

HOME BANCSHARES INC

Form 10-Q

November 08, 2011

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 10-Q**

(Mark One)

☒ **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: 000-51904**

**HOME BANCSHARES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Arkansas

71-0682831

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

719 Harkrider, Suite 100, Conway, Arkansas

72032

(Address of principal executive offices)

(Zip Code)

(501) 328-4770

(Registrant's telephone number, including area code)

Not Applicable

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the 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 (§ 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 smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐

Smaller reporting  
company ☐

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

Edgar Filing: HOME BANCSHARES INC - Form 10-Q

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practical date.

Common Stock Issued and Outstanding: 28,268,186 shares as of October 31, 2011.

---

**HOME BANCSHARES, INC.**  
**FORM 10-Q**  
**September 30, 2011**  
**INDEX**

	Page No.
<u>Part I: Financial Information</u>	4
<u>Item 1. Financial Statements</u>	4
<u>Consolidated Balance Sheets September 30, 2011 (Unaudited) and December 31, 2010</u>	4
<u>Consolidated Statements of Income (Unaudited) Three and nine months ended September 30, 2011 and 2010</u>	5
<u>Consolidated Statements of Stockholders Equity (Unaudited) Nine months ended September 30, 2011 and 2010</u>	6-7
<u>Consolidated Statements of Cash Flows (Unaudited) Nine months ended September 30, 2011 and 2010</u>	8
<u>Condensed Notes to Consolidated Financial Statements (Unaudited)</u>	9-35
<u>Report of Independent Registered Public Accounting Firm</u>	36
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	37-71
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	71-73
<u>Item 4. Controls and Procedures</u>	74
<u>Part II: Other Information</u>	
<u>Item 1. Legal Proceedings</u>	74
<u>Item 1A. Risk Factors</u>	74
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	74
<u>Item 3. Defaults Upon Senior Securities</u>	74
<u>Item 4. (Reserved)</u>	74
<u>Item 5. Other Information</u>	75
<u>Item 6. Exhibits</u>	75
<u>Signatures</u>	76
<u>EX-12.1</u>	
<u>EX-15</u>	

[EX-31.1](#)

[EX-31.2](#)

[EX-32.1](#)

[EX-32.2](#)

[EX-101 INSTANCE DOCUMENT](#)

[EX-101 SCHEMA DOCUMENT](#)

[EX-101 CALCULATION LINKBASE DOCUMENT](#)

[EX-101 LABELS LINKBASE DOCUMENT](#)

[EX-101 PRESENTATION LINKBASE DOCUMENT](#)

[EX-101 DEFINITION LINKBASE DOCUMENT](#)

#### Exhibit List

12.1	Computation of Ratios of Earnings to Fixed Charges
15	Awareness of Independent Registered Public Accounting Firm
31.1	CEO Certification Pursuant to 13a-14(a)/15d-14(a)
31.2	CFO Certification Pursuant to 13a-14(a)/15d-14(a)
32.1	CEO Certification Pursuant to 18 U.S.C. Section 1350
32.2	CFO Certification Pursuant to 18 U.S.C. Section 1350
101	XBRL Documents

---

**Table of Contents**

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Some of our statements contained in this document, including matters discussed under the caption Management's Discussion and Analysis of Financial Condition and Results of Operation are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements relate to future events or our future financial performance and include statements about the competitiveness of the banking industry, potential regulatory obligations, our entrance and expansion into other markets, our other business strategies and other statements that are not historical facts.

