

MIDSOUTH BANCORP INC
Form 10-Q
November 09, 2011

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

FORM 10-Q

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

For the quarterly period ended September 30, 2011

OR

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 1-11826
MIDSOUTH BANCORP, INC.
(Exact name of registrant as specified in its charter)

Louisiana
(State of other jurisdiction of incorporation or organization)

72-1020809
(I.R.S. Employer Identification No.)

102 Versailles Boulevard, Lafayette, Louisiana 70501

(Address of principal executive offices, including zip code)

(337) 237-8343

(Registrant's telephone number, including area code)

Indicate by checkmark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 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 NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company.

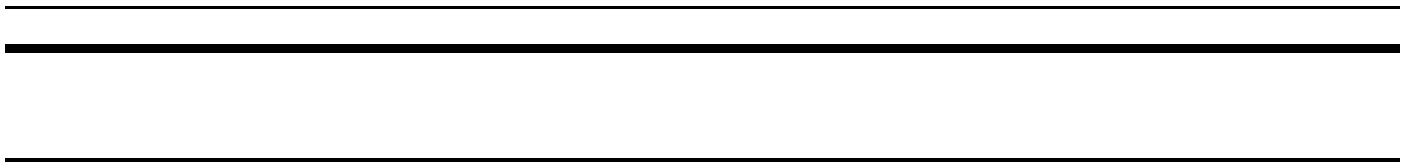
Large accelerated filer Accelerated filer Non-accelerated filer Small reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)

YES NO

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As of November 4, 2011, there were 9,730,506 shares of the registrant's Common Stock, par value \$0.10 per share, outstanding.



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Part I – Financial Information

Item 1. Financial Statements.

MidSouth Bancorp, Inc. and Subsidiaries

Consolidated Balance Sheets

(dollars in thousands, except share data)

| | September 30, 2011 (unaudited) | December 31, 2010* (audited) |
|---|--------------------------------------|------------------------------------|
| Assets | | |
| Cash and due from banks, including required reserves of \$5,803 and \$3,487, respectively | \$ 22,100 | \$ 20,758 |
| Interest-bearing deposits in banks | 73,575 | 69,452 |
| Federal funds sold | 2,127 | 1,697 |
| Time deposits held in banks | - | 5,164 |
| Securities available-for-sale, at fair value (cost of \$313,054 at September 30, 2011 and \$257,472 at December 31, 2010) | 325,736 | 263,809 |
| Securities held-to-maturity (fair value of \$44,114 at September 30, 2011 and \$1,608 at December 31, 2010) | 43,736 | 1,588 |
| Other investments | 5,057 | 5,062 |
| Loans | 673,426 | 580,812 |
| Allowance for loan losses | (7,329) | (8,813) |
| Loans, net | 666,097 | 571,999 |
| Bank premises and equipment, net | 40,752 | 36,592 |
| Accrued interest receivable | 5,270 | 4,628 |
| Goodwill | 16,997 | 9,271 |
| Intangibles | 2,710 | 115 |
| Cash surrender value of life insurance | 4,813 | 4,698 |
| Other real estate | 7,278 | 1,206 |
| Other assets | 5,703 | 6,300 |
| Total assets | \$ 1,221,951 | \$ 1,002,339 |
| Liabilities and Shareholders' Equity | | |
| Liabilities: | | |
| Deposits: | | |
| Non-interest-bearing | \$ 222,937 | \$ 199,460 |
| Interest bearing | 766,073 | 601,312 |
| Total deposits | 989,010 | 800,772 |
| Securities sold under agreements to repurchase | 55,078 | 43,826 |
| Junior subordinated debentures | 15,465 | 15,465 |
| Other liabilities | 9,031 | 5,623 |
| Total liabilities | 1,068,584 | 865,686 |
| Commitments and contingencies | - | - |
| Shareholders' equity: | | |
| Series A Preferred stock, no par value; 5,000,000 shares authorized, no shares issued and outstanding at September 30, 2011 and 20,000 shares issued and outstanding at December 31, 2010 | - | 19,408 |
| Series B Preferred stock, no par value; 5,000,000 shares authorized, 32,000 shares issued and outstanding at September 30, 2011 and no shares issued and outstanding at | 32,000 | - |

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December 31, 2010

| | | |
|--|--------------|--------------|
| Common stock, \$0.10 par value; 30,000,000 shares authorized, 9,880,743 issued and 9,730,266 outstanding at September 30, 2011 and December 31, 2010 | 988 | 988 |
| Additional paid-in capital | 89,991 | 89,893 |
| Unearned ESOP shares | (17) | (104) |
| Accumulated other comprehensive income | 8,370 | 4,182 |
| Treasury stock – 150,477 shares at September 30, 2011 and December 31, 2010, at cost | (3,286) | (3,286) |
| Retained earnings | 25,321 | 25,572 |
| Total shareholders' equity | 153,367 | 136,653 |
| Total liabilities and shareholders' equity | \$ 1,221,951 | \$ 1,002,339 |

See notes to unaudited consolidated financial statements.

* Derived from audited financial statements

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MidSouth Bancorp, Inc. and Subsidiaries
Consolidated Statements of Earnings (unaudited)
(in thousands, except per share data)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|-----------|------------------------------------|-----------|
| | 2011 | 2010 | 2011 | 2010 |
| Interest income: | | | | |
| Loans, including fees | \$ 10,803 | \$ 10,104 | \$ 30,015 | \$ 29,832 |
| Securities and other investments: | | | | |
| Taxable | 1,407 | 925 | 3,538 | 2,816 |
| Nontaxable | 816 | 986 | 2,597 | 3,009 |
| Federal funds sold | 2 | 3 | 7 | 4 |
| Time and interest bearing deposits in other banks | 49 | 59 | 170 | 214 |
| Other investments | 43 | 43 | 116 | 113 |
| Total interest income | 13,120 | 12,120 | 36,443 | 35,988 |
| Interest expense: | | | | |
| Deposits | 1,013 | 1,325 | 2,985 | 4,316 |
| Securities sold under agreements to repurchase | 207 | 249 | 602 | 713 |
| Federal funds purchased | - | - | - | 2 |
| Other borrowed money | - | - | - | 3 |
| Junior subordinated debentures | 242 | 247 | 726 | 731 |
| Total interest expense | 1,462 | 1,821 | 4,313 | 5,765 |
| Net interest income | 11,658 | 10,299 | 32,130 | 30,223 |
| Provision for loan losses | 650 | 1,500 | 3,150 | 4,150 |
| Net interest income after provision for loan losses | 11,008 | 8,799 | 28,980 | 26,073 |
| Non-interest income: | | | | |
| Service charges on deposits | 1,781 | 2,427 | 5,066 | 7,485 |
| Gain on securities, net | - | - | 99 | - |
| ATM and debit card income | 964 | 859 | 2,797 | 2,489 |
| Other charges and fees | 653 | 450 | 1,679 | 1,427 |
| Total non-interest income | 3,398 | 3,736 | 9,641 | 11,401 |
| Non-interest expenses: | | | | |
| Salaries and employee benefits | 5,778 | 5,118 | 15,980 | 15,306 |
| Occupancy expense | 2,474 | 2,177 | 6,718 | 6,709 |
| FDIC insurance | 188 | 334 | 711 | 986 |
| Other | 4,735 | 3,488 | 11,726 | 10,019 |
| Total non-interest expenses | 13,175 | 11,117 | 35,135 | 33,020 |
| Income before income taxes | 1,231 | 1,418 | 3,486 | 4,454 |
| Income tax expense | 131 | 179 | 292 | 530 |
| Net earnings | 1,100 | 1,239 | 3,194 | 3,924 |
| Dividends on preferred stock and accretion of warrants | 804 | 300 | 1,402 | 898 |
| Net earnings available to common shareholders | \$ 296 | \$ 939 | \$ 1,792 | \$ 3,026 |

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| | | | | |
|---------------------|--------|--------|--------|--------|
| Earnings per share: | | | | |
| Basic | \$0.03 | \$0.09 | \$0.18 | \$0.31 |
| Diluted | \$0.03 | \$0.09 | \$0.18 | \$0.31 |

See notes to unaudited consolidated financial statements.

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MidSouth Bancorp, Inc. and Subsidiaries
Consolidated Statement of Shareholders' Equity (unaudited)
For the Nine Months Ended September 30, 2011
(in thousands, except share and per share data)

| | Preferred Stock Series A | | Preferred Stock Series B | | Common Stock | | Additional Paid-in Capital | Unearned ESOP Shares | Other Comprehensive Income | Treasury Stock | Accumulated Retained Earnings Total | |
|---|--------------------------|-----------|--------------------------|--------|--------------|--------|----------------------------|----------------------|----------------------------|----------------|-------------------------------------|------------|
| | Shares | Amt | Shares | Amt | Shares | Amt | | | | | Shares | Amt |
| Balance-September 30, 2010 | 20,000 | \$ 19,408 | - | \$- | 9,880,743 | \$ 988 | \$ 89,893 | \$(104) | \$ 4,182 | \$(3,286) | \$ 25,572 | \$ 136,653 |
| Net earnings | - | - | - | - | - | - | - | - | - | - | 3,194 | 3,194 |
| Realized net gains on securities available-for-sale during the period, net of income tax expense of \$2,191 | - | - | - | - | - | - | - | - | 4,253 | - | - | 4,253 |
| Classification adjustment for securities available-for-sale, net of income tax expense of \$34 | - | - | - | - | - | - | - | - | (65) | - | - | (65) |
| Comprehensive income | | | | | | | | | | | | 7,382 |
| Dividends on Series A Preferred Stock and retention of common stock warrants | - | 592 | - | - | - | - | - | - | - | - | (1,242) | (650) |
| Payment of Series A Preferred Stock | (20,000) | (20,000) | - | - | - | - | - | - | - | - | - | (20,000) |
| Issuance of Series Preferred Stock | | | 32,000 | 32,000 | - | - | - | - | - | - | - | 32,000 |
| Dividends on Series B Preferred Stock | - | - | - | - | - | - | - | - | - | - | (160) | (160) |
| Dividends on common stock, \$1 per share | - | - | - | - | - | - | - | - | - | - | (2,043) | (2,043) |
| Director Compensation expense | - | - | - | - | - | - | 32 | 87 | - | - | - | 119 |

Stock option and
restricted stock
compensation
expense
Balance-
September 30,
2011

| | | | | | | | | | | | |
|---|-----|--------|----------|-----------|-------|----------|---------|---------|-----------|----------|-----------|
| - | - | - | - | - | - | 66 | - | - | - | - | 66 |
| - | \$- | 32,000 | \$32,000 | 9,880,743 | \$988 | \$89,991 | \$(17) | \$8,370 | \$(3,286) | \$25,321 | \$153,367 |

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MidSouth Bancorp, Inc. and Subsidiaries
 Consolidated Statements of Cash Flows (unaudited)
 (in thousands)

| | For the Nine Months Ended September 30, | |
|---|--|-----------|
| | 2011 | 2010 |
| Cash flows from operating activities: | | |
| Net earnings | \$3,194 | \$3,924 |
| Adjustments to reconcile net earnings to net cash provided by operating activities: | | |
| Depreciation and amortization | 2,504 | 2,623 |
| Provision for loan losses | 3,150 | 4,150 |
| Provision for deferred tax expense | (189) | (838) |
| Amortization of premiums on securities, net | 679 | 909 |
| Amortization of other investments | 10 | - |
| Stock compensation expense | 14 | 5 |
| Restricted stock expense | 52 | 23 |
| Net gain on sale of investment securities | (99) | - |
| Net loss on sale of other real estate | 66 | 146 |
| Net loss on sale of premises and equipment | 15 | 62 |
| Change in accrued interest receivable | (447) | (181) |
| Change in accrued interest payable | (275) | (300) |
| Change in other assets & other liabilities, net | 2,050 | 2,322 |
| Write down of other real estate owned | 434 | 241 |
| Net cash provided by operating activities | 11,158 | 13,086 |
| Cash flows from investing activities net of effect of purchase acquisition in 2011: | | |
| Net decrease in time deposits in other banks | 5,164 | 21,062 |
| Proceeds from maturities and calls of securities available-for-sale | 58,990 | 26,278 |
| Proceeds from maturities and calls of securities held-to-maturity | 900 | 1,456 |
| Proceeds from sale of securities available-for-sale | 3,895 | - |
| Purchases of securities available-for-sale | (118,517) | (26,107) |
| Purchases of securities held-to-maturity | (43,403) | - |
| Purchases of other investments | (5) | (173) |
| Net change in loans | (46,652) | (18,067) |
| Purchases of premises and equipment | (2,947) | (689) |
| Proceeds from sale of premises and equipment | 6 | 3 |
| Net cash associated with Jefferson Bank acquisition | 93,800 | - |
| Proceeds from sale of other real estate | 613 | 766 |
| Purchase of other real estate | - | (450) |
| Net cash (used in) provided by investing activities | (48,156) | 4,079 |
| Cash flows from financing activities net of effect of purchase acquisition in 2011: | | |
| Change in deposits | 22,465 | 6,320 |
| Change in securities sold under agreements to repurchase | 11,252 | 6,032 |
| Change in federal funds purchased | - | (1,700) |
| Issuance of Series B preferred stock | 32,000 | - |
| Redemption of Series A preferred stock | (20,000) | - |
| Issuance of common stock and treasury stock, net of offering expenses | - | 4,769 |
| Payment of dividends on preferred stock | (778) | (750) |

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| | | |
|--|----------|----------|
| Payment of dividends on common stock | (2,046) | (1,825) |
| Proceeds from exercise of stock options | - | 17 |
| Net cash provided by financing activities | 42,893 | 12,863 |
| Net increase in cash and cash equivalents | 5,895 | 30,028 |
| Cash and cash equivalents, beginning of period | 91,907 | 23,351 |
| Cash and cash equivalents, end of period | \$97,802 | \$53,379 |
| Supplemental information- Noncash items | | |
| Accretion of warrants | \$592 | \$148 |
| Transfer of loans to other real estate | 7,185 | 1,183 |
| Net change in loan to ESOP | (87) | (84) |

See Note 2 – Acquisition Activity for all noncash items related to the acquisition.

