are beyond our control. The words "may," "would," "could," "should," "will," "expect," "anticipate," "predict," "project," "potential," "believe," "continue," "assume," "intend," "plan," and "estimate," as well as similar expressions, are meant to identify such forward-looking statements. Potential risks and uncertainties that could cause our actual results to differ from those anticipated in any forward-looking statements include, but are not limited to, those described under Item 1A- Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2012, as well as the following:

credit losses as a result of declining real estate values, increasing interest rates, increasing unemployment, changes in payment behavior or other factors;

credit losses due to loan concentration;

changes in the amount of our loan portfolio collateralized by real estate and weaknesses in the real estate market;

restrictions or conditions imposed by our regulators on our operations;

increases in competitive pressure in the banking and financial services industries;

changes in the interest rate environment which could reduce anticipated or actual margins;

changes in political conditions or the legislative or regulatory environment, including governmental initiatives affecting the financial services industry;

changes in economic conditions resulting in, among other things, a deterioration in credit quality;

changes occurring in business conditions and inflation;

changes in access to funding or increased regulatory requirements with regard to funding;

increased cybersecurity risk, including potential business disruptions or financial losses;

changes in deposit flows;

changes in technology;

the adequacy of the level of our allowance for loan losses and the amount of loan loss provisions required in future periods;

examinations by our regulatory authorities, including the possibility that the regulatory authorities may, among other things, require us to increase our allowance for loan losses or write-down assets;

changes in monetary and tax policies;

changes in accounting policies and practices;

the rate of delinquencies and amounts of loans charged-off;

the rate of loan growth in recent years and the lack of seasoning of a portion of our loan portfolio;

our ability to maintain appropriate levels of capital and to comply with our capital ratio requirements;

our ability to attract and retain key personnel;

our ability to retain our existing clients, including our deposit relationships;

adverse changes in asset quality and resulting credit risk-related losses and expenses; and

other risks and uncertainties detailed from time to time in our filings with the SEC.

If any of these risks or uncertainties materialize, or if any of the assumptions underlying such forward-looking statements proves to be incorrect, our results could differ materially from those expressed, implied or projected by us in such forward-looking statements. For information with respect to factors that could cause actual results to differ from the expectations stated in the forward-looking statements, see "Risk Factors" under Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2012. We urge investors to consider all of these factors carefully in evaluating the forward-looking statements contained in this Quarterly Report on Form 10-Q. We make these forward-looking statements as of the date of this document and we do not intend, and assume no obligation, to update the forward-looking statements or to update the reasons why actual results could differ from those expressed, implied or projected by us in the forward-looking statements.

## OVERVIEW

We are a bank holding company headquartered in Greenville, South Carolina, and were incorporated in March 1999 under the laws of South Carolina. We provide a wide range of banking services and products to our clients through our wholly-owned subsidiary, Southern First Bank, a South Carolina state bank. We do not engage in any significant operations other than the ownership of the Bank.

The Bank is primarily engaged in the business of accepting demand deposits and savings deposits insured by the FDIC, and providing commercial, consumer and mortgage loans to the general public. We currently have eight offices located in Greenville, Lexington, Richland, and Charleston Counties of South Carolina. In December 2012, we opened our Charleston, South Carolina office at 480 East Bay Street, and our third full-service office in Columbia, South Carolina. During the second quarter of 2013, we purchased a piece of property for a future full-service office in Mount Pleasant, South Carolina. This office will be our second office in the Charleston, South Carolina market and is expected to open in mid-2014.

Our business model continues to be client-focused, utilizing relationship teams to provide our clients with a specific banker contact and support team responsible for all of their banking needs. The purpose of this structure is to provide a consistent and superior level of professional service, and we believe it provides us with a distinct competitive advantage. We consider exceptional client service to be a critical part of our culture, which we refer to as "ClientFIRST."

At September 30, 2013, we had total assets of \$849.9 million, a 6.5% increase from total assets of \$798.0 million at December 31, 2012. The largest components of our total assets are net loans and investment securities which were \$698.2 million and \$77.6 million, respectively, at September 30, 2013. Comparatively, our net loans and investment securities totaled \$636.9 million and \$86.0 million, respectively, at December 31, 2012. Our liabilities and shareholders' equity at September 30, 2013 totaled \$785.1 million and \$64.8 million, respectively, compared to liabilities of \$733.9 million and shareholders' equity of \$64.1 million at December 31, 2012. The principal component of our liabilities is deposits which were \$607.1 million and \$576.3 million at September 30, 2013 and December 31, 2012, respectively.

Like most community banks, 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. In addition to earning interest on our loans and investments, we earn income through fees and other charges to our clients.

Our net income was \$1.4 million and \$1.2 million for the three months ended September 30, 2013 and 2012, respectively, an increase of \$193,000, or 15.7%. After our dividend payment to our preferred shareholders, net income to common shareholders was \$1.2 million, or diluted earnings per share ("EPS") of \$0.27, for the third quarter of 2013 as compared to net income to common shareholders of \$842,000, or diluted EPS of \$0.19 for the same period in 2012. The increase in net income resulted primarily from increases in net interest income and noninterest income as well as a decrease in the provision for loan losses.

Our net income was \$3.7 million and \$2.7 million for the nine months ended September 30, 2013 and 2012, respectively, an increase of \$952,000, or 34.9%. After our dividend payment to our preferred shareholders, net income to common shareholders was \$3.1 million, or diluted EPS of \$0.71, for the nine months ended September 30, 2013 as compared to net income to common shareholders of \$1.8 million, or diluted EPS of \$0.42, for the same period in 2012. The increase in net income resulted primarily from increases in net interest income and noninterest income as

well as a decrease in the provision for loan losses.