Forward-looking statements are not guarantees of performance or results. When we use words like may, plan, contemplate, anticipate, believe, intend, continue, expect, project, predict, estimate, could, should, expressions, you should consider them as identifying forward-looking statements, although we may use other phrasing. These forward-looking statements involve risks and uncertainties and are based on our beliefs and assumptions, and on the information available to us at the time that these disclosures were prepared. These forward-looking statements involve risks and uncertainties and may not be realized due to a variety of factors, including, but not limited to, the following:

- the effects of future economic conditions, including inflation or a continued decrease in commercial real estate and residential housing values;

- governmental monetary and fiscal policies, as well as legislative and regulatory changes;

- the impact of the recently enacted Dodd-Frank financial regulatory reform act and regulations to be issued thereunder;

- the risks of changes in interest rates or the level and composition of deposits, loan demand and the values of loan collateral, securities and interest sensitive assets and liabilities;

- the effects of terrorism and efforts to combat it;

- credit risks;

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

- the effect of any mergers, acquisitions or other transactions to which we or our subsidiaries may from time to time be a party, including our ability to successfully integrate any businesses that we acquire;

- the failure of assumptions underlying the establishment of our allowance for loan losses; and

- the failure of assumptions underlying the estimates of the fair values for our covered assets and FDIC indemnification receivable.

All written or oral forward-looking statements attributable to us are expressly qualified in their entirety by this Cautionary Note. Our actual results may differ significantly from those we discuss in these forward-looking statements. For other factors, risks and uncertainties that could cause our actual results to differ materially from estimates and projections contained in these forward-looking statements, see the Risk Factors section of our Form 10-K filed with the Securities and Exchange Commission on March 10, 2011.

**Table of Contents****PART I: FINANCIAL INFORMATION****Item 1: Financial Statements****Home BancShares, Inc.  
Consolidated Balance Sheets**

<b>(In thousands, except share data)</b>		<b>September 30, 2011 (Unaudited)</b>	<b>December 31, 2010</b>
<b>Assets</b>			
Cash and due from banks		\$ 48,748	\$ 49,927
Interest-bearing deposits with other banks		104,053	237,605
Cash and cash equivalents		152,801	287,532
Federal funds sold		3,670	27,848
Investment securities available for sale		610,522	469,864
Loans receivable not covered by loss share		1,826,373	1,892,374
Loans receivable covered by FDIC loss share		511,326	575,776
Allowance for loan losses		(54,508)	(53,348)
Loans receivable, net		2,283,191	2,414,802
Bank premises and equipment, net		89,894	81,939
Foreclosed assets held for sale not covered by loss share		16,541	11,626
Foreclosed assets held for sale covered by FDIC loss share		32,183	21,568
FDIC indemnification asset		201,211	227,258
Cash value of life insurance		52,422	51,970
Accrued interest receivable		15,038	16,176
Deferred tax asset, net		21,998	18,586
Goodwill		59,663	59,663
Core deposit and other intangibles		9,325	11,447
Other assets		73,707	62,367
<b>Total assets</b>		<b>\$ 3,622,166</b>	<b>\$ 3,762,646</b>
<b>Liabilities and Stockholders Equity</b>			
Deposits:			
Demand and non-interest-bearing		\$ 479,512	\$ 392,622
Savings and interest-bearing transaction accounts		1,143,335	1,108,309
Time deposits		1,262,202	1,460,867
Total deposits		2,885,049	2,961,798
Securities sold under agreements to repurchase		62,407	74,459
FHLB borrowed funds		142,901	177,270
Accrued interest payable and other liabilities		24,339	27,863
Subordinated debentures		44,331	44,331
<b>Total liabilities</b>		<b>3,159,027</b>	<b>3,285,721</b>

**Stockholders equity:**

Preferred stock; \$0.01 par value; 5,500,000 shares authorized:

Series A fixed rate cumulative perpetual; liquidation preference of \$1,000 per share; zero shares issued or outstanding at September 30, 2011; 50,000 shares issued and outstanding at December 31, 2010.