See notes to unaudited consolidated financial statements.

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MidSouth Bancorp, Inc. and Subsidiaries
Notes to Interim Consolidated Financial Statements
September 30, 2011
(Unaudited)

1. Basis of Presentation

The accompanying unaudited consolidated financial statements and notes thereto contain all adjustments, consisting only of normal recurring adjustments, necessary to present fairly, in accordance with accounting principles generally accepted in the United States of America, the financial position of MidSouth Bancorp, Inc. (the “Company”) and its subsidiaries as of September 30, 2011 and the results of their operations and their cash flows for the periods presented. The interim financial information should be read in conjunction with the annual consolidated financial statements and the notes thereto included in the Company’s 2010 Annual Report on Form 10-K.

The results of operations for the nine month period ended September 30, 2011 are not necessarily indicative of the results to be expected for the entire year.

Use of Estimates – The preparation of 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 at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

Summary of Significant Accounting Policies — The accounting and reporting policies of the Company conform with accounting principles generally accepted in the United States of America and general practices within the banking industry. There have been no material changes or developments in the application of accounting principles or in our evaluation of the accounting estimates and the underlying assumptions or methodologies that we believe to be Critical Accounting Policies and Estimates as disclosed in our 2010 Annual Report on Form 10-K.

Recently Adopted Accounting Pronouncements — In December 2010, the FASB issued Accounting Standards Update No. 2010-29, Disclosure of Supplementary Pro Forma Information for Business Combinations (“ASU No. 2010-29”). ASU No. 2010-29 specifies that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. ASU No. 2010-29 is effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. The required ASU No. 2010-29 disclosures were not required in conjunction with the Bank’s purchase of five former Jefferson Bank branches from the First Bank & Trust Company of Lubbock, Texas in Note 2 – Acquisition Activity due to the immateriality of assets acquired and liabilities assumed to the Company’s consolidated balance sheet.

In April 2011, the FASB issued ASU No. 2011-02, A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring, which amends guidance for evaluating whether the restructuring of a receivable by a creditor is a troubled debt restructuring (“TDR”). The ASU responds to concerns that creditors are inconsistently applying existing guidance for identifying TDRs. The main provision of this Update requires a creditor to separately conclude whether the restructuring constitutes a concession and whether the debtor is experiencing financial difficulties, in order to determine if a restructuring constitutes a TDR. Guidance is also provided to assist the creditor in evaluating these two criteria. Furthermore, the amendments clarify that a creditor is precluded from using the effective interest rate test, as described in the debtors guidance on restructuring payables, when evaluating whether a restructuring constitutes a TDR. The Company adopted ASU No. 2011-02 for the interim period beginning July 1,

2011. Adoption of ASU No. 2011-02 did not have a material impact on the Company's results of operations, financial position or disclosures.

In September 2011, the FASB issued ASU 2011-08, Intangibles- Goodwill and Other (Topic 350): Testing Goodwill for Impairment. The amendments in this Update gives an entity the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. However, if an entity concludes otherwise, then it is required to perform the first step of the two-step impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying amount of the reporting unit, as described in ASC 350-20-35-4. If the carrying amount of a reporting unit exceeds its fair value, then the entity is required to perform the second step of the goodwill impairment test to measure the amount of the impairment loss, if any, as described in ASC 350-20-35-9. Under the amendments in this Update, an entity has the option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to performing the first step of the two-step goodwill impairment test. An entity may resume performing the qualitative assessment in any subsequent period. The amendments in this Update are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity's financial statements for the most recent annual or interim period have not yet been issued. The Company has elected to adopt ASU 2011-08 effective for the year ended December 31, 2011.

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Recently Issued Accounting Pronouncements —In April 2011, the FASB issued ASU No. 2011-03, Transfers and Servicing (Topic 860): Reconsideration of Effective Control for Repurchase Agreements. The amendments in this Update remove from the assessment of effective control (1) the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee, and (2) the collateral maintenance implementation guidance related to that criterion. Other criteria applicable to the assessment of effective control are not changed by the amendments in this Update. The guidance in this Update is effective for the first interim or annual period beginning on or after December 15, 2011. The guidance should be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date. Early adoption is not permitted. ASU No. 2011-03 is not expected to have a material impact on the Company's results of operations, financial position or disclosures.

In May 2011, the FASB issued ASU 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. The amendments in this Update result in common fair value measurement and disclosure requirements in U.S. GAAP and IFRSs. Consequently, the amendments change the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. For many of the requirements, the Board does not intend for the amendments in this Update to result in a change in the application of the requirements in Topic 820. The Update also reflects the FASB's consideration of the different characteristics of public and non-public entities and the needs of users of their financial statements. Non-public entities will be exempt from a number of the new disclosure requirements. The amendments in this Update are to be applied prospectively. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. Early application by public entities is not permitted.

In June 2011, the FASB issued ASU 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income. The amendments in this Update allows an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. This Update eliminates the option to present the components of other comprehensive income as part of the statement of changes in shareholders' equity. The amendments in this Update do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The amendments in this Update should be applied retrospectively. For public entities, the amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. Early adoption is permitted, because compliance with the amendments is already permitted. The amendments do not require any transition disclosures.

Reclassifications—Certain reclassifications have been made to the prior years' financial statements in order to conform to the classifications adopted for reporting in 2011. The reclassifications had no impact on shareholders' equity or net income.

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2. Acquisition Activity

On July 29, 2011, the Company's subsidiary, MidSouth Bank, N.A. ("the Bank"), consummated the purchase of all five former Jefferson Bank locations in the Dallas-Fort Worth, Texas area. The Bank acquired the branch network from First Bank and Trust Company, which purchased Jefferson Bank's assets in connection with the bankruptcy of Jefferson Bank's parent company. The Bank acquired at fair value approximately \$57.7 million in performing loans and assumed approximately \$165.8 million in Jefferson Bank deposits for a purchase price of approximately \$10.6 million.

The Jefferson Bank transaction was accounted for using the acquisition method of accounting and accordingly, assets acquired, liabilities assumed and consideration exchanged were recorded at their estimated fair values on the acquisition date. Fair values are preliminary and subject to refinement for up to one year after the closing date of the acquisition as additional information relative to fair values become available. Assets acquired totaled \$166.1 million, including \$57.7 million in loans, \$93.8 million in cash, \$0.2 million of investment securities, \$3.6 million of fixed assets and \$10.4 million of intangibles. Liabilities assumed were \$166.1 million, including \$165.8 million of deposits.

Preliminary goodwill of \$7.7 million is calculated as the purchase premium after adjusting for the fair value of net assets acquired and represents the value expected from the synergies created from combining the businesses as well as the economies of scale expected from combining the operations of the acquired branches with those of the Bank.

The following table provides the assets purchased and the liabilities assumed and the adjustments to fair value (in thousands):

| | As Recorded By Jefferson | Fair Value Adjustments | Fair Value |
|---|-----------------------------------|---------------------------|------------------|
| Assets | | | |
| Cash | \$93,800 | \$ - | \$93,800 |
| Investment securities | 175 | - | 175 |
| Loans receivable | 59,818 | (2,124) | 57,694 |
| Fixed assets | 2,240 | 1,392 | 3,632 |
| Core deposit intangible | - | 2,702 | 2,702 |
| Other assets | 327 | - | 327 |
| Total assets acquired | \$156,360 | \$ 1,970 | \$158,330 |
| Liabilities | | | |
| Deposits | \$164,368 | \$ 1,405 | \$165,773 |
| Other liabilities | 283 | - | 283 |
| Total liabilities assumed | 164,651 | 1,405 | 166,056 |
| Excess of liabilities assumed over assets acquired | \$8,291 | | |
| Aggregate fair value adjustments | | \$ 565 | |
| Goodwill | | | \$7,726 |

The discount on loans receivable will be accreted to interest income over the 3 year estimated average life of the loans using the level yield method. The core deposit intangible asset is being amortized over a 10 year life on an accelerated basis. The deposit premium will be amortized over the 2.4 year average life of the related deposits as a reduction of interest expense.

The following table provides a reconciliation of goodwill:

| | |
|-----------------------------|----------|
| Balance, December 31, 2010 | \$9,271 |
| Addition: Jefferson Bank | 7,726 |
| Balance, September 30, 2011 | \$16,997 |

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The operating results of the Company for the period ended September 30, 2011 include the operating results of the acquired assets and assumed liabilities for the 63 days subsequent to the acquisition date of July 29, 2011. The operations of the former Jefferson Bank branches provided \$359,000 in revenue, net of interest expense, and resulted in a \$137,000 net loss before taxes after operating costs of \$497,000 for the period from the acquisition date. The net loss is exclusive of interest income earned on net cash received from the acquisition and is included in the consolidated financial statements. Jefferson Bank's results of operations prior to the acquisition are not included in the Company's consolidated statement of income.

Acquisition related charges of \$876,000 for the quarter and \$998,000 for the nine month period ended September 30, 2011 are recorded in the consolidated statements of earnings and include incremental costs to execute the transaction and to integrate the operations of the Company and the former Jefferson Bank branches. Such expenses were primarily for professional services, data processing costs and other fees associated with the conversion of systems and integration of operations; costs related to branch and office consolidations, costs related to termination of existing contractual arrangements for various services, marketing and promotion expenses, retention and severance and incentive compensation costs, travel costs, and printing, supplies and other costs.

In many cases, determining the fair value of the acquired assets and assumed liabilities required that the Company estimate cash flows expected to result from those assets and liabilities and to discount those cash flows at appropriate rates of interest. The most significant of those determinations related to the fair valuation of acquired loans. For such loans, the excess of cash flows expected at acquisition over the estimated fair value is recognized as interest income over the remaining lives of the loans. Management determined that the acquired loans were performing and that there was no evidence of credit quality deterioration. Therefore, these loans are accounted for under ASC 310-20 and accordingly, contractual cash flows equal the expected cash flows. The loans are categorized into different loan pools per loan types. The Company determined expected cash flows on the acquired loans based on the best available information at the date of acquisition. In accordance with GAAP, there was no carry-over of Jefferson Bank's previously established allowance for loan losses.

Loans at the acquisition date of July 29, 2011 are presented in the following table (in thousands).

| | |
|-----------------------------|----------|
| Residential | \$6,327 |
| Residential construction | 2,190 |
| Commercial and industrial | 10,957 |
| Commercial real estate | 27,300 |
| Land | 9,950 |
| Agriculture | 312 |
| Home equity lines of credit | 183 |
| Installment | 475 |
| | \$57,694 |

3. Investment Securities

At September 30, 2011, the investment portfolio included approximately \$33.9 million of GNMA collateralized mortgage obligations ("CMOs") backed by commercial mortgages, compared with approximately \$3.1 million at December 31, 2010. As a result of the increase in this type of investment, the CMO category has been subdivided into residential and commercial as of September 30, 2011 and December 31, 2010. With the exception of three private-label CMOs with a combined balance remaining of \$148,000 at September 30, 2011, all of the Company's CMOs are government-sponsored enterprise ("GSE") securities.