Economic conditions, competition, and the monetary and fiscal policies of the Federal government significantly affect most financial institutions, including the Bank. Lending and deposit activities and fee income generation are influenced by levels of business spending and investment, consumer income, consumer spending and savings,

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capital market activities, and competition among financial institutions, as well as customer preferences, interest rate conditions and prevailing market rates on competing products in our market areas.

### **Effect of Economic Trends**

The twelve months ended December 31, 2012 and the first nine months of 2013 continue to reflect the tumultuous economic conditions which have negatively impacted the liquidity and credit quality of financial institutions in the United States during the past four years. While the economy has improved to some extent since the recession began in 2007, these economic conditions continue to present challenges for the banking industry. Financial institutions have experienced significant declines in the value of collateral for real estate loans, heightened credit losses, which have resulted in record levels of non-performing assets, charge-offs and foreclosures. In addition, during the past four years, hundreds of financial institutions have failed or merged with other institutions.

Liquidity in the debt markets remains low in spite of efforts by Treasury and the Federal Reserve to inject capital into financial institutions. The federal funds rate set by the Federal Reserve has remained at 0.25% since December 2008, following a decline from 4.25% to 0.25% during 2008 through a series of seven rate reductions.

The Treasury, the FDIC and other governmental agencies continue to enact rules and related to economic recovery programs, many of which contain limitations on the ability of financial institutions to take certain actions or to engage in certain activities. The weak economic conditions are expected to continue throughout 2013, and financial institutions likely will continue to experience heightened credit losses and higher levels of non-performing assets, charge-offs and foreclosures. In light of these conditions, financial institutions also face heightened levels of scrutiny from federal and state regulators. These factors negatively influenced, and likely will continue to negatively influence, earning asset yields at a time when the market for deposits is intensely competitive. As a result, financial institutions experienced, and are expected to continue to experience, pressure on credit costs, loan yields, deposit and other borrowing costs, liquidity, and capital.

### **results of operations**

#### *Net Interest Income and Margin*

Our level of net interest income is determined by the level of earning assets and the management of our net interest margin. For the three month period ended September 30, 2013 our net interest income was \$7.4 million, a 9.8% increase over net interest income of \$6.7 million for the same period in 2012. In comparison, our average earning assets increased 9.3%, or \$67.5 million, during the third quarter of 2013 compared to the third quarter of 2012, while our average interest bearing liabilities increased by \$64.3 million during the same period. The increase in average earning assets is primarily related to an increase in average loans while the increase in average interest-bearing liabilities is primarily a result of an increase in interest bearing deposits.

We have included a number of tables to assist in our description of various measures of our financial performance. For example, the "Average Balances, Income and Expenses, Yields and Rates" table reflects the average balance of each category of our assets and liabilities as well as the yield we earned or the rate we paid with respect to each category during the three and nine month periods ended September 30, 2013 and 2012. A review of this table shows that our loans typically provide higher interest yields than do other types of interest-earning assets, which is why we direct a substantial percentage of our earning assets into our loan portfolio. Similarly, the "Rate/Volume Analysis" table demonstrates the effect of changing interest rates and changing volume of assets and liabilities on our financial condition during the periods shown. We also track the sensitivity of our various categories of assets and liabilities to changes in interest rates, and we have included tables to illustrate our interest rate sensitivity with respect to interest-earning accounts and interest-bearing accounts.

The following tables set forth information related to our average balance sheets, average yields on assets, and average costs of liabilities. We derived these yields by dividing income or expense by the average balance of the corresponding assets or liabilities. We derived average balances from the daily balances throughout the periods indicated. During the same periods, we had no securities purchased with agreements to resell. All investments owned have an original maturity of over one year. Nonaccrual loans are included in the following tables. Loan yields have been reduced to reflect the negative impact on our earnings of loans on nonaccrual status. The net of capitalized loan costs and fees are amortized into interest income on loans.

**Average Balances, Income and Expenses, Yields and Rates**

(1) Annualized for the three month period.

(2) The tax-equivalent adjustment to net interest income adjusts the yield for assets earning tax-exempt income to a comparable yield on a taxable basis.

Our net interest margin, on a tax-equivalent basis, was 3.73% for the three months ended September 30, 2013 compared to 3.72% for the third quarter of 2012. The slight increase in net interest margin during 2013 was a result of a 34 basis point reduction in the cost of our interest bearing liabilities, offset in part by a 26 basis point reduction in the yield of our interest earning assets.

While our average interest-bearing liabilities increased by \$64.3 million during the third quarter of 2013 as compared to the third quarter of 2012, our interest expense decreased by \$345,000 due to a 34 basis point decline in the rate paid on these liabilities. During the past 12 months, we have continued to reduce rates on all of our deposit products in line with the historically low Federal funds target rate. Consequently, the cost of our interest bearing deposits decreased 29 basis points from the third quarter of 2012. Also, the cost of our FHLB advances and other borrowings declined by 32 basis points, primarily resulting from the restructuring of \$35.0 million of our FHLB advances from a weighted average rate of 2.60% to a weighted average rate of 1.95% during the past 12 months.

Our average interest-earning assets increased by \$67.5 million as compared to the same quarter in 2012, while the yield on these assets decreased by 26 basis points. The decline in yield on our interest earning assets was driven primarily by reduced yields on our loan portfolio due to loans being originated or renewed at market rates which are lower than those in the past. Our average loan balances increased by \$64.3 million as of the third quarter of 2013, compared to the same period in 2012, while our loan yield decreased by 33 basis points during the same period.