		49,456
Common stock, par value \$0.01; shares authorized 50,000,000; shares issued and outstanding 28,259,044 in 2011 and 28,452,411 in 2010	283	285
Capital surplus	425,852	432,962
Retained earnings (deficit)	28,218	(6,079)
Accumulated other comprehensive income	8,786	301

<b>Total stockholders equity</b>	463,139	476,925
----------------------------------	---------	---------

<b>Total liabilities and stockholders equity</b>	\$ 3,622,166	\$ 3,762,646
--	--------------	--------------

See Condensed Notes to Consolidated Financial Statements. 4



Table of Contents

**Home BancShares, Inc.**  
**Consolidated Statements of Income**

(In thousands, except per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
	(Unaudited)			
<b>Interest income:</b>				
Loans	\$ 39,199	\$ 35,673	\$ 117,844	\$ 98,675
Investment securities				
Taxable	2,429	1,802	6,793	5,364
Tax-exempt	1,546	1,492	4,617	4,471
Deposits other banks	84	92	331	258
Federal funds sold	1	3	9	13
 Total interest income	 43,259	 39,062	 129,594	 108,781
<b>Interest expense:</b>				
Interest on deposits	5,638	6,319	17,884	17,486
FHLB borrowed funds	1,250	1,854	3,768	6,113
Securities sold under agreements to repurchase	120	137	384	349
Subordinated debentures	539	599	1,620	1,796
 Total interest expense	 7,547	 8,909	 23,656	 25,744
<b>Net interest income</b>	<b>35,712</b>	<b>30,153</b>	<b>105,938</b>	<b>83,037</b>
Provision for loan losses		3,000	1,250	9,850
 <b>Net interest income after provision for loan losses</b>	 <b>35,712</b>	 <b>27,153</b>	 <b>104,688</b>	 <b>73,187</b>
<b>Non-interest income:</b>				
Service charges on deposit accounts	3,638	3,551	10,428	10,275
Other service charges and fees	2,489	1,816	7,375	5,353
Mortgage lending income	783	760	2,089	1,822
Mortgage servicing income				314
Insurance commissions	428	248	1,505	904
Income from title services	126	98	327	353
Increase in cash value of life insurance	323	330	849	1,106
Dividends from FHLB, FRB & bankers bank	184	151	506	419
Gain on acquisitions				9,334
Gain on sale of SBA loans			259	18
Gain (loss) on sale of premises and equipment, net	6	2	79	221
Gain (loss) on OREO, net	69	(1,063)	(1,032)	(1,308)
Gain (loss) on securities, net	5	(37)	5	(37)
FDIC indemnification asset	1,314	1,895	4,614	2,631
Other income	595	556	2,123	1,767
 Total non-interest income	 9,960	 8,307	 29,127	 33,172

**Non-interest expense:**

Salaries and employee benefits	10,691	9,637	32,449	27,251
Occupancy and equipment	3,562	3,264	10,923	9,036
Data processing expense	1,185	848	3,607	2,664
Other operating expenses	8,298	7,545	24,474	19,888
Total non-interest expense	23,736	21,294	71,453	58,839
<b>Income before income taxes</b>	21,936	14,166	62,362	47,520
Income tax expense	7,624	4,606	21,788	16,122
<b>Net income available to all stockholders</b>	14,312	9,560	40,574	31,398
Preferred stock dividends and accretion of discount on preferred stock	488	670	1,828	2,010
<b>Net income available to common stockholders</b>	\$ 13,824	\$ 8,890	\$ 38,746	\$ 29,388
<b>Basic earnings per common share</b>	\$ 0.48	\$ 0.32	\$ 1.36	\$ 1.04
<b>Diluted earnings per common share</b>	\$ 0.48	\$ 0.31	\$ 1.35	\$ 1.03

See Condensed Notes to Consolidated Financial Statements. 5

Table of Contents

**Home BancShares, Inc.**  
**Consolidated Statements of Stockholders Equity**  
**Nine Months Ended September 30, 2011 and 2010**