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The portfolio of securities consisted of the following (in thousands):

| | Amortized Cost | September 30, 2011 Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|--|-------------------|--|-------------------------------|------------|
| Available-for-sale: | | | | |
| U.S. Government sponsored enterprises | \$81,133 | \$843 | \$- | \$81,976 |
| Obligations of state and political subdivisions | 91,987 | 5,984 | - | 97,971 |
| GSE mortgage-backed securities | 75,063 | 4,456 | - | 79,519 |
| Collateralized mortgage obligations: residential | 39,209 | 711 | 5 | 39,915 |
| Collateralized mortgage obligations: commercial | 25,662 | 693 | - | 26,355 |
| | \$313,054 | \$12,687 | \$5 | \$325,736 |

| | Amortized Cost | December 31, 2010 Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|--|-------------------|---|-------------------------------|------------|
| Available-for-sale: | | | | |
| U.S. Government sponsored enterprises | \$116,560 | \$1,138 | \$- | \$117,698 |
| Obligations of state and political subdivisions | 105,376 | 3,593 | 117 | 108,852 |
| GSE mortgage-backed securities | 10,642 | 830 | - | 11,472 |
| Collateralized mortgage obligations: residential | 21,849 | 882 | 43 | 22,688 |
| Collateralized mortgage obligations: commercial | 3,045 | 54 | - | 3,099 |
| | \$257,472 | \$6,497 | \$160 | \$263,809 |

| | Amortized Cost | September 30, 2011 Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|-------------------|--|-------------------------------|------------|
| Held-to-maturity: | | | | |
| Obligations of state and political subdivisions | \$340 | \$3 | \$- | \$343 |
| GSE mortgage-backed securities | 35,821 | 375 | - | 36,196 |
| Collateralized mortgage obligations: commercial | 7,575 | - | - | 7,575 |
| | \$43,736 | \$378 | \$- | \$44,114 |

| | Amortized Cost | December 31, 2010 Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|-------------------|---|-------------------------------|------------|
| Held-to-maturity: | | | | |
| Obligations of state and political subdivisions | \$1,588 | \$20 | \$- | \$1,608 |

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The amortized cost and fair value of debt securities at September 30, 2011 by contractual maturity are shown in the following table (in thousands) with the exception of mortgage-backed securities and collateralized mortgage obligations. Expected maturities may differ from contractual maturities for mortgage-backed securities and collateralized mortgage obligations because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

| | Amortized Cost | Fair Value |
|---|-------------------|---------------|
| Available-for-sale: | | |
| Due in one year or less | \$56,427 | \$56,892 |
| Due after one year through five years | 73,917 | 76,940 |
| Due after five years through ten years | 36,150 | 39,132 |
| Due after ten years | 6,626 | 6,983 |
| Mortgage-backed securities and collateralized mortgage obligations: | | |
| Residential | 114,272 | 119,434 |
| Commercial | 25,662 | 26,355 |
| | \$313,054 | \$325,736 |
| | Amortized Cost | Fair Value |
| Held-to-maturity: | | |
| Due in one year or less | \$140 | \$142 |
| Due after one year through five years | 200 | 201 |
| Mortgage-backed securities and collateralized mortgage obligations: | | |
| Residential | 35,821 | 36,196 |
| Commercial | 7,575 | 7,575 |
| | \$43,736 | \$44,114 |

Details concerning investment securities with unrealized losses are as follows (in thousands):

| | Securities with losses under 12 months | | September 30, 2011 Securities with losses over 12 months | | Total | |
|---|---|-----------------------------|--|-----------------------------|------------|-----------------------------|
| | Fair Value | Gross Unrealized Loss | Fair Value | Gross Unrealized Loss | Fair Value | Gross Unrealized Loss |
| Available-for-sale: | | | | | | |
| Collateralized mortgage obligations: residential | \$- | \$- | \$148 | \$5 | \$148 | \$5 |
| | \$- | \$- | \$148 | \$5 | \$148 | \$5 |
| | Securities with losses under 12 months | | December 31, 2010 Securities with losses over 12 months | | Total | |
| | Fair Value | Gross Unrealized Loss | Fair Value | Gross Unrealized Loss | Fair Value | Gross Unrealized Loss |
| Available-for-sale: | | | | | | |
| Obligations of state and political subdivisions | \$6,919 | \$117 | \$- | \$- | \$6,919 | \$117 |

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| | | | | | | |
|--|----------|-------|-------|-----|----------|-------|
| Collateralized mortgage obligations: residential | 4,689 | 36 | 227 | 7 | 4,916 | 43 |
| | \$11,608 | \$153 | \$227 | \$7 | \$11,835 | \$160 |

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Management evaluates each quarter whether unrealized losses on securities represent impairment that is other than temporary. For debt securities, the Company considers its intent to sell the securities or if it is more likely than not the Company will be required to sell the securities. If such impairment is identified, based upon the intent to sell or the more likely than not threshold, the carrying amount of the security is reduced to fair value with a charge to earnings. Upon the result of the aforementioned review, management then reviews for potential other than temporary impairment based upon other qualitative factors. In making this evaluation, management considers changes in market rates relative to those available when the security was acquired, changes in market expectations about the timing of cash flows from securities that can be prepaid, performance of the debt security, and changes in the market's perception of the issuer's financial health and the security's credit quality. If determined that a debt security has incurred other than temporary impairment, then the amount of the credit related impairment is determined. If a credit loss is evident, the amount of the credit loss is charged to earnings and the non-credit related impairment is recognized through other comprehensive income.

The unrealized losses on debt securities at September 30, 2011 resulted from changing market interest rates over the yields available at the time the underlying securities were purchased. Two of the 22 collateralized mortgage obligations contained unrealized losses at September 30, 2011. Management identified no impairment related to credit quality. At September 30, 2011, management had the intent and ability to hold impaired securities and no impairment was evaluated as other than temporary. As a result, no other than temporary impairment losses were recognized during the three months ended September 30, 2011.

During the nine months ended September 30, 2011, the Company sold five securities classified as available-for-sale and one security classified as held-to-maturity. Of the available-for-sale securities, four securities were sold with gains totaling \$94,000 and one security was sold at a loss of \$4,000 for a net gain of \$90,000. The securities were sold as a result of an external review performed on the municipal securities portfolio. The decision to sell the one held to maturity security, which was sold at a gain of \$9,000, was based on the inability to obtain current financial information on the municipality. The sale was consistent with action taken on other securities with a similar deficiency, as identified in the external review. The Company did not sell any investment securities during the nine month period ending September 30, 2010.

Securities with an aggregate carrying value of approximately \$148.0 million and \$150.6 million at September 30, 2011 and December 31, 2010, respectively, were pledged to secure public funds on deposit and for other purposes required or permitted by law.

4. Other Investments

The Company is required to own stock in the Federal Reserve Bank of Atlanta ("FRB-Atlanta") and as a member of the Federal Home Loan Bank system, owns stock in the Federal Home Loan Bank of Dallas ("FHLB-Dallas"). The Company accounts for FRB-Atlanta and FHLB-Dallas stock as other investments along with stock ownership in two correspondent banks and a Community Reinvestment Act ("CRA") investment in a Senior Housing Crime Prevention program in Louisiana. The CRA investment consisted of three government-sponsored agency mortgage-backed securities purchased by the Company and held by the Senior Housing Crime Prevention program. The majority of the interest earned on the securities provides income to the program.

For impairment analysis, the Company reviews financial statements and regulatory capital ratios for each of the banks in which the Company owns stock to verify financial stability and regulatory compliance with capital requirements. As of September 30, 2011 and December 31, 2010, based upon quarterly reviews, management determined that there was no impairment in the bank stocks held as other investments.

The aggregate carrying amount of other investments consisted of the following (in thousands):

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| | September 30, 2011 | December 31, 2010 |
|-------------------|-----------------------|----------------------|
| FRB-Atlanta | \$ 1,628 | \$ 1,624 |
| FHLB-Dallas | 586 | 584 |
| Other bank stocks | 713 | 713 |
| CRA investment | 2,130 | 2,141 |
| | \$ 5,057 | \$ 5,062 |

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5. Credit Quality of Loans and Allowance for Loan Losses

A summary of the activity in the allowance for loan losses is as follows (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|------------------------------|-------------------------------------|----------|------------------------------------|----------|
| | 2011 | 2010 | 2011 | 2010 |
| Balance, beginning of period | \$7,313 | \$8,471 | \$8,813 | \$7,995 |
| Provision for loan losses | 650 | 1,500 | 3,150 | 4,150 |
| Recoveries | 48 | 58 | 256 | 209 |
| Loans charged-off | (682) | (1,583) | (4,890) | (3,908) |
| Balance, end of period | \$7,329 | \$8,446 | \$7,329 | \$8,446 |

The Company's loans individually evaluated for impairment were approximately \$12.2 million at September 30, 2011 and \$25.2 million at December 31, 2010. Specific reserves totaling \$605,000 were established for \$3.0 million of impaired loans reported at September 30, 2011. At December 31, 2010, specific reserves totaling \$3.1 million were established for \$11.9 million of impaired loans. Interest recognized on impaired loans totaled \$357,000 at September 30, 2011. Loans classified as TDRs totaled \$461,000 and \$653,000 at September 30, 2011 and December 31, 2010, respectively. Four commercial loans were classified as TDRs due to a reduction in monthly payments granted to the borrowers and one small consumer loan was classified as a TDR due to a credit exception granted to the borrower. As of September 30, 2011, there have been no commitments to lend additional funds to debtors owing receivables whose terms have been modified in TDRs.

To provide greater transparency on non-performing assets, additional disclosures required by ASU 2010-20 have been included below. Allowance for loan losses is reported by portfolio segment and further detail of credit quality indicators are provided by class of loans.

Modifications by Class of Loans
(in thousands)

| | Number of Contracts | Pre-Modification | Post-Modification |
|---|---------------------------|---------------------------------------|---------------------------------------|
| | | Outstanding Recorded Investment | Outstanding Recorded Investment |
| Troubled debt restructuring as of September 30, 2011: | | | |
| Commercial, financial, and agricultural | 4 | \$ 449 | \$ 449 |
| Consumer - other | 1 | 12 | 12 |
| | | \$ 461 | \$ 461 |

| | Number of Contracts | Pre-Modification | Post-Modification |
|--|---------------------------|---------------------------------------|---------------------------------------|
| | | Outstanding Recorded Investment | Outstanding Recorded Investment |
| Troubled debt restructuring as of December 31, 2010: | | | |
| Commercial, financial, and agricultural | 1 | \$ 194 | \$ 194 |
| Commercial real estate - other | 1 | 446 | 446 |
| Consumer - other | 1 | 13 | 13 |
| | | \$ 653 | \$ 653 |

Table of ContentsAllowance for Loan Losses and Recorded Investment in Loans
For the Nine Months Ended September 30, 2011 (in thousands)

| | Real Estate | | | | | | Finance Leases Coml | Other | Total |
|--|-------------------------------|--------------|------------|-------------|-----------|----------|---------------------------|------------|-------|
| | Coml, Fin, and Agric | Construction | Commercial | Residential | Consumer | | | | |
| Allowance for loan losses: | | | | | | | | | |
| Beginning balance | \$ 1,664 | \$ 2,963 | \$ 2,565 | \$ 862 | \$ 730 | \$ 29 | \$- | \$ 8,813 | |
| Charge-offs | (625) | (2,377) | (1,219) | (214) | (436) | (19) | - | (4,890) | |
| Recoveries | 128 | 13 | 1 | 4 | 110 | - | - | 256 | |
| Provision | 870 | 1,029 | 636 | 222 | 385 | 8 | - | 3,150 | |
| Ending balance | \$ 2,037 | \$ 1,628 | \$ 1,983 | \$ 874 | \$ 789 | \$ 18 | \$- | \$ 7,329 | |
| Ending balance: individually evaluated for impairment | \$ 369 | \$ 66 | \$ 41 | \$ 26 | \$ 103 | \$- | \$- | \$ 605 | |
| Loans: | | | | | | | | | |
| Ending balance | \$ 212,233 | \$ 60,055 | \$ 262,983 | \$ 78,188 | \$ 54,779 | \$ 4,472 | 716 | \$ 673,426 | |
| Ending balance: individually evaluated for impairment | \$ 4,744 | \$ 3,741 | \$ 2,072 | \$ 1,420 | \$ 254 | \$- | \$- | \$ 12,231 | |

Allowance for Loan Losses and Recorded Investment in Loans
For the Year Ended December 31, 2010 (in thousands)

| | Real Estate | | | | | | Finance Leases Coml | Other | Total |
|--|----------------------------|--------------|------------|-------------|-----------|----------|---------------------------|------------|-------|
| | Coml, Fin, and Agric | Construction | Commercial | Residential | Consumer | | | | |
| Allowance for loan losses: | | | | | | | | | |
| Beginning balance | \$ 2,105 | \$ 2,240 | \$ 1,683 | \$ 631 | \$ 1,315 | \$ 21 | \$- | \$ 7,995 | |
| Charge-offs | (1,333) | (1,478) | (130) | (146) | (1,368) | (1) | - | (4,456) | |
| Recoveries | 50 | 1 | 1 | 60 | 141 | 1 | - | 254 | |
| Provision | 842 | 2,200 | 1,011 | 317 | 642 | 8 | - | 5,020 | |
| Ending balance | \$ 1,664 | \$ 2,963 | \$ 2,565 | \$ 862 | \$ 730 | \$ 29 | \$- | \$ 8,813 | |
| Ending balance: individually evaluated for impairment | \$ 27 | \$ 2,024 | \$ 827 | \$ 84 | \$ 91 | \$- | \$- | \$ 3,053 | |
| Loans: | | | | | | | | | |
| Ending balance | \$ 177,598 | \$ 54,164 | \$ 208,764 | \$ 72,460 | \$ 62,272 | \$ 4,748 | \$ 806 | \$ 580,812 | |
| Ending balance: individually evaluated for | \$ 3,549 | \$ 10,813 | \$ 8,780 | \$ 1,761 | \$ 275 | \$- | \$- | \$ 25,178 | |

impairment

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Credit Quality Indicators by Class of Loans

As of September 30, 2011 (in thousands)

Commercial Credit Exposure

Credit Risk Profile by

Creditworthiness Category

| | Commercial, Financial, and Agricultural | Commercial Real Estate Construction | Commercial Real Estate -Other | Commercial Total | % of Total Commercial |
|-----------------|--|---|-------------------------------------|---------------------|--------------------------|
| Pass | \$ 202,560 | \$ 44,751 | \$ 248,757 | \$ 496,068 | 93.77 % |
| Special mention | 1,994 | 3,458 | 6,119 | 11,571 | 2.19 % |
| Substandard | 7,679 | 5,590 | 8,107 | 21,376 | 4.04 % |
| | \$ 212,233 | \$ 53,799 | \$ 262,983 | \$ 529,015 | 100.00 % |

Residential Credit Exposure

Credit Risk Profile by

Creditworthiness Category

| | Residential - Construction | Residential - Prime | Residential - Subprime | Residential Total | % of Total Residential |
|-----------------|----------------------------------|------------------------|---------------------------|----------------------|---------------------------|
| Pass | \$ 6,156 | \$ 73,213 | \$ - | \$ 79,369 | 93.99 % |
| Special mention | - | 2,237 | - | 2,237 | 2.65 % |
| Substandard | 100 | 2,738 | - | 2,838 | 3.36 % |
| | \$ 6,256 | \$ 78,188 | \$ - | \$ 84,444 | 100.00 % |