Our net interest spread was 3.58% for the three months ended September 30, 2013 compared to 3.50% for the same period in 2012. The net interest spread is the difference between the yield we earn on our interest-earning

assets and the rate we pay on our interest-bearing liabilities. The 34 basis point reduction in rate on our interest-bearing liabilities, partially offset by a 26 basis point decline in yield on our earning assets, resulted in a 8 basis point increase in our net interest spread for the 2013 period.

(1) Annualized for the nine month period.

(2) The tax-equivalent adjustment to net interest income adjusts the yield for assets earning tax-exempt income to a comparable yield on a taxable basis.

Our net interest margin, on a tax-equivalent basis, was 3.71% for the nine months ended September 30, 2013 compared to 3.60% for the nine months ended September 30, 2012. The 11 basis point increase in net interest margin during the nine months ended September 30, 2013 was driven primarily by a 37 basis point reduction in the cost of our interest bearing liabilities compared to the same period in 2012.

During the first nine months of 2013, our average interest-earning assets increased by \$57.9 million as compared to the same period in 2012; however, the yield on our interest-earning assets declined by 20 basis points during 2013. The increase in interest-earning assets was driven by a \$60.9 million increase in average loans, while the decline in yield on interest earning assets was driven primarily by reduced yields on our loan and investment securities portfolios.

In addition, our average interest-bearing liabilities increased by \$48.9 million during the nine month period ended September 30, 2013 as compared to the same period in 2012, while the cost of our interest-bearing liabilities declined by 37 basis points. In effect, our interest-bearing liabilities continue to reprice downward at a faster rate than our interest-earning assets

Our net interest spread was 3.55% for the nine months ended September 30, 2013 compared to 3.38% for the same period in 2012. The 37 basis point reduction in rate on our interest-bearing liabilities, partially offset by a 20 basis point decline in yield on our earning assets, resulted in a 17 basis point increase in our net interest spread for the 2013 period.

*Rate/Volume Analysis*

Net interest income can be analyzed in terms of the impact of changing interest rates and changing volume. The following table sets 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.

Net interest income, the largest component of our income, was \$7.4 million for the three month period ended September 30, 2013 and \$6.7 million for the three months ended September 30, 2012, a \$655,000, or 9.8% increase during the third quarter of 2013. The increase in net interest income is due to a \$310,000 increase in interest income, combined with a \$345,000 decrease in interest expense. The increased net interest income is due primarily to the \$67.5 million increase in our average interest earning assets during the third quarter of 2013 compared to the third quarter of 2012 which resulted in \$842,000 of additional interest income during the 2013 period.

Net interest income for the nine months ended September 30, 2013 was \$21.4 million compared to \$19.2 million for the first nine months ended September 30, 2012, a \$2.2 million, or 11.2% increase during the first nine months of 2013 compared to the same period in 2012. The increase in net interest income is due primarily to a \$1.3 million reduction in interest expense, combined with an \$874,000 increase in interest income. During the nine months ended September 30, 2013, our average interest earning assets increased by \$57.9 million compared to the same period in 2012, resulting in \$2.4 million of additional interest income during 2013, while lower rates on the interest earning assets resulted in a reduction of \$1.4 million to interest income. Comparatively, the lower

rates on our interest bearing liabilities, which increased by \$48.9 million during the nine months ended September 30, 2013, resulted in a reduction in interest expense of \$1.7 million.

#### *Provision for Loan Losses*

We have established an allowance for loan losses through a provision for loan losses charged as an expense on our consolidated statements of income. We review our loan portfolio periodically to evaluate our outstanding loans and to measure both the performance of the portfolio and the adequacy of the allowance for loan losses. Please see the discussion below under "Balance Sheet Review - Allowance for Loan Losses" for a description of the factors we consider in determining the amount of the provision we expense each period to maintain this allowance.

For the three months ended September 30, 2013 and 2012, we incurred a noncash expense related to the provision for loan losses of \$775,000 and \$1.1 million, respectively, resulting in an allowance for loan losses of \$9.8 million and \$9.3 million for the 2013 and 2012 periods, respectively. The lower provision for loan losses during the 2013 period relates primarily to the overall improvement in the credit quality of our loan portfolio during the first nine months of 2013. The \$9.8 million allowance represented 1.39% of gross loans at September 30, 2013 while the \$9.3 million allowance was 1.45% of gross loans at September 30, 2012.

During the past twelve months, our loan balances increased by \$70.4 million, while the amount of our nonperforming and past due loans declined. Factors such as these are also considered in determining the amount of loan loss provision necessary to maintain our allowance for loan losses at an adequate level.

#### *Noninterest Income*

The following table sets forth information related to our noninterest income.

Noninterest income decreased \$231,000, or 18.0%, in the third quarter of 2013 as compared to the same period in 2012. The decrease in total noninterest income during this 2013 period resulted primarily from a \$295,000 gain on sale of investment securities recorded during the third quarter of 2012, combined with a \$23,000, or 10% decrease in service fees on deposit accounts. Partially offsetting the decrease in gain on sale of investment securities and service fees on deposit accounts were the following:

Loan fee income increased 9.3%, or \$34,000, resulting primarily from mortgage origination fee income of \$357,000, a \$29,000 increase from the prior period.

Income from bank owned life insurance increased \$22,000, or 14.0%, driven by an additional \$2.0 million of life insurance purchased during the second quarter of 2013.