(In thousands, except share data)	Preferred Stock	Common Stock	Capital Surplus	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income (Loss)	Total
<b>Balance at January 1, 2010</b>	\$ 49,275	\$ 257	\$ 363,519	\$ 51,746	\$ 176	\$ 464,973
Comprehensive income:						
Net income				31,398		31,398
Other comprehensive income:						
Unrealized gain on investment securities available for sale, net of tax effect of \$3,872					5,995	5,995
Comprehensive income						37,393
Accretion of discount on preferred stock	136			(136)		
Net issuance of 156,069 shares of common stock from exercise of stock options		2	1,411			1,413
Disgorgement of profits			11			11
Tax benefit from stock options exercised			863			863
Share-based compensation			324			324
Cash dividend Preferred Stock - 5%				(1,875)		(1,875)
Cash dividends Common Stock, \$0.1625 per share				(4,623)		(4,623)
Stock dividend Common Stock 10%		25	66,540	(66,576)		(11)
<b>Balances at September 30, 2010 (unaudited)</b>	49,411	284	432,668	9,934	6,171	498,468
Comprehensive income:						
Net income				(13,807)		(13,807)
Other comprehensive income:						
Unrealized loss on investment securities available for sale, net of tax effect of \$(3,792)					(5,870)	(5,870)
Comprehensive income						(19,677)
Accretion of discount on preferred stock	45			(45)		
		1	141			142

Net issuance of 18,829 shares of common stock from exercise of stock options						
Tax benefit from stock options exercised			101			101
Share-based compensation			52			52
Cash dividends Preferred stock - 5%				(625)		(625)
Cash dividends Common Stock, \$0.054 per share				(1,536)		(1,536)
<b>Balances at December 31, 2010</b>	49,456	285	432,962	(6,079)	301	476,925
See Condensed Notes to Consolidated Financial Statements. 6						

---

Table of Contents

**Home BancShares, Inc.**  
**Consolidated Statements of Stockholders' Equity**    **Continued**  
**Nine Months Ended September 30, 2011 and 2010**

(In thousands, except share data)	Preferred Stock	Common Stock	Capital Surplus	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income (Loss)	Total
Comprehensive income:						
Net income				40,574		40,574
Other comprehensive income:						
Unrealized gain on investment securities available for sale, net of tax effect of \$5,478					8,485	8,485
Comprehensive income						49,059
Repurchase of 50,000 shares of preferred stock and common stock warrant	(50,000)		(2,206)	906		(51,300)
Accretion of discount on preferred stock	544			(544)		
Net issuance of 24,477 shares of common stock from exercise of stock options			227			227
Repurchase of common stock		(2)	(5,542)			(5,544)
Tax benefit from stock options exercised			126			126
Share-based compensation			285			285
Cash dividends - Preferred stock - 5%				(1,286)		(1,286)
Cash dividends - Common Stock, \$0.188 per share				(5,353)		(5,353)
<b>Balances at September 30, 2011 (unaudited)</b>	\$	\$ 283	\$ 425,852	\$ 28,218	\$ 8,786	\$ 463,139

See Condensed Notes to Consolidated Financial Statements. 7

**Table of Contents**

**Home BancShares, Inc.**  
**Consolidated Statements of Cash Flows**

(In thousands)	Period Ended September 30,	
	2011 (Unaudited)	2010
<b>Operating Activities</b>		
Net income	\$ 40,574	\$ 31,398
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation	4,943	3,945
Amortization/(accretion)	489	52
Share-based compensation	285	324
Tax benefits from stock options exercised	(126)	(863)
(Gain) loss on assets	645	969
Gain on acquisitions		(9,334)
Provision for loan losses	1,250	9,850
Deferred income tax effect	(8,890)	2,100
Increase in cash value of life insurance	(849)	(1,106)
Originations of mortgage loans held for sale	(82,239)	(94,415)
Proceeds from sales of mortgage loans held for sale	85,562	79,856
Changes in assets and liabilities:		
Accrued interest receivable	1,138	(2,132)
Other assets	19,326	9,913
Accrued interest payable and other liabilities	(3,398)	5,397
Net cash provided by (used in) operating activities	58,710	35,954
<b>Investing Activities</b>		
Net (increase) decrease in federal funds sold	24,178	14,039
Net (increase) decrease in loans net, excluding loans acquired	79,214	10,019
Purchases of investment securities available for sale	(262,286)	(113,721)
Proceeds from maturities of investment securities available for sale	132,044	107,855
Proceeds from sale of investment securities available for sale	566	5,539
Proceeds from foreclosed assets held for sale	26,738	14,879
Proceeds from sale of SBA loans	4,524	268
Sale of mortgage servicing portfolio		225
Purchases of premises and equipment, net	(12,819)	(7,722)
Death benefits received	700	1,585
Net cash proceeds received in FDIC-assisted acquisitions		160,587
Net cash provided by (used in) investing activities	(7,141)	193,553
<b>Financing Activities</b>		
Net increase (decrease) in deposits, net of deposits acquired	(76,749)	(90,829)
Net increase (decrease) in securities sold under agreements to repurchase	(12,052)	11,015
Net increase (decrease) in FHLB and other borrowed funds, net of acquired	(34,369)	(107,642)
Retirement of subordinated debentures		(3,252)