Consumer and Commercial Credit Exposure

Credit Risk Profile Based on Payment

Activity

| | Consumer - Credit Card | Consumer - Other | Finance Leases Commercial | Other Loans | Consumer Total | % of Total Consumer |
|---------------|------------------------------|---------------------|---------------------------------|----------------|-------------------|------------------------|
| Performing | \$4,882 | \$49,631 | \$ 4,472 | \$716 | \$59,701 | 99.56 % |
| Nonperforming | 10 | 256 | - | - | 266 | .44 % |
| | \$4,892 | \$49,887 | \$ 4,472 | \$716 | \$59,967 | 100.00 % |

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Credit Quality Indicators by Class of Loans

As of December 31, 2010 (in thousands)

Commercial Credit Exposure

Credit Risk Profile by Creditworthiness Category

| | Commercial, Financial, and Agricultural | Commercial Real Estate Construction | Commercial Real Estate -Other | Commercial Total | % of Total Commercial | |
|-----------------|--|---|-------------------------------------|---------------------|--------------------------|---|
| Pass | \$ 165,581 | \$ 32,061 | \$ 191,089 | \$ 388,731 | 89.50 | % |
| Special Mention | 3,661 | 3,851 | 3,726 | 11,238 | 2.59 | % |
| Substandard | 8,356 | 12,077 | 13,949 | 34,382 | 7.91 | % |
| | \$ 177,598 | \$ 47,989 | \$ 208,764 | \$ 434,351 | 100.00 | % |

Residential Credit Exposure

Credit Risk Profile by Creditworthiness

Category

| | Residential - Construction | Residential - Prime | Residential - Subprime | Residential Total | % of Total Residential | |
|-----------------|-------------------------------|------------------------|---------------------------|----------------------|---------------------------|---|
| Pass | \$ 5,959 | \$ 66,867 | \$ - | \$ 72,826 | 92.61 | % |
| Special mention | - | 2,501 | - | 2,501 | 3.18 | % |
| Substandard | 216 | 3,092 | - | 3,308 | 4.21 | % |
| | \$ 6,175 | \$ 72,460 | \$ - | \$ 78,635 | 100.00 | % |

Consumer and Commercial Credit Exposure

Credit Risk Profile Based on Payment

Activity

| | Consumer - Credit Card | Consumer - Other | Finance Leases Commercial | Other Loans | Consumer Total | % of Total Consumer | |
|---------------|------------------------------|---------------------|---------------------------------|----------------|-------------------|------------------------|---|
| Performing | \$5,318 | \$56,905 | \$ 4,748 | \$806 | \$67,777 | 99.93 | % |
| Nonperforming | - | 49 | - | - | 49 | 0.07 | % |
| | \$5,318 | \$56,954 | \$ 4,748 | \$806 | \$67,826 | 100.00 | % |

Table of ContentsAge Analysis of Past Due Loans by Class of Loans
(in thousands)

| | 30-59 Days Past Due (1) | 60-89 Days Past Due (1) | Greater than 90 Days Past Due (1) | Total Past Due | Current | Total Loans | Recorded Investment > 90 days and Accruing |
|---|----------------------------------|-------------------------------|--|-------------------|-----------|----------------|--|
| As of September 30, 2011 | | | | | | | |
| Commercial, financial, and agricultural | \$419 | \$115 | \$3,091 | \$3,625 | \$208,608 | \$212,233 | \$47 |
| Commercial real estate – construction | 431 | 129 | 419 | 979 | 59,076 | 60,055 | - |
| Commercial real estate - other | 1,113 | 265 | 1,143 | 2,521 | 260,462 | 262,983 | - |
| Consumer - credit card | 60 | 17 | 10 | 87 | 4,805 | 4,892 | 10 |
| Consumer - other | 393 | 126 | 236 | 755 | 49,132 | 49,887 | 14 |
| Residential - construction | - | - | - | - | - | - | - |
| Residential - prime | 741 | 122 | 478 | 1,341 | 76,847 | 78,188 | 16 |
| Residential - subprime | - | - | - | - | - | - | - |
| Other loans | 84 | - | - | 84 | 632 | 716 | - |
| Finance leases commercial | - | - | - | - | 4,472 | 4,472 | - |
| | \$3,241 | \$774 | \$5,377 | \$9,392 | \$664,034 | \$673,426 | \$87 |

| | 30-59 Days Past Due (1) | 60-89 Days Past Due (1) | Greater than 90 Days Past Due (1) | Total Past Due | Current | Total Loans | Recorded Investment > 90 days and Accruing |
|---|----------------------------------|-------------------------------|--|-------------------|-----------|----------------|---|
| As of December 31, 2010 | | | | | | | |
| Commercial, financial, and agricultural | \$1,298 | \$114 | \$2,405 | \$3,817 | \$173,781 | \$177,598 | \$17 |
| Commercial real estate - construction | 3,334 | - | 3,324 | 6,658 | 41,331 | 47,989 | - |
| Commercial real estate - other | 642 | 6,579 | 1,234 | 8,455 | 200,309 | 208,764 | - |
| | 50 | 23 | - | 73 | 5,245 | 5,318 | - |

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| | | | | | | | |
|----------------------------|---------|---------|---------|----------|-----------|-----------|------|
| Consumer - credit card | | | | | | | |
| Consumer - other | 407 | 79 | 280 | 766 | 56,188 | 56,954 | 49 |
| Residential - construction | - | - | - | - | 6,175 | 6,175 | - |
| Residential - prime | 1,023 | 22 | 1,155 | 2,200 | 70,260 | 72,460 | - |
| Residential - subprime | - | - | - | - | - | - | - |
| Other loans | 102 | 3 | - | 105 | 701 | 806 | - |
| Finance leases commercial | - | - | - | - | 4,748 | 4,748 | - |
| | \$6,856 | \$6,820 | \$8,398 | \$22,074 | \$558,738 | \$580,812 | \$66 |

(1) Past due amounts may include loans on nonaccrual status.

Table of ContentsImpaired Loans
(in thousands)

| | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized |
|---|------------------------|--------------------------------|----------------------|-----------------------------------|----------------------------------|
| As of September 30, 2011 | | | | | |
| With no related allowance recorded: | | | | | |
| Commercial, financial, and agricultural | \$2,924 | \$3,042 | \$- | \$2,187 | \$ 68 |
| Commercial real estate – construction | 3,419 | 3,419 | - | 4,131 | 155 |
| Commercial real estate – other | 1,744 | 1,744 | - | 1,894 | 38 |
| Consumer – other | 28 | 39 | - | 39 | - |
| Residential – prime | 1,113 | 1,113 | - | 1,244 | 32 |
| Finance leases | - | - | - | 9 | - |
| Other | - | - | - | 8 | - |
| Subtotal: | \$9,228 | \$9,357 | \$- | \$9,512 | \$ 293 |
| With an allowance recorded: | | | | | |
| Commercial | 1,820 | 1,820 | 370 | 1,706 | 49 |
| Commercial real estate – construction | 322 | 322 | 66 | 1,500 | 9 |
| Commercial real estate – other | 328 | 328 | 41 | 254 | - |
| Consumer – other | 225 | 229 | 102 | 211 | 6 |
| Residential – prime | 308 | 308 | 26 | 274 | - |
| Subtotal: | \$3,003 | \$3,007 | \$605 | \$3,945 | \$ 64 |
| Totals: | | | | | |
| Commercial | 10,557 | 10,675 | 477 | 11,689 | 319 |
| Consumer | 253 | 268 | 102 | 250 | 6 |
| Residential | 1,421 | 1,421 | 26 | 1,518 | 32 |
| Grand total: | \$12,231 | \$12,364 | \$605 | \$13,457 | \$ 357 |

| | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized |
|---|------------------------|--------------------------------|----------------------|-----------------------------------|----------------------------------|
| As of December 31, 2010 | | | | | |
| With no related allowance recorded: | | | | | |
| Commercial, financial, and agricultural | \$3,291 | \$3,538 | \$- | \$4,036 | \$ 85 |
| Commercial real estate – construction | 5,918 | 9,175 | - | 5,584 | 179 |
| Commercial real estate – other | 2,407 | 2,487 | - | 1,941 | 114 |
| Consumer – other | 90 | 90 | - | 80 | 8 |
| Residential – prime | 1,549 | 1,549 | - | 1,166 | 77 |
| Subtotal: | \$13,255 | \$16,839 | \$- | \$12,807 | \$ 463 |
| With an allowance recorded: | | | | | |
| Commercial | 258 | 258 | 27 | 1,671 | 6 |
| Commercial real estate – construction | 4,895 | 4,895 | 2,024 | 4,098 | 140 |
| Commercial real estate – other | 6,373 | 6,373 | 827 | 6,632 | 2 |
| Consumer – other | 185 | 185 | 91 | 262 | 3 |
| Residential – prime | 212 | 212 | 84 | 320 | 12 |
| Subtotal: | \$11,923 | \$11,923 | \$3,053 | \$12,983 | \$ 163 |
| Totals: | | | | | |
| Commercial | 23,142 | 26,726 | 2,878 | 23,962 | 526 |

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| | | | | | |
|--------------|----------|----------|---------|----------|--------|
| Consumer | 275 | 275 | 91 | 342 | 11 |
| Residential | 1,761 | 1,761 | 84 | 1,486 | 89 |
| Grand total: | \$25,178 | \$28,762 | \$3,053 | \$25,790 | \$ 626 |

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Table of ContentsLoans on Nonaccrual Status
(in thousands)

| | September 30, 2011 | December 31, 2010 |
|---|-----------------------|----------------------|
| Commercial, financial, and agricultural | \$ 4,295 | \$ 2,589 |
| Commercial real estate - construction | 988 | 8,220 |
| Commercial real estate - other | 1,566 | 7,378 |
| Consumer - credit card | - | - |
| Consumer - other | 242 | 261 |
| Residential - construction | - | - |
| Residential - prime | 848 | 1,155 |
| Residential - subprime | - | - |
| Other loans | - | - |
| Finance leases commercial | - | - |
| | \$ 7,939 | \$ 19,603 |

6. Stockholders' Equity

In August 2011, the Company repaid \$20.0 million in Series A Preferred Stock issued to the Treasury under the Capital Purchase Plan ("CPP") with funds from the U.S. Treasury's Small Business Lending Fund ("SBLF") authorized by Congress under the Small Business Jobs Act of 2010. Repayment of the 20,000 shares of Series A Preferred Stock under the CPP resulted in accelerated accretion of discount on the preferred stock of approximately \$444,000 in the third quarter of 2011. As a result of the repurchase of the Series A Preferred Stock, all of the TARP limitations affecting the Company were removed. In connection with the SBLF, the Company issued \$32.0 million in Series B Preferred Stock to the Treasury. The dividend rate on the Series B Preferred Stock will be between 1% and 5% based on the level of qualified small business loans through the end of the ninth dividend period ending September 30, 2013. Beginning with the tenth dividend period and under certain conditions, the dividend rate could be as high as 9%.

7. Earnings Per Common Share

Following is a summary of the information used in the computation of earnings per common share (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|-------|------------------------------------|---------|
| | 2011 | 2010 | 2011 | 2010 |
| Net earnings available to common shareholders | \$296 | \$939 | \$1,792 | \$3,026 |
| Weighted average number of common shares outstanding used in computation of basic earnings per common share | 9,726 | 9,709 | 9,723 | 9,697 |
| Effect of dilutive securities: | | | | |
| Stock options | 11 | 16 | 13 | 18 |
| Restricted stock | 3 | - | 4 | - |
| Weighted average number of common shares outstanding plus effect of dilutive securities – used in computation of diluted earnings per share | 9,740 | 9,725 | 9,740 | 9,715 |

Options to acquire 18,331 and 23,335 shares of common stock were not included in computing diluted earnings per share for the quarter and nine months ended September 30, 2011 and 2010, respectively, because the effect of these

shares was anti-dilutive. For the quarter and nine months ended September 30, 2010, 21,366 shares of restricted stock were not included in computed diluted earnings because the effect of these shares was anti-dilutive. As a result of the completion of a qualified equity offering in December 2009, warrants issued to the U. S. Department of the Treasury (the "Treasury") to purchase 208,768 shares of our common stock were reduced to 104,384 shares. The remaining 104,384 shares subject to the warrants were anti-dilutive and not included in the computation of diluted earnings per share for the quarter and nine months ended September 30, 2011.

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8. Declaration of Dividends

A first quarter dividend of \$0.07 per share for holders of common stock of record on March 17, 2011 was declared on January 25, 2011 and was paid on April 1, 2011. On April 26, 2011, the Company declared a second quarter dividend of \$0.07 per share for holders of common stock of record on June 16, 2011, and was paid on July 1, 2011. A third quarter dividend was declared on July 27, 2011 in the amount of \$0.07 per share for holders of common stock of record on September 16, 2011 and paid on October 1, 2011. On October 25, 2011, the Company declared a fourth quarter dividend of \$0.07 per share for holders of common stock of record December 15, 2011 to be paid on January 3, 2012.

9. Fair Value Measurement

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

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

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

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

Following is a description of valuation methodologies used for assets and liabilities which are either recorded or disclosed at fair value.