Other income increased by 12.9%, or \$31,000, due primarily to increased income received from ATM and debit card transactions which is volume-driven.

Noninterest income decreased by 1.7%, or \$50,000, during the nine months ended September 30, 2013 as compared to the same period in 2012. The decrease relates to the \$363,000 gain on sale of investment securities recorded in the 2012 period. Partially offsetting the gain on sale were increases of \$169,000 in loan fee income, \$52,000 in service fees on deposit accounts, \$31,000 in income from bank owned life insurance and \$61,000 in other income during the 2013 period.

In accordance with the requirements set forth under the Dodd-Frank Act, in June 2011, the Federal Reserve approved a final rule which caps an issuer's base interchange transaction fee at 21 cents per transaction and allows an additional 5 basis point charge per transaction to help cover fraud losses. Although the rule does not apply to institutions with less than \$10 billion in assets, such as our Bank, there is concern that the price controls may harm community banks, which could be pressured by the marketplace to lower their own interchange rates. Our ATM/Debit card fee income is included in other noninterest income and was \$142,000 and \$121,000 for the three months ended September 30, 2013 and 2012, respectively, and \$398,000 and \$343,000 for the nine months ended September 30, 2013 and 2012, respectively.

*Noninterest expenses*

The following table sets forth information related to our noninterest expenses.

Noninterest expense was \$5.5 million for the three months ended September 30, 2013, a \$485,000, or 9.7%, increase from noninterest expense of \$5.0 million for the three months ended September 30, 2012.

The increase in total noninterest expenses resulted primarily from the following:

Compensation and benefits expense increased 19.4%, or \$509,000, relating primarily to increases in base compensation and benefits expenses. Base compensation increased by \$308,000 driven by the cost of 15 additional employees, eight of which were hired to support our new Charleston and Columbia offices, and five of which were hired in relation to the expansion of our mortgage operations, combined with annual company-wide salary increases. Incentive compensation, which is based on certain targeted financial performance goals met by management, increased by \$87,000, while benefit expenses increased \$119,000 during the same period, compared to the third quarter of the prior year.

Occupancy expenses increased \$134,000, or 21.6%, driven by increased depreciation, utilities and maintenance expenses related to our two new offices in Charleston and Columbia, South Carolina.

Data processing and related costs increased 18.0%, or \$93,000, primarily related to the increased number of clients and accounts we serve, as well as additional services we provide to our clients.

Other expenses increased by \$142,000, or 55.7%, primarily related to additional costs associated with our mortgage and office expansions, as well as increased travel and collection expenses.

Partially offsetting these increases in noninterest expense were decreases resulting from:

Real estate owned activity decreased by \$242,000, due primarily to a lower net loss on sale of \$7,000 and expenses of \$18,000 related to the management of properties held by us during the third quarter of 2013, compared to a net loss on sale of \$255,000 and expenses of \$12,000 recorded during the 2012 period.

Insurance expense decreased by \$170,000, or 49.9%, due to a \$112,000 reduction in FDIC insurance premiums and a \$59,000 reduction in regulator fees resulting from the Bank's change from a national charter to a South Carolina charter.

Our efficiency ratio, excluding gains on sale of investment securities and real estate owned activity, was 65.2% for the third quarter of 2013 compared to 61.8% for the same period in 2012. The efficiency ratio represents the percentage of one dollar of expense required to be incurred to earn a full dollar of revenue and is computed by dividing noninterest expense by the sum of net interest income and noninterest income. The higher efficiency ratio during the 2013 period relates primarily to the increase in noninterest expense due to the additional costs associated with opening our two new retail locations and expanding our mortgage operations capabilities.

Noninterest expense for the nine months ended September 30, 2013 increased 10.9%, or \$1.6 million, as compared to the nine months ended September 30, 2012. The increase relates primarily to the \$1.7 million increase in compensation and benefits expense, \$388,000 in occupancy expense, \$241,000 in data processing and related costs, and \$357,000 in other expenses. Partially offsetting the increases in noninterest expense were decreases of \$690,000 in real estate owned activity, \$418,000 in insurance expenses, and \$66,000 in professional fees.

We incurred income tax expense of \$714,000 for the three months ended September 30, 2013 as compared to \$618,000 during the same period in 2012. Income tax expense for the nine months ended September 30, 2013 was \$1.8 million as compared to \$1.3 million for the same period of 2012. Our effective tax rate was 33.0% and 32.1% for the nine months ended September, 2013 and 2012, respectively. The increase in income tax expense during the 2013 periods is primarily a result of the increase in our net income during the respective periods.

## **Balance Sheet Review**

### *Investment Securities*

At September 30, 2013, the \$77.6 million in our investment securities portfolio represented approximately 9.1% of our total assets. We held investment securities with a fair value of \$70.2 million and an amortized cost of \$71.4 million resulting in an unrealized loss of \$1.2 million. At December 31, 2012, the \$86.0 million in our investment securities portfolio represented approximately 10.8% of our total assets. We held investment securities with a fair value of \$78.2 million and an amortized cost of \$76.4 million for an unrealized gain of \$1.8 million.

### *Loans*

Since loans typically provide higher interest yields than other types of interest earning assets, a substantial percentage of our earning assets are invested in our loan portfolio. Average loans for the nine months ended September 30, 2013 and 2012 were \$675.5 million and \$614.6 million, respectively. Before the allowance for loan losses, total loans outstanding at September 30, 2013 and December 31, 2012 were \$708.0 million and \$646.0 million, respectively.