Edgar Filing: HOME BANCSHARES INC - Form 10-Q

Proceeds from exercise of stock options	227	1,413
Repurchase of common stock	(5,544)	
Repurchase of preferred stock and common stock warrant	(51,300)	
Disgorgement of profits		11
Tax benefits from stock options exercised	126	863
Dividends paid on preferred stock	(1,286)	(1,875)
Dividends paid on common stock	(5,353)	(4,634)
Net cash provided by (used in) financing activities	(186,300)	(194,930)
Net change in cash and cash equivalents	(134,731)	34,577
Cash and cash equivalents beginning of year	287,532	173,490
Cash and cash equivalents end of period	\$ 152,801	\$ 208,067

See Condensed Notes to Consolidated Financial Statements. 8

---

**Table of Contents**

**Home BancShares, Inc.**  
**Condensed Notes to Consolidated Financial Statements**  
(Unaudited)

**1: Nature of Operations and Summary of Significant Accounting Policies**

***Nature of Operations***

Home BancShares, Inc. (the Company or HBI) is a bank holding company headquartered in Conway, Arkansas. The Company is primarily engaged in providing a full range of banking services to individual and corporate customers through its wholly owned community bank subsidiary Centennial Bank (the Bank). The Bank has locations in central Arkansas, north central Arkansas, southern Arkansas, the Florida Keys, central Florida, southwestern Florida and the Florida Panhandle. The Company is subject to competition from other financial institutions. The Company also is subject to the regulation of certain federal and state agencies and undergoes periodic examinations by those regulatory authorities.

A summary of the significant accounting policies of the Company follows:

***Operating Segments***

Operating segments are components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The Bank is the only significant subsidiary upon which management makes decisions regarding how to allocate resources and assess performance. Each of the branches of the Bank provide a group of similar community banking services, including such products and services as commercial, real estate and consumer loans, time deposits, checking and savings accounts. The individual bank branches have similar operating and economic characteristics. While the chief decision maker monitors the revenue streams of the various products, services and branch locations, operations are managed and financial performance is evaluated on a Company-wide basis. Accordingly, all of the community banking services and branch locations are considered by management to be aggregated into one reportable operating segment, community banking.

***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 financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for loan losses, the valuation of foreclosed assets, the valuations of covered loans and the related indemnification asset. In connection with the determination of the allowance for loan losses and the valuation of foreclosed assets, management obtains independent appraisals for significant properties.

***Principles of Consolidation***

The consolidated financial statements include the accounts of HBI and its subsidiaries. Significant intercompany accounts and transactions have been eliminated in consolidation.

***Reclassifications***

Various items within the accompanying consolidated financial statements for previous years have been reclassified to provide more comparative information. These reclassifications had no effect on net income or stockholders' equity.



**Table of Contents**

***Loans Receivable Not Covered by Loss Share and Allowance for Loan Losses***

Loans receivable not covered by loss share that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at their outstanding principal balance adjusted for any charge-offs, deferred fees or costs on originated loans. Interest income on loans is accrued over the term of the loans based on the principal balance outstanding. Loan origination fees and direct origination costs are capitalized and recognized as adjustments to yield on the related loans.