Cash and Cash Equivalents—The carrying value of cash and cash equivalents is a reasonable estimate of fair value.

Time Deposits Held in Banks—Fair values for fixed-rate time deposits are estimated using a discounted cash flow analysis that applies interest rates currently being offered on time deposits of similar terms of maturity.

Securities Available-for-Sale—Securities available-for-sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange and U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter market funds. Securities are classified as Level 2 within the valuation hierarchy when the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information, and the bond's terms and conditions, among other things. Level 2 inputs are used to value U.S. Agency securities, mortgage-backed securities, municipal securities, single issue trust preferred securities, certain pooled trust preferred securities, and certain equity securities that are not actively traded.

Other Investments—The carrying value of other investments is a reasonable estimate of fair value.

Loans—For disclosure purposes, the fair value of fixed rate loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings. For variable rate loans, the carrying amount is a reasonable estimate of fair value. The Company does not record loans at fair value on a recurring basis. No adjustment to fair value is taken related to illiquidity discounts. However, from time to time, a loan is considered impaired and an allowance for loan losses is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Once a loan is identified as individually impaired, management uses one of three methods to measure impairment, which, include collateral value, market value of similar debt, 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. Impaired loans where an allowance is established based on the fair value of collateral or where the loan balance has been charged down to fair value require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the impaired loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and adjusts the appraisal value by taking an additional discount for market conditions and there is no observable market price, the Company records the impaired loan as nonrecurring Level 3.

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For non-performing loans, collateral valuations currently in file are reviewed for acceptability in terms of timeliness and applicability. Although each determination is made based on the facts and circumstances of each credit, generally valuations are no longer considered acceptable when there has been physical deterioration of the property from when it was last appraised, or there has been a significant change in the underlying assumptions of the appraisal. If the valuation is deemed to be unacceptable, a new appraisal is ordered. New appraisals are typically received within 4-6 weeks. While awaiting new appraisals, the valuation in the file is utilized, net of discounts. Discounts are derived from available relevant market data, selling costs, taxes, and insurance. Any perceived collateral deficiency utilizing the discounted value is specifically reserved (as required by ASC Topic 310) until the new appraisal is received or charged off. Thus, provisions or charge-offs are recognized in the period the credit is identified as non-performing.

The following sources are utilized to set appropriate discounts: market real estate agents, current local sales data, bank history for devaluation of similar property, Sheriff's valuations and buy/sell contracts. If a real estate agent is used to market and sell the property, values are discounted 10% for selling costs. Additional discounts may be applied if research from the above sources indicates a discount is appropriate given devaluation of similar property from the time of the initial valuation.

Other Real Estate—Other real estate properties are adjusted to fair value upon transfer of the loans to other real estate, and annually thereafter to insure other real estate assets are carried at the lower of carrying value or fair value. Exceptions to obtaining initial appraisals are properties where a buy/sell agreement exists for the loan value or greater, or where we have received a Sheriff's valuation for properties liquidated through a Sheriff sale. Fair value is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the other real estate as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and adjusts the appraisal value by taking an additional discount for market conditions and there is no observable market prices, the Company records the other real estate asset as nonrecurring Level 3.

Cash Surrender Value of Life Insurance Policies—Fair value for life insurance cash surrender value is based on cash surrender values indicated by the insurance companies.

Deposits—The fair value of demand deposits, savings accounts, NOW accounts, and money market deposits is the amount payable on demand at the reporting date. The fair value of fixed maturity certificates of deposit is estimated by discounting the future cash flows using the rates currently offered for deposits of similar remaining maturities. The estimated fair value does not include customer related intangibles.

Securities Sold Under Agreements to Repurchase—The fair value approximates the carrying value of securities sold under agreements to repurchase due to their short-term nature.

Junior Subordinated Debentures—For junior subordinated debentures that bear interest on a floating basis, the carrying amount approximates fair value. For junior subordinated debentures that bear interest on a fixed rate basis, the fair value is estimated using a discounted cash flow analysis that applies interest rates currently being offered on similar types of borrowings.

Commitments to Extend Credit, Standby Letters of Credit and Credit Card Guarantees—Because commitments to extend credit and standby letters of credit are generally short-term and made using variable rates, the carrying value and estimated fair value associated with these instruments are immaterial.

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Assets Recorded at Fair Value

Below is a table that presents information about certain assets and liabilities measured at fair value on a recurring basis (in thousands):

| Description | Assets / Liabilities Measured at Fair Value at September 30, 2011 | Fair Value Measurements at September 30, 2011 using: | | |
|--|---|---|-----------|---------|
| | | Level 1 | Level 2 | Level 3 |
| Available-for-sale securities: | | | | |
| U.S. Government sponsored enterprises | \$ 81,976 | \$- | \$81,976 | \$- |
| Obligations of state and political subdivisions | 97,971 | - | 97,971 | - |
| GSE mortgage-backed securities | 79,519 | - | 79,519 | - |
| Collateralized mortgage obligations: residential | 39,915 | - | 39,915 | - |
| Collateralized mortgage obligations: commercial | 26,355 | - | 26,355 | - |
| | \$ 325,736 | \$- | \$325,736 | \$- |

| Description | Assets / Liabilities Measured at Fair Value at December 31, 2010 | Fair Value Measurements at December 31, 2010 using: | | |
|--|--|--|-----------|---------|
| | | Level 1 | Level 2 | Level 3 |
| Available-for-sale securities: | | | | |
| U.S. Government sponsored enterprises | \$ 117,698 | \$- | \$117,698 | \$- |
| Obligations of state and political subdivisions | 108,852 | - | 108,852 | - |
| GSE mortgage-backed securities | 11,472 | - | 11,472 | - |
| Collateralized mortgage obligations: residential | 22,688 | - | 22,688 | - |
| Collateralized mortgage obligations: commercial | 3,099 | - | 3,099 | - |
| | \$ 263,809 | | \$263,809 | \$ |

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Certain assets and liabilities are measured at fair value on a nonrecurring basis and are included in the table below (in thousands). Impaired loans are level 2 assets measured using appraisals from external parties of the collateral less any prior liens. Other real estate properties are also level 2 assets measured using appraisals from external parties.

| Description | Assets / Liabilities Measured at Fair Value at September 30, 2011 | Fair Value Measurements at September 30, 2011 using: | | |
|-------------------|---|---|---------|---------|
| | | Level 1 | Level 2 | Level 3 |
| Impaired loans | \$ 2,970 | \$- | \$2,970 | \$- |
| Other real estate | \$ 7,278 | \$- | \$7,278 | \$- |

| Description | Assets / Liabilities Measured at Fair Value at December 31, 2010 | Fair Value Measurements at December 31, 2010 using: | | |
|-------------------|--|--|----------|---------|
| | | Level 1 | Level 2 | Level 3 |
| Impaired loans | \$ 12,841 | \$- | \$12,841 | \$- |
| Other real estate | \$ 1,206 | \$- | \$1,206 | \$- |

Limitations

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

Fair value estimates are based on existing on and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Significant assets and liabilities that are not considered financial instruments include deferred income taxes and premises and equipment. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in the estimates.

The estimated fair values of the Company's financial instruments are as follows at September 30, 2011 and December 31, 2010 (in thousands):

| | September 30, 2011 | | December 31, 2010 | |
|-------------------------------|--------------------|---------------|--------------------|---------------|
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Financial assets: | | | | |
| Cash and cash equivalents | \$ 97,802 | \$ 97,802 | \$ 91,907 | \$ 91,907 |
| Time deposits held in banks | - | - | 5,164 | 5,206 |
| Securities available-for-sale | 325,736 | 325,736 | 263,809 | 263,809 |
| Securities held-to-maturity | 43,736 | 44,114 | 1,588 | 1,608 |
| Other investments | 5,057 | 5,057 | 5,062 | 5,062 |
| Loans, net | 666,097 | 675,497 | 571,999 | 580,033 |

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| | | | | |
|---|---------|---------|---------|---------|
| Cash surrender value of life insurance policies | 4,813 | 4,813 | 4,698 | 4,698 |
| Financial liabilities: | | | | |
| Non-interest-bearing deposits | 222,937 | 222,937 | 199,460 | 199,460 |
| Interest-bearing deposits | 766,073 | 768,973 | 601,312 | 602,188 |
| Securities sold under agreements to repurchase | 55,078 | 55,078 | 43,826 | 43,826 |
| Junior subordinated debentures | 15,465 | 17,342 | 15,465 | 16,031 |

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

MidSouth Bancorp, Inc. (the "Company") is a bank holding company headquartered in Lafayette, Louisiana that conducts substantially all of its business through its wholly-owned subsidiary bank MidSouth Bank, N.A. (the "Bank"). We offer complete banking services to commercial and retail customers in south Louisiana and southeast Texas with 39 locations and is connected to a worldwide ATM network that provides customers with access to more than 43,000 surcharge-free ATMs. We are community oriented and focus primarily on offering commercial and consumer loan and deposit services to individuals, small businesses, and middle market businesses.

The following discussion and analysis identifies significant factors that have affected our financial position and operating results during the periods included in the financial statements accompanying or incorporated by reference in this report. We encourage you to read this discussion in conjunction with our consolidated financial statements and the notes thereto presented herein and with the financial statements, the notes thereto, and related Management's Discussion and Analysis of Financial Condition and Results of Operation in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

Forward-Looking Statements

Certain statements contained herein are 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 and subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, which involve risks and uncertainties. The words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "could," "would," "should," "potential," "fore" expressions are typically used to identify forward-looking statements. These statements include, among others, statements regarding future results, improvements in classified and criticized assets, changes in the local and national economy, the work-out of nonaccrual loans, the integration of operations from recently completed acquisitions, the competition for other potential acquisitions and the impact of regulatory changes regarding electronic transactions. Actual results may differ materially from the results anticipated in these forward-looking statements. Factors that might cause such a difference include, among other matters, changes in interest rates and market prices that could affect the net interest margin, asset valuation, and expense levels; changes in local economic and business conditions, including, without limitation, changes related to the oil and gas industries, that could adversely affect customers and their ability to repay borrowings under agreed upon terms, adversely affect the value of the underlying collateral related to their borrowings, and reduce demand for loans; the timing and ability to reach any agreement to restructure nonaccrual loans; increased competition for deposits and loans which could affect compositions, rates and terms; the timing and impact of future acquisitions, the success or failure of integrating operations, and the ability to capitalize on growth opportunities upon entering new markets; loss of critical personnel and the challenge of hiring qualified personnel at reasonable compensation levels; legislative and regulatory changes, including the impact of regulations under the Dodd-Frank Wall Street Reform and Consumer Protections Act of 2010 (the "Dodd-Frank Act") and other changes in banking, securities and tax laws and regulations and their application by our regulators, changes in the scope and cost of FDIC insurance and other coverage; and other factors discussed under the heading "Risk Factors" in MidSouth's Annual Report on Form 10-K for the year ended December 31, 2010 filed with the SEC on March 16, 2011 and in our other filings with the SEC. We can give no assurance that any of the events anticipated by the forward-looking statements will occur or, if any of them does, what impact they will have on our results of operations and financial condition. We disclaim any intent or obligation to publicly update or revise any forward-looking statements, regardless of whether new information becomes available, future developments occur or otherwise.

Critical Accounting Policies

Certain critical accounting policies affect the more significant judgments and estimates used in the preparation of the consolidated financial statements. Our significant accounting policies are described in the notes to the consolidated financial statements included in this report. The accounting principles we follow and the methods of applying these principles conform with accounting principles generally accepted in the United States of America (“GAAP”) and general banking practices. Our most critical accounting policy relates to the Allowance for Loan Losses (“ALL”), which reflects the estimated losses resulting from the inability of its borrowers to make loan payments. If the financial condition of our borrowers were to deteriorate, resulting in an impairment of their ability to make payments, the estimates would be updated and additional provisions for loan losses may be required. See Asset Quality.

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Another of our critical accounting policies relates to goodwill and intangible assets. Goodwill represents the excess of the purchase price over the fair value of net assets acquired. Goodwill is not amortized, but is evaluated for impairment annually or more frequently if deemed necessary. If the fair value of an asset exceeds the carrying amount of the asset, no charge to goodwill is made. If the carrying amount exceeds the fair value of the asset, goodwill will be adjusted through a charge to earnings.

Given the continued instability of the economic environment, it is reasonably possible that the methodology of the assessment of potential loan losses and goodwill impairment could change in the near-term or could result in impairment going forward.

Recent Developments

On July 29, 2011, we completed our acquisition of five branches from Jefferson Bank and First Bank and Trust Company. The five acquired branches are located in the Dallas-Fort Worth, Texas area and the acquisition included \$68.9 million in loans and the assumption of \$164.3 million in deposits. We began operating the five branches under the Bank's name on August 1, 2011 and successfully converted operating systems on September 9, 2011. Our results of operations for the periods ended September 30, 2011 include 63 days of operations of these acquired branches.

During the third quarter, the Bank executed agreements to acquire one branch from Beacon Federal in Tyler, Texas and three branches from First Louisiana National Bank ("FLNB") in Breaux Bridge, Louisiana. On October 25, 2011, the shareholders of the parent holding company of FLNB approved the Bank's acquisition of the FLNB branches. In addition, in late October, we also received regulatory approval for the acquisition of the Beacon Federal Branch. Pending receipt of the remaining necessary regulatory approvals and satisfaction of other customary closing conditions, both transactions are expected to close late in the fourth quarter of 2011. Additional information on the two pending transactions can be found under the Investor Relations tab of our website at www.midsouthbank.com. We are not incorporating by reference into this report the information contained on our website, therefore the content of the website is not part of this report.