The principal component of our loan portfolio is loans secured by real estate mortgages. As of September 30, 2013, our loan portfolio included \$581.6 million, or 82.1%, of real estate loans. As of December 31, 2012, real estate loans made up 80.9% of our loan portfolio and totaled \$522.5 million. Most of our real estate loans are secured by residential or commercial property. In addition, included in our consumer real estate are \$2.5 million and \$2.1 million as of September 30, 2013 and December 31, 2012, respectively, of mortgage loans held for sale. We obtain a security interest in real estate, in addition to any other available collateral. This collateral is taken to increase the likelihood of the ultimate repayment of the loan. Generally, we limit the loan-to-value ratio on loans to coincide with the appropriate regulatory guidelines. We attempt to maintain a relatively diversified loan portfolio to help reduce the risk inherent in concentration in certain types of collateral and business types. We do not generally originate traditional long term residential mortgages to hold in our loan portfolio, but we do issue traditional second mortgage residential real estate loans and home equity lines of credit. Home equity lines of credit totaled \$80.3 million as of September 30,



2013, of which approximately 40% were in a first lien position, while the remaining balance was junior liens. The average loan had a balance of approximately \$85,000 and a loan to value of 74%. Further, 0.25% of our total home equity lines of credit were over 30 days past due as of September 30, 2013.

Following is a summary of our loan composition at September 30, 2013 and December 31, 2012. Of the \$62.1 million in loan growth, \$42.6 million is related to our new East Bay Street office in Charleston, South Carolina with growth of \$17.0 million in non-owner occupied real estate, \$12.7 million in owner occupied real estate, \$5.5 million in commercial construction and \$4.8 million in commercial business loans.

*Nonperforming assets*

Nonperforming assets include real estate acquired through foreclosure or deed taken in lieu of foreclosure and loans on nonaccrual status. Generally, a loan is placed on nonaccrual status when it becomes 90 days past due as to principal or interest, or when we believe, after considering economic and business conditions and collection efforts, that the borrower's financial condition is such that collection of the contractual principal or interest on the loan is doubtful. A payment of interest on a loan that is classified as nonaccrual is recognized as a reduction in principal when received. As of September 30, 2013 and December 31, 2012, we had no loans 90 days past due and still accruing.

Following is a summary of our nonperforming assets, including nonaccruing TDRs.

At September 30, 2013, nonperforming assets were \$8.5 million, or 1.19% of total assets and 1.42% of gross loans. Comparatively, nonperforming assets were \$9.9 million, or 1.24% of total assets and 1.53% of gross loans at December 31, 2012. Nonaccrual loans increased \$329,000 to \$8.5 million at September 30, 2013 from \$8.2 million at December 31, 2012. Nonaccrual loans at September 30, 2013 include nine loans which were put on nonaccrual status during the first nine months of 2013. In addition, during the first nine months of 2013, two nonaccrual loans were transferred to OREO, six nonaccrual loans were either fully or partially charged-off and three loans were either paid off or returned to accrual status. The amount of foregone interest income on the nonaccrual loans in the first nine months of 2013 and 2012 was approximately \$468,000 and \$401,000, respectively.

Nonperforming assets include OREO which decreased by \$140,000 from December 31, 2012. During the first nine months of 2013 we added three properties for \$1.3 million and sold five properties for \$1.6 million. The balance at September 30, 2013 includes five commercial properties totaling \$1.5 million and two residential

properties totaling \$81,000. All of these properties are located in the Upstate of South Carolina. We believe that these properties are appropriately valued at the lower of cost or market as of September 30, 2013.

At September 30, 2013 and 2012, the allowance for loan losses represented 115.5% and 100.5% of the total amount of nonperforming loans, respectively. A significant portion, or 87%, of nonperforming loans at September 30, 2013 is secured by real estate. Our nonperforming loans have been written down to approximately 66% of their original nonperforming balance. We have evaluated the underlying collateral on these loans and believe that the collateral on these loans is sufficient to minimize future losses. Based on the level of coverage on nonperforming loans and analysis of our loan portfolio, we believe the allowance for loan losses of \$9.8 million as of September 30, 2013 to be adequate.

As a general practice, most of our loans are originated with relatively short maturities of less than 10 years. As a result, when a loan reaches its maturity we frequently renew the loan and thus extend its maturity using the same credit standards as those used when the loan was first originated. Due to these loan practices, we may, at times, renew loans which are classified as nonperforming after evaluating the loan's collateral value and financial strength of its guarantors. Nonperforming loans are renewed at terms generally consistent with the ultimate source of repayment and rarely at reduced rates. In these cases the Company will seek additional credit enhancements, such as additional collateral or additional guarantees to further protect the loan. When a loan is no longer performing in accordance with its stated terms, the Company will typically seek performance under the guarantee.

In addition, at September 30, 2013, 82.1% of our loans were collateralized by real estate and 83.1% of our impaired loans were secured by real estate. The Company utilizes third party appraisers to determine the fair value of collateral dependent loans. Our current loan and appraisal policies require the Company to obtain updated appraisals on an "as is" basis at renewal, or in the case of an impaired loan, on an annual basis, either through a new external appraisal or an appraisal evaluation. In situations where a current appraisal is not available, we use the best available information (including recent appraisals for similar properties, communications with qualified real estate professionals, and other observable market data) to estimate the current fair value. Impaired loans are individually reviewed on a quarterly basis to determine the level of impairment based on external market data. As of September 30, 2013, we do not have any impaired real estate loans carried at a value in excess of the appraised value. We typically charge-off a portion or create a specific reserve for impaired loans when we do not expect repayment to occur as agreed upon under the original terms of the loan agreement.