The allowance for loan losses is established through a provision for loan losses charged against income. The allowance represents an amount that, in management's judgment, will be adequate to absorb probable credit losses on existing loans that may become uncollectible and probable credit losses inherent in the remainder of the loan portfolio. The amounts of provisions to the allowance for loan losses are based on management's analysis and evaluation of the loan portfolio for identification of problem credits, internal and external factors that may affect collectability, relevant credit exposure, particular risks inherent in different kinds of lending, current collateral values and other relevant factors.

The allowance consists of allocated and general components. The allocated component relates to loans that are classified as impaired. For those loans that are classified as impaired, an allowance is established when the discounted cash flows, or collateral value or observable market price of the impaired loan is lower than the carrying value of that loan. The general component covers non-classified loans and is based on historical charge-off experience and expected loss given default derived from the Bank's internal risk rating process. Other adjustments may be made to the allowance for pools of loans after an assessment of internal or external influences on credit quality that are not fully reflected in the historical loss or risk rating data.

Loans considered impaired, under FASB ASC 310-10-35, are loans for which, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. The aggregate amount of impairment of loans is utilized in evaluating the adequacy of the allowance for loan losses and amount of provisions thereto. Losses on impaired loans are charged against the allowance for loan losses when in the process of collection it appears likely that such losses will be realized. The accrual of interest on impaired loans is discontinued when, in management's opinion, the collection of interest is doubtful, or generally when loans are 90 days or more past due. When accrual of interest is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Groups of loans with similar risk characteristics are collectively evaluated for impairment based on the group's historical loss experience adjusted for changes in trends, conditions and other relevant factors that affect repayment of the loans.

Loans are placed on non-accrual status when management believes that the borrower's financial condition, after giving consideration to economic and business conditions and collection efforts, is such that collection of interest is doubtful, or generally when loans are 90 days or more past due. Loans are charged against the allowance for loan losses when management believes that the collectability of the principal is unlikely. Accrued interest related to non-accrual loans is generally charged against the allowance for loan losses when accrued in prior years and reversed from interest income if accrued in the current year. Interest income on non-accrual loans may be recognized to the extent cash payments are received, but payments received are usually applied to principal. Non-accrual loans are generally returned to accrual status when principal and interest payments are less than 90 days past due, the customer has made required payments for at least six months, and the Company reasonably expects to collect all principal and interest.

**Table of Contents*****Trouble Debt Restructurings***

The Company accounts for troubled debt restructurings (TDRs) using ASC Topic 310-40, *Troubled Debt Restructurings by Creditors*. Restructuring of a debt constitutes a troubled debt restructuring if the Company, for economic or legal reasons related to the debtor's financial difficulties, grants a concession to the debtor that it would not otherwise consider. Common concessions granted to borrowers include interest rate and/or term modifications. As a result, the Bank will work with the borrower to prevent further difficulties, and ultimately to improve the likelihood of recovery on the loan. All TDRs are considered to be impaired loans.

A loan modification does not result in a TDR unless the borrower is in financial difficulty and a concession has been granted. In determining whether a concession has been granted, the Company takes into account the extent to which the nature and amount of any additional collateral or guarantees received as part of the modifications do not serve as adequate compensation for other terms of the restructuring. If the additional collateral or guarantees received adequately compensate the Company for the concessions granted, the loan is not classified as a TDR.

***Interim financial information***

The accompanying unaudited consolidated financial statements as of September 30, 2011 and 2010 have been prepared in condensed format, and therefore do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements.

The information furnished in these interim statements reflects all adjustments, which are, in the opinion of management, necessary for a fair statement of the results for each respective period presented. Such adjustments are of a normal recurring nature. The results of operations in the interim statements are not necessarily indicative of the results that may be expected for any other quarter or for the full year. The interim financial information should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's 2010 Form 10-K, filed with the Securities and Exchange Commission.