As described below, in August we issued new shares of Series B Preferred Stock under the U.S. Treasury's Small Business Lending Fund ("SBLF") authorized by Congress under the Small Business Jobs Act of 2010 and used a portion of the proceeds to repay our Series A Preferred Stock issued to the Treasury under the Capital Purchase Plan.

Results of Operations

Earnings Analysis

We reported net earnings available to common shareholders of \$296,000 for the third quarter of 2011, compared to net earnings available to common shareholders of \$939,000 reported for the third quarter of 2010. Diluted earnings for the third quarter of 2011 were \$0.03 per common share, down from the \$0.09 per common share for the third quarter of 2010.

Third quarter 2011 net earnings available to common shareholders were impacted by the repayment of \$20.0 million in Series A Preferred Stock issued to Treasury under the CPP with a portion of the funds received from the Company's issuance of \$32.0 million of a new Series B Preferred Stock to Treasury under the SBLF program. Repayment of the Series A Preferred Stock under the CPP resulted in accelerated accretion of discount on the preferred stock of approximately \$444,000 in the third quarter of 2011, or approximately \$0.05 per share. Dividends paid on the Series A Preferred Stock was \$150,000 and dividends on the Series B Preferred Stock totaled \$160,000 for the third quarter of 2011. The remaining \$12.0 million in gross proceeds received from the issuance of the Series B Preferred Stock was contributed by the Company to the Bank to support loan growth.

The Company incurred \$876,000 in acquisition and conversion costs associated with the Jefferson Bank branch acquisition during the third quarter of 2011 that reduced diluted earnings per share by \$0.06 on an after-tax basis.

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For the nine months ended September 30, 2011, net income available to common shareholders totaled \$1.8 million compared to earnings of \$3.0 million for the first nine months of 2010. Diluted earnings per share were \$0.18 for the first nine months of 2011, compared to \$0.31 for the first nine months of 2010.

Third quarter 2011 net earnings before dividends and discount accretion on preferred stock totaled \$1.1 million compared to \$1.2 million for the third quarter of 2010. Net earnings decreased despite a \$1.4 million increase in net interest income and an \$850,000 decrease in the provision for loan losses primarily due to a \$2.1 million increase in non-interest expense and a \$0.3 million decline in non-interest income. Included in the \$1.4 million increase in net interest income is \$334,000 of net interest income earned from the acquisition of the former Jefferson Bank branches in July 2011. Non-interest expense increased \$2.1 million in prior year quarterly comparison and included \$876,000 in acquisition and conversion expenses related to the Jefferson Bank branch acquisition. Operating expenses recorded for the former Jefferson Bank branches during the third quarter 2011 totaled \$497,000.

In year-over-year comparison, net earnings before dividends and discount accretion on preferred stock decreased \$730,000 as a result of a \$1.8 million reduction in non-interest income and a \$2.1 million increase in non-interest expense that offset a \$1.9 million improvement in net interest income and a \$1.0 million decrease in provision for loan loss. The \$1.8 million decrease in non-interest income was driven by a \$2.4 million reduction in NSF fee income due to a lower volume of NSF transactions processed. The \$2.1 million increase in non-interest expense included \$998,000 in acquisition and conversion costs and \$497,000 in operating costs for the acquired branches.

Net Interest Income

Our primary source of earnings is net interest income, which is the difference between interest earned on loans and investments and interest paid on deposits and other interest-bearing liabilities. Changes in the volume and mix of earning assets and interest-bearing liabilities combined with changes in market rates of interest greatly affect net interest income. Our net interest margin on a taxable equivalent basis, which is net interest income as a percentage of average earning assets, was 4.57% and 4.72% for the three months ended September 30, 2011 and 2010, respectively. Tables 1 and 3 and tables 2 and 4 below analyze the changes in net interest income in the three months ended September 30, 2011 and 2010 and the nine months ended September 30, 2011 and 2010, respectively.

Fully taxable-equivalent (“FTE”) net interest income totaled \$12.0 million and \$10.7 million for the quarters ended September 30, 2011 and 2010, respectively. The FTE net interest income increased \$1.3 million in prior year comparison primarily due to a \$140.7 million increase in the volume of average earning assets primarily as a result of the Jefferson Bank branch acquisition. The average volume of loans increased \$55.0 million in quarterly comparison and the average yield on loans fell 15 basis points, from 6.82% to 6.67%. Discount accretion on acquired loans added 7 basis points to the average yield on loans for the third quarter of 2011. Net of the impact of discount accretion, average loan yields declined 22 basis points in prior year quarterly comparison to 6.60%. Loan yields have declined primarily due to lower repricing rates as a result of a competitive environment and lower market interest rates.

The average volume of investment securities increased \$44.9 million in quarterly comparison as a portion of excess cash flow from the acquisition was placed primarily in agency mortgage-backed securities. The average yield on investment securities decreased 19 basis points, from 3.44% to 3.25% primarily due to lower reinvestment rates and a reduction in the volume and yield on tax exempt securities within the portfolio. The average volume of overnight interest bearing deposits earning 0.26% increased \$40.7 million also as a result of cash absorbed with the acquisition. The average yield on all earning assets decreased 39 basis points in prior year quarterly comparison, from 5.52% for the third quarter of 2010 to 5.13% for the third quarter of 2011. Net of the impact of discount accretion, the average yield on total earning assets declined 44 basis points, from 5.52% to 5.08% for the three month periods ended September 30, 2010 and 2011, respectively.

Interest expense decreased due to a 36 basis point reduction in the average rate paid on interest bearing liabilities, from 1.11% at September 30, 2010 to 0.75% at September 30, 2011. The average volume of interest-bearing deposits increased \$116.9 million in prior year quarterly comparison primarily due to deposits acquired with the Jefferson Bank branch purchase. Excluding the premium amortization on acquired certificates of deposit, the average rate paid on interest bearing liabilities was 0.87% for the third quarter of 2011 compared to 1.11% for the third quarter of 2010. The average rate paid on interest bearing liabilities has decreased as offering rates on interest bearing deposits and repurchase agreements with bank customers have been adjusted over the past 12 months to reflect reductions in market rates.

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The average rate paid on the Company's junior subordinated debentures decreased 13 basis points from third quarter of 2010 to third quarter of 2011 due to the rate change on the \$8.2 million of variable rate debentures. The debentures carry a floating rate equal to the 3-month LIBOR plus 2.50%, adjustable and payable quarterly. The rate at September 30, 2011 was 2.85%. The debentures mature on September 20, 2034 but may be repaid sooner, under certain circumstances. The Company also has outstanding \$7.2 million of junior subordinated debentures due 2031 that carry a fixed interest rate of 10.20%.

As a result of these changes in volume and yield on earning assets and interest bearing liabilities, the FTE net interest margin decreased 15 basis points, from 4.72% for the third quarter of 2010 to 4.57% for the third quarter of 2011. Excluding a 13 basis point effect of discount accretion on acquired loans and premium amortization on acquired certificates of deposit, the FTE margin decreased 28 basis points, from 4.72% for the third quarter of 2010 to 4.44% for the third quarter of 2011.

In year-to-date comparison, FTE net interest income increased \$1.7 million primarily due to a \$1.4 million reduction in interest expense. Interest expense decreased primarily due to a 36 basis point reduction in the average rate paid on interest-bearing liabilities, from 1.18% at September 30, 2010 to 0.82% at September 30, 2011, driven by a decrease in the average rate paid on interest-bearing deposits and repurchase agreements. Excluding a 4 basis point effect of premium amortization on acquired certificates of deposit from the branch acquisition, the average rate paid on interest-bearing liabilities was 0.86% at September 30, 2011. Interest income on average earning assets increased \$284,000 in year-to-date comparison, as an \$83.1 million increase in the average volume of earning assets offset a 44 basis point reduction in the average yield on earning assets, from 5.60% at September 30, 2010 to 5.16% at September 30, 2011, driven by lower loan and investment yields. Excluding a 2 basis point effect of discount accretion on acquired loans, the average yield on earning assets was 5.14% at September 30, 2011. The FTE net interest margin declined 17 basis points, from 4.73% for the nine months ended September 30, 2010 to 4.56% for the nine months ended September 30, 2011. Excluding purchase accounting adjustments, the FTE net interest margin declined 21 basis points, from 4.73% to 4.52% for the nine months ended September 30, 2010 and 2011, respectively.

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Table 1
Consolidated Average Balances, Interest and Rates
(in thousands)

| | Three Months Ended September 30, | | | | | | | |
|--|----------------------------------|------------------|-----------------------|---|-------------------|------------------|-----------------------|---|
| | Average Volume | 2011 Interest | Average Yield/Rate | | Average Volume | 2010 Interest | Average Yield/Rate | |
| Assets | | | | | | | | |
| Investment securities¹ | | | | | | | | |
| Taxable | \$223,933 | \$1,407 | 2.51 | % | \$161,183 | \$925 | 2.30 | % |
| Tax exempt ² | 90,677 | 1,150 | 5.07 | % | 108,555 | 1,392 | 5.13 | % |
| Total investment securities | 314,610 | 2,557 | 3.25 | % | 269,738 | 2,317 | 3.44 | % |
| Federal funds sold | 4,647 | 2 | 0.17 | % | 4,594 | 3 | 0.26 | % |
| Time and interest bearing deposits in other banks | | | | | | | | |
| Other investments | 74,438 | 49 | 0.26 | % | 33,704 | 58 | 0.68 | % |
| | 5,058 | 43 | 3.40 | % | 5,066 | 44 | 3.47 | % |
| Loans | | | | | | | | |
| Commercial and real estate | 567,274 | 9,177 | 6.42 | % | 495,940 | 8,150 | 6.52 | % |
| Installment | 75,327 | 1,626 | 8.56 | % | 91,656 | 1,954 | 8.46 | % |
| Total loans ³ | 642,601 | 10,803 | 6.67 | % | 587,596 | 10,104 | 6.82 | % |
| Total earning assets | 1,041,354 | 13,454 | 5.13 | % | 900,698 | 12,526 | 5.52 | % |
| Allowance for loan losses | (7,051) | | | | (8,249) | | | |
| Nonearning assets | 114,213 | | | | 93,333 | | | |
| Total assets | \$1,148,516 | | | | \$985,782 | | | |
| Liabilities and shareholders' equity | | | | | | | | |
| NOW, money market, and savings | | | | | | | | |
| Time deposits | \$505,013 | \$530 | 0.42 | % | \$465,420 | \$872 | 0.74 | % |
| Total interest bearing deposits | 198,101 | 483 | 0.97 | % | 120,838 | 453 | 1.49 | % |
| | 703,114 | 1,013 | 0.57 | % | 586,258 | 1,325 | 0.90 | % |
| Securities sold under repurchase agreements | | | | | | | | |
| Junior subordinated debentures | 49,819 | 207 | 1.65 | % | 51,920 | 249 | 1.90 | % |
| Total interest bearing liabilities | 15,465 | 242 | 6.12 | % | 15,465 | 247 | 6.25 | % |
| | 768,398 | 1,462 | 0.75 | % | 653,643 | 1,821 | 1.11 | % |
| Demand deposits | 224,437 | | | | 187,755 | | | |
| Other liabilities | 10,924 | | | | 6,997 | | | |
| Shareholders' equity | 144,757 | | | | 137,387 | | | |
| Total liabilities and shareholders' equity | \$1,148,516 | | | | \$985,782 | | | |
| Net interest income and net interest spread | | | | | | | | |
| Net yield on interest earning assets | | \$11,992 | 4.38 | % | | \$10,705 | 4.41 | % |
| | | | 4.57 | % | | | 4.72 | % |

- 1 Securities classified as available-for-sale are included in average balances. Interest income figures reflect interest earned on such securities.
- 2 Interest income of \$334,000 for 2011 and \$406,000 for 2010 is added to interest earned on tax-exempt obligations to reflect tax equivalent yields using a 34% tax rate.
- 3 Interest income includes loan fees of \$804,000 for 2011 and \$929,000 for 2010. Nonaccrual loans are included in average balances and income on such loans is recognized on a cash basis.