As of September 30, 2013, impaired loans totaled \$15.5 million for which \$12.2 million of these loans have a reserve of approximately \$4.1 million allocated in the allowance. During the first nine months of 2013, the average recorded investment in impaired loans was approximately \$15.9 million. Comparatively, impaired loans totaled \$17.6 million at December 31, 2012, and \$9.5 million of these loans had a reserve of approximately \$3.7 million allocated in the allowance. During 2012, the average recorded investment in impaired loans was approximately \$17.9 million.

#### *Allowance for Loan Losses*

We have established an allowance for loan losses through a provision for loan losses charged as an expense. Loan losses are charged against the allowance when management believes the uncollectability of a loan balance, either in whole or in part, is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses was \$9.8 million and \$9.3 million at September 30, 2013 and 2012, respectively, or 1.39% and 1.45% of outstanding loans, respectively. At December 31, 2012, our allowance for loan losses was \$9.1 million, or 1.41% of outstanding loans, and we had net loans charged-off of \$4.4 million for the year ended December 31, 2012.

During the nine months ended September 30, 2013, we charged-off \$2.0 million of loans and recorded \$109,000 of recoveries on loans previously charged-off, for net charge-offs of \$1.9 million, or 0.38% of average loans.

Comparatively, we charged-off \$3.3 million of loans and recorded \$20,000 of recoveries on loans previously charged-off, resulting in net charge-offs of \$3.3 million, or 0.71% of average loans for the first nine months of 2012.

The following is a summary of the activity in the allowance for loan losses.

*Deposits and Other Interest-Bearing Liabilities*

Our primary source of funds for loans and investments is our deposits, advances from the FHLB, and structured repurchase agreements. In the past, we have chosen to obtain a portion of our certificates of deposits from areas outside of our market in order to obtain longer term deposits than are readily available in our local market. We have adopted guidelines regarding our use of brokered deposits that limit such deposits to 25% of total deposits and dictate that our current interest rate risk profile determines the terms. In addition, we do not obtain time deposits of \$100,000 or more through the Internet. These guidelines allow us to take advantage of the attractive terms that wholesale funding can offer while mitigating the related inherent risk.

Our retail deposits represented \$573.7 million, or 94.5%, of total deposits at September 30, 2013, while our out-of-market, or brokered deposits represented \$33.3 million, or 5.5%, of total deposits. At December 31, 2012, retail deposits represented \$563.3 million, or 97.7%, of our total deposits and brokered deposits were \$13.0 million, representing 2.3% of our total deposits. While our total retail deposits increased only \$10.4 million during the first nine months of 2013, the retail deposit balances for our two new retail offices, which were opened in December 2012, increased by \$35.7 million. In addition, we secured an additional \$20.3 million of brokered deposits during the nine months ended September 30, 2013 in order to fund the \$62.1 million of net loan growth. Our loan-to-deposit ratio was 117% and 112% at September 30, 2013 and December 31, 2012, respectively.

The following table shows the average balance amounts and the average rates paid on deposits.

During the nine months ended September 30, 2013, our average transaction account balances increased by \$37.1 million, or 10.6%, from the nine months ended September 30, 2012. In addition, our average time deposit balances increased by \$12.8 million, or 6.1%, during the 2013 period due primarily to the \$20.3 million growth in brokered deposits.

During the past 12 months, we continued our focus on increasing core deposits, which exclude out-of-market deposits and time deposits of \$100,000 or more, in order to provide a relatively stable funding source for our loan

portfolio and other earning assets. Our core deposits were \$453.0 million and \$427.9 million at September 30, 2013 and December 31, 2012, respectively.

All of our time deposits are certificates of deposits. The maturity distribution of our time deposits of \$100,000 or more at September 30, 2013 was as follows:

### **Liquidity and Capital Resources**

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 uses 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 our investment portfolio is fairly predictable and 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 September 30, 2013 and December 31, 2012, our liquid assets, consisting of cash and due from banks and federal funds sold, amounted to \$23.7 million and \$29.4 million, or 2.8% and 3.7% of total assets, respectively. Our investment securities at September 30, 2013 and December 31, 2012 amounted to \$77.6 million and \$86.0 million, or 9.1% and 10.8% of total assets, respectively. Investment securities traditionally provide a secondary source of liquidity since they can be converted into cash in a timely manner. However, approximately 38% of these securities is pledged against outstanding debt and 32% is pledged against public deposits. Therefore, the related debt would need to be repaid prior to the securities being sold in order for these securities to be converted to cash.

Our ability to maintain and expand our deposit base and borrowing capabilities serves as our primary source of liquidity. We plan to meet our future cash needs through the liquidation of temporary investments, the generation of deposits, loan payoffs, and from additional borrowings. In addition, we will receive cash upon the maturity and sale of loans and the maturity of investment securities. We maintain three federal funds purchased lines of credit with correspondent banks totaling \$45.0 million for which there was \$3.6 million borrowed against the lines of credit at September 30, 2013.

We are also a member of the FHLB, from which applications for borrowings can be made. The FHLB requires that securities, qualifying mortgage loans, and stock of the FHLB owned by the Bank be pledged to secure any advances from the FHLB. The unused borrowing capacity currently available from the FHLB at September 30, 2013 was \$35.0 million, based on the Bank's \$7.0 million investment in FHLB stock, as well as qualifying mortgages available to secure any future borrowings. However, we are able to pledge additional securities to the FHLB in order to increase our available borrowing capacity.