***Earnings per Share***

Basic earnings per common share are computed based on the weighted average number of shares outstanding during each year. Diluted earnings per common share are computed using the weighted average common shares and all potential dilutive common shares outstanding during the period. The following table sets forth the computation of basic and diluted earnings per common share (EPS) for the three-month and nine-month periods ended September 30:

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
	<b>(In thousands)</b>			
Net income available to stockholders	\$ 13,824	\$ 8,890	\$ 38,746	\$ 29,388
Average shares outstanding	28,434	28,403	28,464	28,334
Effect of common stock options	199	241	201	246
Diluted shares outstanding	28,633	28,644	28,665	28,580
Basic earnings per common share	\$ 0.48	\$ 0.32	\$ 1.36	\$ 1.04
Diluted earnings per common share	\$ 0.48	\$ 0.31	\$ 1.35	\$ 1.03

**Table of Contents**

**2: Business Combinations**

***Acquisition Old Southern Bank***

On March 12, 2010, Centennial Bank entered into a purchase and assumption agreement (Old Southern Agreement) with the FDIC, as receiver, pursuant to which Centennial Bank acquired certain assets and assumed substantially all of the deposits and certain liabilities of Old Southern Bank (Old Southern).

Prior to the acquisition, Old Southern operated 7 banking centers in the Orlando, Florida metropolitan area. The Company has kept open all of these locations except for one location in downtown Orlando. Including the effects of purchase accounting adjustments, Centennial Bank acquired \$342.6 million in assets and assumed approximately \$328.5 million of the deposits of Old Southern. Additionally, Centennial Bank purchased covered loans with an estimated fair value of \$179.1 million, \$3.0 million of foreclosed assets and \$30.4 million of investment securities.

See Note 2 Business Combinations of Form 10-K filed with the Securities and Exchange Commission (SEC) in March 2011 for additional discussion related to the acquisition of Old Southern.

***Acquisition Key West Bank***

On March 26, 2010, Centennial Bank, entered into a purchase and assumption agreement (Key West Bank Agreement) with the FDIC, as receiver, pursuant to which Centennial Bank acquired certain assets and assumed substantially all of the deposits and certain liabilities of Key West Bank (Key West).

Prior to the acquisition, Key West operated one banking center located in Key West, Florida. Including the effects of purchase accounting adjustments, Centennial Bank acquired \$89.6 million in assets and assumed approximately \$66.7 million of the deposits of Key West. Additionally, Centennial Bank purchased covered loans with an estimated fair value of \$46.9 million, \$5.7 million of foreclosed assets and assumed \$20.0 million of FHLB advances.

See Note 2 Business Combinations of Form 10-K filed with the SEC in March 2011 for additional discussion related to the acquisition of Key West.

***Acquisition Coastal Community Bank and Bayside Savings Bank***

On July 30, 2010, Centennial Bank entered into separate purchase and assumption agreements with the FDIC (collectively, the Coastal-Bayside Agreements), as receiver for each bank, pursuant to which Centennial Bank acquired the loans and certain assets and assumed the deposits and certain liabilities of Coastal Community Bank (Coastal) and Bayside Savings Bank (Bayside), respectively. These two institutions had been under common ownership of Coastal Community Investments, Inc.

Prior to the acquisition, Coastal and Bayside operated 12 banking centers in the Florida Panhandle area. Including the effects of purchase accounting adjustments, Centennial Bank acquired \$436.8 million in assets and assumed approximately \$424.6 million of the deposits of Coastal and Bayside. Additionally, Centennial Bank purchased covered loans with an estimated fair value of \$200.6 million, non-covered loans with an estimated fair value of \$4.1 million, \$9.6 million of foreclosed assets and \$18.5 million of investment securities.

See Note 2 Business Combinations of Form 10-K filed with the SEC in March 2011 for additional discussion related to the acquisition of Coastal and Bayside.