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Table 2
Consolidated Average Balances, Interest and Rates
(in thousands)

| | Nine Months Ended September 30, | | | | | | | |
|--|---------------------------------|------------------|-----------------------|---|-------------------|------------------|-----------------------|---|
| | Average Volume | 2011 Interest | Average Yield/Rate | | Average Volume | 2010 Interest | Average Yield/Rate | |
| Assets | | | | | | | | |
| Investment securities¹ | | | | | | | | |
| Taxable | \$200,559 | 3,538 | 2.35 | % | \$152,383 | \$2,816 | 2.46 | % |
| Tax exempt ² | 95,546 | 3,664 | 5.11 | % | 109,938 | 4,247 | 5.15 | % |
| Total investment securities | 296,105 | 7,202 | 3.24 | % | 262,321 | 7,063 | 3.59 | % |
| Federal funds sold | 4,758 | 7 | 0.19 | % | 2,351 | 4 | 0.22 | % |
| Time and interest bearing deposits in other banks | | | | | | | | |
| Other investments | 5,059 | 116 | 3.06 | % | 4,989 | 113 | 3.02 | % |
| Loans | | | | | | | | |
| Commercial and real estate | 520,736 | 25,102 | 6.44 | % | 486,231 | 23,868 | 6.56 | % |
| Installment | 77,630 | 4,913 | 8.46 | % | 96,673 | 5,964 | 8.25 | % |
| Total loans ³ | 598,366 | 30,015 | 6.71 | % | 582,904 | 29,832 | 6.84 | % |
| Total earning assets | 972,505 | 37,510 | 5.16 | % | 889,376 | 37,226 | 5.60 | % |
| Allowance for loan losses | (7,301) | | | | (7,952) | | | |
| Nonearning assets | 100,033 | | | | 92,896 | | | |
| Total assets | \$1,065,237 | | | | \$974,320 | | | |
| Liabilities and shareholders' equity | | | | | | | | |
| NOW, money market, and savings | | | | | | | | |
| Time deposits | \$497,725 | \$1,794 | 0.48 | % | \$466,372 | \$2,834 | 0.81 | % |
| Total interest bearing deposits | 639,710 | 2,985 | 0.62 | % | 589,636 | 4,316 | 0.98 | % |
| Securities sold under repurchase agreements | | | | | | | | |
| Federal funds purchased | 47,230 | 602 | 1.70 | % | 47,433 | 713 | 2.01 | % |
| Other borrowings | - | - | | | 325 | 2 | 0.81 | % |
| Junior subordinated debentures | - | - | | | 912 | 3 | 0.44 | % |
| Total interest bearing liabilities | 15,465 | 726 | 6.19 | % | 15,465 | 731 | 6.23 | % |
| | 702,405 | 4,313 | 0.82 | % | 653,771 | 5,765 | 1.18 | % |
| Demand deposits | 214,819 | | | | 178,492 | | | |
| Other liabilities | 8,069 | | | | 6,247 | | | |
| Shareholders' equity | 139,944 | | | | 135,810 | | | |
| Total liabilities and shareholders' equity | \$1,065,237 | | | | \$974,320 | | | |
| Net interest income and net interest spread | | | | | | | | |
| | | \$33,197 | 4.34 | % | | \$31,461 | 4.42 | % |
| Net yield on interest earning assets | | | | | | | | |
| | | | 4.56 | % | | | 4.73 | % |

1 Securities classified as available-for-sale are included in average balances. Interest income figures reflect interest earned on such securities.

2 Interest income of \$1,067,000 for 2011 and \$1,238,000 for 2010 is added to interest earned on tax-exempt obligations to reflect tax equivalent yields using a 34% tax rate.

3 Interest income includes loan fees of \$2,384,000 for 2011 and \$2,442,000 for 2010. Nonaccrual loans are included in average balances and income on such loans is recognized on a cash basis.

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Table 3
Changes in Taxable-Equivalent Net Interest Income
(in thousands)

| | Three Months Ended September 30, 2011 compared to September 30, 2010 | | |
|---|--|--|--------|
| | Total Increase (Decrease) | Change Attributable To Volume Rates | |
| Taxable-equivalent earned on: | | | |
| Investment securities | | | |
| Taxable | 482 | 387 | 95 |
| Tax exempt | (242) | (227) | (15) |
| Federal funds sold | (1) | - | (1) |
| Time and interest bearing deposits in other banks | (9) | 42 | (51) |
| Other investments | (1) | - | (1) |
| Loans, including fees | 699 | 929 | (230) |
| Total | 928 | 1,131 | (203) |
| Interest paid on: | | | |
| Interest bearing deposits | | | |
| | (312) | 230 | (542) |
| Securities sold under repurchase agreements | (42) | (10) | (32) |
| Junior subordinated debentures | (5) | - | (5) |
| Total | (359) | 220 | (579) |
| Taxable-equivalent net interest income | \$1,287 | \$911 | \$376 |

Note: In Table 3, changes due to volume and rate have generally been allocated to volume and rate changes in proportion to the relationship of the absolute dollar amounts to the changes in each.

Table 4
Changes in Taxable-Equivalent Net Interest Income
(in thousands)

| | Nine Months Ended September 30, 2011 compared to September 30, 2010 | | |
|---|---|--|--------|
| | Total Increase (Decrease) | Change Attributable To Volume Rates | |
| Taxable-equivalent earned on: | | | |
| Investment securities | | | |
| Taxable | 722 | 855 | (133) |
| Tax exempt | (583) | (552) | (31) |
| Federal funds sold | 3 | 4 | (1) |
| Time and interest bearing deposits in other banks | (44) | 121 | (165) |
| Other investments | 3 | 2 | 1 |
| Loans, including fees | 183 | 782 | (599) |
| Total | 284 | 1,212 | (928) |

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| | | | |
|---|----------|-------|----------|
| Interest paid on: | | | |
| Interest bearing deposits | (1,331) | 342 | (1,673) |
| Securities sold under repurchase agreements | (111) | (3) | (108) |
| Federal funds purchased | (2) | (2) | - |
| Other borrowings | (3) | (3) | - |
| Junior subordinated debentures | (5) | - | (5) |
| Total | (1,452) | 334 | (1,786) |
| Taxable-equivalent net interest income | \$1,736 | \$878 | \$858 |

Note: In Table 4, changes due to volume and rate have generally been allocated to volume and rate changes in proportion to the relationship of the absolute dollar amounts to the changes in each.

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Non-interest Income

Non-interest income for the third quarter of 2011 totaled \$3.4 million, a decrease of \$338,000 from the \$3.7 million earned in the third quarter of 2010. For the nine month period ended September 30, 2011, non-interest income totaled \$9.6 million compared to \$11.4 million for the nine months ended September 30, 2010, a net decrease of \$1.8 million year-over-year. In prior-year quarterly comparison, non-interest income decreased primarily due to a \$646,000 decrease in service charges on deposit accounts as a result of fewer NSF transactions processed. The decrease in service charges on deposit accounts was partially offset by a \$105,000 increase in ATM/debit card income and a \$203,000 increase in other non-interest income, primarily from net rental income recorded on ORE.

In year-to-date comparison, the \$1.8 million decrease in non-interest income was also driven by a reduction in the volume of NSF transactions processed. Service charge income on deposit accounts decreased \$2.4 million and was partially offset by increases of \$308,000 in ATM and debit card income and \$252,000 in other non-interest income, primarily net rental income recorded on ORE. Additionally, net gains on sales of investment securities of \$99,000 were recorded for the nine months ended September 30, 2011.

The volume of NSF items processed decreased in both quarterly and year-to-date comparisons as a result of regulatory changes implemented in the second half of 2010 as required by Regulation E, which governs the treatment of electronic funds transfers and the Bank's ability to collect fees for overdrafts involving ATM and point of sale debit transactions. Additionally, in the first quarter of 2011, we proactively responded to regulatory guidance for overdraft protection programs issued by the FDIC by creating an ombudsman program. The program provides financial counseling to our customers in how to properly maintain and monitor their accounts in order to avoid excessive overdraft fees. These measures have resulted in a lower volume of NSF transactions and decreased NSF fee income. Additional regulatory changes regarding debit card transaction fees could further reduce non-interest income earned in future periods.

Non-interest Expenses

Non-interest expense increased \$2.1 million in prior year quarterly comparison and included \$876,000 in acquisition and conversion expenses related to the Jefferson Bank branch acquisition. Operating expenses recorded for the former Jefferson Bank branches during the third quarter 2011 totaled \$497,000. Other increases in non-interest expenses (exclusive of branch acquisition, conversion, and operating costs) included \$373,000 in expenses on ORE and repossessed assets, \$292,000 in salary expense and \$174,000 in benefit costs. Other increases in marketing expenses (\$154,000) and occupancy expenses (\$163,000) were offset by decreases in internet banking processing costs (\$287,000) and FDIC fees (\$146,000).

Non-interest expense increased \$2.1 million in year-over-year comparison, from \$33.0 million at September 30, 2010 to \$35.1 million at September 30, 2011. The \$2.1 million increase included \$998,000 in acquisition and conversion costs and \$497,000 in operating costs for the acquired branches. Other increased non-interest expenses included primarily \$721,000 in expenses on ORE and repossessed assets and \$480,000 in salary and benefits costs, which were partially offset by a \$355,000 reduction in internet banking processing costs.

Expenses on ORE increased in both prior year quarterly and year-over-year comparison due primarily to five properties added in the first nine months of 2011. For the nine months ended September 30, 2011, the increase included \$708,000 in general expenses incurred on ORE properties and other assets repossessed, \$434,000 in losses on valuation of ORE, and \$86,000 in losses on sales of properties and other assets repossessed.

Analysis of Balance Sheet

Total assets at September 30, 2011 were \$1.2 billion compared to \$1.00 billion at December 31, 2010. Total assets increased \$219.6 million during the first nine months of 2011 primarily due to the Jefferson Bank branch acquisition and growth in our existing markets. Deposits totaled \$989.0 million as of September 30, 2011 compared to \$800.8 million at December 31, 2010. Of the \$188.2 million growth in deposits, \$164.3 million resulted from the branch acquisition. Although the Jefferson Bank deposit mix had a higher volume of Certificates of Deposit, we maintained a strong deposit mix of non-interest and interest bearing deposits. Non-interest bearing deposits were 22.5% of total deposits at September 30, 2011 compared to 24.9% at December 31, 2010. Total loans were \$673.4 million at September 30, 2011, an increase of \$92.6 million compared to \$580.8 million at December 31, 2010. Of the increase, we acquired \$68.9 million in performing loans, including \$59.8 million of Jefferson Bank loans and \$9.1 million of participation loans from First Bank and Trust in connection with the branch acquisition. The additional \$23.7 million in loan growth over the past nine months resulted primarily from improved loan demand and funding activity in the third quarter of 2011.

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Securities available-for-sale totaled \$325.7 million at September 30, 2011, up \$61.9 million from \$263.8 million at December 31, 2010. Securities held-to-maturity increased \$42.1 million, from \$1.6 million at December 31, 2010 to \$43.7 at September 30, 2011. During the nine months ended September 30, 2011, we had a high liquidity level primarily as a result of cash flows from the investment portfolio, increased deposits and net cash received in the Jefferson Bank branch acquisition. Excess cash flows were used to purchase \$118.5 million in available-for-sale securities and \$43.4 million in held-to-maturity securities. Given the high volume of purchases made in a historically low rate environment, we designated the \$43.4 million in purchases as held-to-maturity to allow some reduction in the mark-to-market volatility. The purchases were comprised primarily of government-sponsored mortgage-backed securities and collateral mortgage obligations and provided incremental yield improvement in the securities portfolio.

The composition of the Company's loan portfolio is reflected in Table 5 below.

Table 5
Composition of Loans
(in thousands)

| | September 30, 2011 | December 31, 2010 |
|---|-----------------------|----------------------|
| Commercial, financial, and agricultural | \$ 212,233 | \$ 177,598 |
| Lease financing receivable | 4,472 | 4,748 |
| Real estate – commercial | 262,983 | 208,764 |
| Real estate – residential | 78,188 | 72,460 |
| Real estate – construction | 60,055 | 54,164 |
| Installment loans to individuals | 54,779 | 62,272 |
| Other | 716 | 806 |
| Total loans | \$ 673,426 | \$ 580,812 |

Commercial, financial and agricultural (“C&I”) loans increased \$34.6 million over the first nine months of 2011 due primarily to stronger loan demand in the second and third quarters of 2011 and \$12.3 million in loans acquired in the Jefferson Bank branch acquisition in the C&I portfolio. The commercial real estate portfolio grew by \$54.2 million, with \$37.3 million in loans added from the branch acquisition and \$22.9 million in organic loan growth in existing markets. Real estate construction loans increased \$5.9 million, as \$12.8 million in acquired loans offset a \$6.9 million reduction in the existing portfolio over the past nine months. The \$6.9 million decrease in real estate construction loans resulted primarily from the reduction on nonperforming loans within the portfolio. Installment loans to individuals continued to decline over the first nine months of 2011, with a decrease of \$7.5 million in consumer credits.

Within the \$263.0 million commercial real estate portfolio, \$246.3 million is secured by commercial property, \$9.6 million is secured by multi-family property, and \$7.1 million is secured by farmland. Of the \$246.3 million secured by commercial property, \$166.1 million, or 67.4%, is owner-occupied. Of the \$78.2 million residential real estate portfolio, 84.4% represented loans secured by first liens. Within the \$60.1 million real estate construction portfolio, 89.6% represented commercial construction and land development and 10.4% represented residential construction and consumer property. We believe our risk within the real estate and construction portfolios is diversified throughout our markets and that current exposure within the two portfolios is sufficiently provided for within the ALL at September 30, 2011.

Off-Balance Sheet Arrangements

In the normal course of operations, the Company engages in a variety of financial transactions that, in accordance with GAAP, are not recorded in the financial statements. These transactions involve, to varying degrees, elements of credit, interest rate, and liquidity risk. Such transactions are used primarily to manage customers' requests for funding and take the form of loan commitments, letters of credit and lines of credit.

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For the period ended September 30, 2011, we did not engage in any off-balance sheet transactions reasonably likely to have a material impact on our financial condition, results of operations or cash flows.

Bank Liquidity

Liquidity is the availability of funds to meet maturing contractual obligations and to fund operations. The Bank's primary liquidity needs involve its ability to accommodate customers' demands for deposit withdrawals as well as customers' requests for credit. Liquidity is deemed adequate when sufficient cash to meet these needs can be promptly raised at a reasonable cost to the Bank.

Liquidity is provided primarily by three sources: a stable base of funding sources, an adequate level of assets that can be readily converted into cash, and borrowing lines with correspondent banks. Our core deposits are our most stable and important source of funding. Cash deposits at other banks, federal funds sold, and principal payments received on loans and mortgage-backed securities provide additional primary sources of liquidity. Approximately \$20.0 million in projected cash flows from securities repayments for the remainder of 2011 provides an additional source of liquidity.