We believe that our existing stable base of core deposits, borrowings from the FHLB, and short-term repurchase agreements will enable us to successfully meet our long-term liquidity needs. However, as short-term liquidity needs arise, we have the ability to sell a portion of our investment securities portfolio or increase our short-term borrowings in order to meet those needs.

Total shareholders' equity at September 30, 2013 was \$64.8 million. At December 31, 2012, total shareholders' equity was \$64.1 million. The \$651,000 increase from December 31, 2012 is primarily related to net income of

\$3.7 million, partially offset by a \$2.0 million decline in the equity portion of the unrealized loss on securities and \$1.0 million repurchase of 1,000 shares of our Series T Preferred Stock during the nine months ended September 30, 2013.

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 assets) annualized for the nine months ended September 30, 2013 and the year ended December 31, 2012. Since our inception, we have not paid cash dividends.

	<b>September 30, 2013</b>		<b>December 31, 2012</b>	
Return on average assets	0.59	%	0.50	%
Return on average equity	7.61	%	6.03	%
Return on average common equity	8.48	%	5.79	%
Average equity to average assets ratio	7.82	%	8.30	%
Tangible common equity to assets ratio	5.82	%	5.99	%

Under the capital adequacy guidelines, regulatory capital is classified into two tiers. These guidelines require an institution to maintain a certain level of Tier 1 and Tier 2 capital to risk-weighted assets. Tier 1 capital consists of common shareholders' equity, excluding the unrealized gain or loss on securities available for sale, minus certain intangible assets. In determining the amount of risk-weighted assets, all assets, including certain off-balance sheet assets, are multiplied by a risk-weight factor of 0% to 100% based on the risks believed to be inherent in the type of asset. Tier 2 capital consists of Tier 1 capital plus the general reserve for loan losses, subject to certain limitations. We are also required to maintain capital at a minimum level based on total average assets, which is known as the Tier 1 leverage ratio.

At both the holding company and bank level, we are subject to various regulatory capital requirements administered by the federal banking agencies. To be considered "well-capitalized," we must maintain total risk-based capital of at least 10%, Tier 1 capital of at least 6%, and a leverage ratio of at least 5%. To be considered "adequately capitalized" under these capital guidelines, we must maintain a minimum total risk-based capital of 8%, with at least 4% being Tier 1 capital. In addition, we must maintain a minimum Tier 1 leverage ratio of at least 4%. As of September 30, 2013, our capital ratios exceed those required to be well-capitalized.

In July 2013, the FDIC approved a final rule to implement the Basel III regulatory capital reforms, among other changes required by the Dodd-Frank Act. The framework requires banking organizations to hold more and higher quality capital, which acts as a financial cushion to absorb losses, taking into account the impact of risk. The approved rule includes a new minimum ratio of common equity Tier 1 capital to risk-weighted assets of 4.5% as well as a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets. The rule also raises the minimum ratio of Tier 1 capital to risk-weighted assets from 4% to 6% and includes a minimum leverage ratio of 4% for all banking institutions. In terms of quality of capital, the final rule emphasizes common equity Tier 1 capital and implements strict eligibility criteria for regulatory capital instruments. It also changes the methodology for calculating risk-weighted assets to enhance risk sensitivity. The changes begin to take effect for the Bank in January 2015. The ultimate impact of the the new capital standards on the Company and the Bank is currently being reviewed.

The following table summarizes the capital amounts and ratios of the Bank and the regulatory minimum requirements.

The following table summarizes the capital amounts and ratios of the Company and the minimum regulatory requirements.

The ability of the Company to pay cash dividends is dependent upon receiving cash in the form of dividends from the Bank. The dividends that may be paid by the Bank to the Company are subject to legal limitations and regulatory capital requirements. Further, the Company cannot pay cash dividends on its common stock during any calendar quarter unless full dividends on the Series T preferred stock for the dividend period ending during the calendar quarter have been declared and the Company has not failed to pay a dividend in the full amount of the Series T preferred stock with respect to the period in which such dividend payment in respect of its common stock would occur.

### **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 an historical cost basis in accordance with generally accepted accounting principles.

Unlike most industrial companies, our assets and liabilities are primarily monetary in nature. Therefore, the effect of changes in interest rates will have a more significant impact on our performance than will the effect of changing prices and inflation in general. In addition, interest rates may generally increase as the rate of inflation increases, although not necessarily in the same magnitude. As discussed previously, we seek to manage the relationships between interest sensitive assets and liabilities in order to protect against wide rate fluctuations, including those resulting from inflation.

### **Off-Balance Sheet Arrangements**

Commitments to extend credit are agreements to lend money to a client as long as the client has not violated any material condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require the payment of a fee. At September 30, 2013, unfunded commitments to



extend credit were \$137.6 million, of which \$29.4 million was at fixed rates and \$108.1 million was at variable rates. At December 31, 2012, unfunded commitments to extend credit were \$115.6 million, of which approximately \$22.1 million was at fixed rates and \$93.5 million was at variable rates. A significant portion of the unfunded commitments related to consumer equity lines of credit. Based on historical experience, we anticipate that a significant portion of these lines of credit will not be funded. We evaluate each client's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by us upon extension of credit, is based on our credit evaluation of the borrower. The type of collateral varies but may include accounts receivable, inventory, property, plant and equipment, and commercial and residential real estate.