The Bank also has significant borrowing capacity with the FRB-Atlanta and with the FHLB-Dallas. As of September 30, 2011, we had no borrowings with the FRB-Atlanta or the FHLB-Dallas. The Company has \$21.7 million in borrowing capacity at the FRB Discount Window and has the ability to post additional collateral of approximately \$221.9 million if necessary to meet liquidity needs. Additionally, \$11.6 million in loan collateral is pledged under a Borrower-in-Custody line with the FRB-Atlanta. Under existing agreements with the FHLB-Dallas, our borrowing capacity totaled \$212.7 million at September 30, 2011. Additional unsecured borrowing lines totaling \$33.5 million are available through correspondent banks. We utilize these contingency funding alternatives to meet deposit volatility, which is more likely in the current environment, given unusual competitive offerings within our markets. We are also expecting additional liquidity as a result of the two pending acquisitions scheduled to close late in the fourth quarter of 2011.

Company Liquidity

As discussed above under "Results of Operations – Earnings Analysis," in August 2011, we repaid \$20.0 million in Series A Preferred Stock issued to the Treasury under the CPP with a portion of the funds received from our sale of \$32.0 million in Series B Preferred Stock to the Treasury under the SBLF program. The remaining gross proceeds from the sale of the Series B Preferred Stock were contributed to the Bank to support loan growth. Repayment of the Series A Preferred Stock resulted in accelerated accretion of discount on the preferred stock of approximately \$444,000 in the third quarter of 2011, or approximately \$0.05 per share.

At the Company level, cash is needed primarily to meet interest payments on the junior subordinated debentures, dividend payments on the Series B Preferred Stock and dividends on our common stock. We issued \$8,248,000 in unsecured junior subordinated debentures in September 2004 and \$7,217,000 in February 2001. Although no dividends have been paid to the Company in the current year, as of September 30, 2011, the Bank had the ability to pay dividends to the Company of approximately \$13.9 million without prior approval from its primary regulator. The Company received no dividends from the Bank during the first nine months of 2010. At September 30, 2011, the Company had approximately \$28.2 million in cash available for general corporate purposes, including injecting capital into the Bank. As a publicly traded company, the Company also has the ability, subject to market conditions, to issue additional shares of common stock and other securities to provide funds as needed for operations and future growth of the Company.

Capital

The Company and the Bank are required to maintain certain minimum capital levels. Risk-based capital requirements are intended to make regulatory capital more sensitive to the risk profile of an institution's assets. At September 30, 2011, the Company and the Bank were in compliance with statutory minimum capital requirements and was classified as "well capitalized." Minimum capital requirements include a total risk-based capital ratio of 8.0%, with Tier 1 capital not less than 4.0%, and a leverage ratio (Tier 1 to total average adjusted assets) of 4.0% based upon the regulators latest composite rating of the institution. As of September 30, 2011, the Company's leverage ratio was 12.54%, Tier 1 capital to risk-weighted assets was 18.06% and total capital to risk-weighted assets was 19.02%. The Bank had a leverage capital ratio of 9.99% at September 30, 2011. The Bank's acquisition of the former Jefferson Bank branches reduced capital levels; however the Company and the Bank continue to be classified as "well capitalized." The closing of our two previously announced branch acquisition transactions in the fourth quarter of 2011 will further reduce our capital levels, but we expect to continue to maintain "well capitalized" status following their completion.

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Asset Quality

Credit Risk Management

We manage credit risk primarily by observing written, board approved policies that govern all credit underwriting and approval activities. The risk management program requires that each individual loan officer review his or her portfolio on a quarterly basis and assign recommended credit ratings on each loan. These efforts are supplemented by independent reviews performed by the loan review officer and other validations performed by the internal audit department. The results of the reviews are reported directly to the Audit Committee of the Board of Directors. Additionally, credit concentrations are monitored and reported quarterly whereby individual customer and aggregate industry leverage, profitability, risk rating distributions, and liquidity are evaluated for each major standard industry classification segment. At September 30, 2011, one industry segment concentration, the oil and gas industry, aggregated more than 10% of our loan portfolio. Our exposure in the oil and gas industry, including related service and manufacturing industries, totaled approximately \$100.2 million, or 14.9% of total loans. Additionally, we monitor our exposure to loans secured by commercial real estate. At September 30, 2011, loans secured by commercial real estate, including commercial construction loans, totaled approximately \$316.8 million. Of the loans secured by commercial real estate, \$2.6 million or less than 1.0% are nonaccrual loans. Additional information regarding credit quality by loan classification is provided in Note 4 – Credit Quality of Loans and Allowance for Loan Losses and Note 7 – Fair Value Measurement in the notes to the interim consolidated financial statements.

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Nonperforming Assets and Allowance for Loan Loss

Table 6 summarizes the Company's nonperforming assets for the quarters ending September 30, 2011 and 2010, and December 31, 2010.

Table 6
Nonperforming Assets and Loans Past Due 90 Days or More and Still Accruing
(in thousands)

| | September 30, 2011 | December 31, 2010 | September 30, 2010 | | | |
|---|-----------------------|----------------------|-----------------------|--|--|--|
| Nonaccrual loans | \$ 7,939 | \$ 19,603 | \$ 23,569 | | | |
| Loans past due 90 days and over and still accruing | 87 | 66 | 624 | | | |
| Total nonperforming loans | 8,026 | 19,669 | 24,193 | | | |
| Other real estate | 7,278 | 1,206 | 1,401 | | | |
| Other foreclosed assets | 9 | 36 | 55 | | | |
| Total nonperforming assets | \$ 15,313 | \$ 20,911 | \$ 25,649 | | | |
| Troubled debt restructurings | \$ 461 | \$ 653 | \$ 661 | | | |
| Nonperforming assets to total assets | 1.25 | % 2.09 | % 2.58 | | | |
| Nonperforming assets to total loans + ORE + other foreclosed assets | 2.25 | % 3.59 | % 4.28 | | | |
| ALL to nonperforming loans | 91.32 | % 44.81 | % 34.91 | | | |
| ALL to total loans | 1.09 | % 1.52 | % 1.41 | | | |
| YTD charge-offs | \$ 4,890 | \$ 4,456 | \$ 3,908 | | | |
| YTD recoveries | (256) | (254) | (209) | | | |
| YTD net charge-offs | \$ 4,634 | \$ 4,202 | \$ 3,699 | | | |
| Annualized net charge-offs to total loans | .92 | % 0.72 | % 0.83 | | | |

Nonperforming assets declined 40.3% in year-over-year comparison and 26.8% from the year-end 2010 level as the Company continued to work problem assets off the balance sheet. Total nonperforming assets were reduced from \$25.6 million at September 30, 2010 to \$15.3 million at September 30, 2011, a \$10.3 million reduction that included five commercial credits. Specific reserves of \$2.8 million related to two of the credits were charged off in the first quarter of 2011. The two credits were later transferred into Other Real Estate ("ORE") during the second and third quarters of 2011. Additionally, a \$3.9 million credit paid off in the fourth quarter of 2010, a \$1.6 million credit was sold in the first quarter of 2011 and a \$2.7 million national participation credit was sold in the third quarter of 2011 to further reduce nonperforming assets.

Allowance coverage for nonperforming loans was 91.32% at September 30, 2011, compared to 34.91% at September 30, 2010 and 44.81% at December 31, 2010. Annualized net charge-offs for the three months ended September 30, 2011 were 0.38% of total loans compared to 1.02% for the three months ended September 30, 2010 and 0.35% for the fourth quarter of 2010. The ALL/total loans ratio was 1.09% for the quarter ended September 30, 2011, compared to 1.41% at September 30, 2010 and 1.52% at December 31, 2010. Year-to-date annualized net charge-offs/total loans ratio of 0.92% and the ALL/total loans ratio of 1.09% at September 30, 2011 were both impacted by the \$2.8 million in specific reserves charged-off during the first quarter of 2011. Additionally, the ALL/total loans ratio was affected by the \$68.9 million of performing loans acquired in the third quarter of 2011, which had the impact of reducing the ALL/total loans ratio by 13 basis points versus the ratio at the quarter ended June 30, 2011.

Loans past due 90 days or more and still accruing totaled \$87,000 at September 30, 2011, a decrease of \$537,000 from September 30, 2010 and an increase of \$21,000 from December 31, 2010. Total nonperforming assets to total loans plus ORE and other assets repossessed were 2.25% at September 30, 2011, compared to 4.28% at September 30, 2010 and 3.59% at December 31, 2010. Loans classified as troubled debt restructurings totaled \$461,000 at September 30, 2011. Classified assets, including ORE, decreased \$4.2 million, or 11.7% during the third quarter of 2011, from \$36.0 million at June 30, 2011 to \$31.8 million at September 30, 2011 due to liquidation of nonperforming credits. Additional information regarding impaired loans is included in Note 4 – Credit Quality of Loans and Allowance for Loan Losses and Note 7 – Fair Value Measurement in the notes to the interim consolidated financial statements.

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Quarterly evaluations of the allowance for loan losses are performed in accordance with GAAP and regulatory guidelines. The ALL is comprised of specific reserves assigned to each impaired loan for which a probable loss has been identified as well as general reserves to maintain the allowance at an acceptable level for other loans in the portfolio where historical loss experience is available that indicates certain probable losses may exist. Factors considered in determining provisions include estimated losses in significant credits; known deterioration in concentrations of credit; historical loss experience; trends in nonperforming assets; volume, maturity and composition of the loan portfolio; off-balance sheet credit risk; lending policies and control systems; national and local economic conditions; the experience, ability and depth of lending management; and the results of examinations of the loan portfolio by regulatory agencies and others. The processes by which we determine the appropriate level of the ALL, and the corresponding provision for probable credit losses, involves considerable judgment; therefore, no assurance can be given that future losses will not vary from current estimates. We believe the \$7.3 million in the ALL as of September 30, 2011 is sufficient to cover probable losses in the loan portfolio.

Impact of Inflation and Changing Prices

The consolidated financial statements of and notes thereto, presented herein, have been prepared in accordance with GAAP, which require the measurement of financial position and operating results in terms of historical dollars without considering the change in the relative purchasing power of money over time due to inflation. The impact of inflation is reflected in the increased cost of the Company's operations. Unlike most industrial companies, nearly all the assets and liabilities of the Company are financial. As a result, interest rates have a greater impact on the Company's performance than do the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or to the same extent as the prices of goods and services.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no significant changes from the information regarding market risk disclosed under the heading "Funding Sources - Interest Rate Sensitivity" in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

Item 4. Controls and Procedures.

The Company's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). As of the end of the period covered by this Quarterly Report on Form 10-Q, the Chief Executive Officer and Chief Financial Officer have concluded that such disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission rules and forms.

During the third quarter of 2011, there was no change in the Company's internal controls over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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Part II – Other Information

Item 1. Legal Proceedings.

A Notice of Charge of Discrimination was filed against the Company in April 2011 with the U.S. Equal Employment Opportunity Commission by Karen L. Hail, a former Director and officer of the Company. Ms. Hail’s claim alleges gender discrimination and retaliation. In May 2011, Ms. Hail also filed an action in U.S. District Court for the Western District of Louisiana (“the Court”) against the Company and the Bank for discrimination and retaliation in violation of the Family Medical Leave Act and Title VII of the Civil Rights Act seeking unspecified monetary damages. In July 2011, the Company and the Bank filed an answer and counterclaim along with a motion to partially dismiss Ms. Hail’s claims. Ms. Hail filed a response to the motion to dismiss in August 2011. The Court has not yet ruled on the motion filed by the Company and the Bank. The Company believes Ms. Hail’s claims are without merit and will strongly defend against the claim.

The Bank has been named as a defendant in various other legal actions arising from normal business activities in which damages of various amounts are claimed. While the amount, if any, of ultimate liability with respect to such matters cannot be currently determined, management believes, after consulting with legal counsel, that any such liability will not have a material adverse effect on the Company’s consolidated financial position, results of operations, or cash flows.

Item 1A. Risk Factors.

There have been no material changes from the risk factors previously disclosed in our Form 10-K for the year ended December 31, 2010.

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

The Company did not repurchase any equity securities during the quarter ended September 30, 2011.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Removed and Reserved.

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

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|-------------|--|
| <u>31.1</u> | Certification pursuant to Exchange Act Rules 13(a) – 14(a) * |
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| <u>31.2</u> | Certification pursuant to Exchange Act Rules 13(a) – 14(a) * |
|-------------|--|

32.1 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 **

32.2 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 **

101 The following financial information from the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011, formatted in Extensible Business Reporting Language ("XBRL"): (i) Consolidated Statements of Operations, (ii) Consolidated Balance Sheets, (iii) Consolidated Statements of Cash Flows and (iv) Notes to Consolidated Financial Statements.***

* Filed herewith.

** Furnished herewith.

*** Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not to be "filed" or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, or Section 18 of the Securities Act of 1934, as amended, and otherwise are not subject to liability under these sections.

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Signatures

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MidSouth Bancorp, Inc.
(Registrant)

Date: November 9, 2011

/s/ C. R. Cloutier
C. R. Cloutier, President /CEO
(Principal Executive Officer)

/s/ James R. McLemore
James R. McLemore, CFO
(Principal Financial Officer)

/s/ Teri S. Stelly
Teri S. Stelly, Controller
(Principal Accounting Officer)