At September 30, 2013 and December 31, 2012, there was a \$2.6 million and \$2.3 million, respectively, commitment under letters of credit. The credit risk and collateral involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. Since most of the letters of credit are expected to expire without being drawn upon, they do not necessarily represent future cash requirements.

Except as disclosed in this report, we are not involved in off-balance sheet contractual relationships, unconsolidated related entities that have off-balance sheet arrangements or transactions that could result in liquidity needs or other commitments that significantly impact earnings.

### **Market Risk and Interest Rate Sensitivity**

Market risk is the risk of loss from adverse changes in market prices and rates, which 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.

We actively monitor and manage our interest rate risk exposure in order to control the mix and maturities of our assets and liabilities utilizing a process we call asset/liability management. 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. Our asset/liability management committee ("ALCO") monitors and considers methods of managing exposure to interest rate risk. We have both an internal ALCO consisting of senior management that meets at various times during each month and a board ALCO that meets monthly. The ALCOs are responsible for maintaining the level of interest rate sensitivity of our interest sensitive assets and liabilities within board-approved limits.

As of September 30, 2013, the following table summarizes the forecasted impact on net interest income using a base case scenario given upward and downward movements in interest rates of 100, 200, and 300 basis points based on forecasted assumptions of prepayment speeds, nominal interest rates and loan and deposit repricing rates. Estimates are based on current economic conditions, historical interest rate cycles and other factors deemed to be relevant. However, underlying assumptions may be impacted in future periods which were not known to management at the time of the issuance of the Consolidated Financial Statements. Therefore, management's assumptions may or may not prove valid. No assurance can be given that changing economic conditions and other relevant factors impacting our net interest income will not cause actual occurrences to differ from underlying assumptions. In addition, this analysis does not consider any strategic changes to our balance sheet which management may consider as a result of changes in market conditions.

## **Critical Accounting Policies**

We have adopted various accounting policies that govern the application of accounting principles generally accepted in the United States and with general practices within the banking industry in the preparation of our financial statements. Our significant accounting policies are described in the footnotes to our audited consolidated financial statements as of December 31, 2012, as filed in our Annual Report on Form 10-K.

Certain accounting policies involve significant judgments and assumptions by us that have a material impact on the carrying value of certain assets and liabilities. We consider these accounting policies to be critical accounting policies. The judgment and assumptions we use are based on historical experience and other factors, which we believe to be reasonable under the circumstances. Our Critical Accounting Policies are the allowance for loan losses, fair value of financial instruments, other-than-temporary impairment analysis, other real estate owned, and income taxes. Because of the nature of the judgment and assumptions we make, actual results could differ from these judgments and estimates that could have a material impact on the carrying values of our assets and liabilities and our results of operations.

## **Accounting and Reporting Matters**

### *Recently Issued Accounting Standards*

The following is a summary of recent authoritative pronouncements that could affect accounting, reporting, and disclosure of financial information by us:

The Balance Sheet topic of the ASC was amended in December 2011 for companies with financial instruments and derivative instruments that offset or are subject to a master netting agreement. The amendments require disclosure of both gross information and net information about instruments and transactions eligible for offset or subject to an agreement similar to a master netting agreement. The amendments were effective for reporting periods beginning on or after January 1, 2013 and required retrospective presentation for all comparative periods presented. Additionally, in January 2013 the FASB clarified that the amendments apply only to derivatives, repurchase agreements and reverse purchase agreements, and securities borrowing and securities lending transactions that are either offset in accordance with specific criteria contained in U.S. GAAP or subject to a master netting arrangement or similar agreement. These amendments did not have any effect on the Company's financial statements.

On April 22, 2013, the FASB issued guidance addressing application of the liquidation basis of accounting. The guidance is intended to clarify when an entity should apply the liquidation basis of accounting. In addition, the guidance provides principles for the recognition and measurement of assets and liabilities and requirements for financial statements prepared using the liquidation basis of accounting. The amendments will be effective for entities that determine liquidation is imminent during annual reporting periods beginning after December 15, 2013, and interim reporting periods therein and those requirements should be applied prospectively from the day that liquidation becomes imminent. Early adoption is permitted. The Company does not expect these amendments to have any effect on its financial statements.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption.

## **Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

See Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations - Market Risk and Interest Rate Sensitivity and - Liquidity Risk.

**Item 4. CONTROLS AND PROCEDURES.**

*Evaluation of Disclosure Controls and Procedures*

Management, including our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports we file and submit under the Exchange Act is (i) recorded, processed, summarized

and reported as and when required and (ii) accumulated and communicated to our management, including our Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

*Changes in Internal Control over Financial Reporting*

There has been no change in the Company's internal control over financial reporting during the three months ended September 30, 2013, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II. OTHER INFORMATION**

**Item 1. LEGAL PROCEEDINGS.**

We are a party to claims and lawsuits arising in the ordinary course of business. Management is not aware of any material pending legal proceedings against the Company which, if determined adversely, would have a material adverse impact on the company's financial position, results of operations or cash flows.

**Item 1A RISK FACTORS.**

Not applicable

**Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

Not applicable

**Item 3. DEFAULTS UPON SENIOR SECURITIES.**

Not applicable

**Item 4. MINE SAFETY DISCLOSURES.**

Not applicable

**Item 5. OTHER INFORMATION.**

Not applicable

**Item 6. EXHIBITS.**

The exhibits required to be filed as part of this Quarterly Report on Form 10-Q are listed in the Index to Exhibits attached hereto and are incorporated herein by reference.

**SIGNATURES**

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

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**INDEX TO EXHIBITS**

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