**Table of Contents**

***Acquisition Wakulla Bank***

On October 1, 2010, Centennial Bank entered into a purchase and assumption agreement with the FDIC, as receiver, pursuant to which Centennial Bank acquired the performing loans and certain assets and assumed substantially all of the deposits and certain liabilities of Wakulla Bank (Wakulla).

Prior to the acquisition, Wakulla operated 12 banking centers in the Florida Panhandle. Including the effects of purchase accounting adjustments, Centennial Bank acquired approximately \$377.9 million in assets and assumed approximately \$356.2 million in deposits of Wakulla. Additionally, Centennial Bank purchased performing covered loans of approximately \$148.2 million, performing non-covered loans with an estimated fair value of \$17.6 million, \$45.9 million of marketable securities and \$27.6 million of federal funds sold.

See Note 2 Business Combinations of Form 10-K filed with the SEC in March 2011 for additional discussion related to the acquisition of Wakulla.

***Acquisition Gulf State Community Bank***

On November 19, 2010, Centennial Bank entered into a purchase and assumption agreement with the FDIC, as receiver, pursuant to which Centennial Bank acquired the loans and certain assets and assumed substantially all of the deposits and certain liabilities of Gulf State Community Bank (Gulf State).

Prior to the acquisition, Gulf State operated 5 banking centers in the Florida Panhandle. Including the effects of purchase accounting adjustments, Centennial Bank acquired approximately \$118.2 million in assets and assumed approximately \$97.7 million in deposits of Gulf State. Additionally, Centennial Bank purchased covered loans with an estimated fair value of \$41.2 million, non-covered loans with an estimated fair value of \$1.7 million, \$4.7 million of foreclosed assets and \$10.8 million of investment securities.

See Note 2 Business Combinations of Form 10-K filed with the SEC in March 2011 for additional discussion related to the acquisition of Gulf State.

***FDIC-Assisted Acquisitions Other Matters***

The Company's operating results for 2010, include the operating results of the acquired assets and assumed liabilities subsequent to the respective acquisition dates. Due to the significant fair value adjustments recorded, as well as the nature of the FDIC loss sharing agreements in place, historical results are not believed to be relevant to the Company's results, and thus no pro forma information is presented.

In an FDIC-assisted acquisition, we acquire certain assets and assume certain liabilities of the former institution under a loss share agreement with the FDIC. Any regulatory agreements or orders that existed for the former institution do not apply to the assuming institution. We, as the assuming institution, are evaluated separately by our regulators and any weaknesses of the former institution are considered in the separate evaluation. Also, the loss share agreement helps to mitigate any weaknesses that may have existed in the former institution.

**Table of Contents****3: Investment Securities**

The amortized cost and estimated market value of investment securities were as follows:

	September 30, 2011 Available for Sale			
	Amortized	Gross Unrealized	Gross Unrealized	Estimated Fair
	Cost	Gains	(Losses)	Value
	(In thousands)			
U.S. government-sponsored enterprises	\$ 295,765	\$ 4,085	\$ (58)	\$ 299,792
Mortgage-backed securities	125,974	4,323	(3)	130,294
State and political subdivisions	160,035	6,190	(29)	166,196
Other securities	14,291		(51)	14,240
Total	\$ 596,065	\$ 14,598	\$ (141)	\$ 610,522

	December 31, 2010			
	Available for Sale			
	Amortized	Gross	Gross	
	Cost	Unrealized	Unrealized	Estimated Fair
		Gains	(Losses)	Value
		(In thousands)		
U.S. government-sponsored enterprises	\$ 198,248	\$ 977	\$ (1,932)	\$ 197,293
Mortgage-backed securities	113,557	2,820	(300)	116,077
State and political subdivisions	154,706	1,458	(2,457)	153,707
Other securities	2,858		(71)	2,787
Total	\$ 469,369	\$ 5,255	\$ (4,760)	\$ 469,864

Assets, principally investment securities, having a carrying value of approximately \$370.4 million and \$268.0 million at September 30, 2011 and December 31, 2010, respectively, were pledged to secure public deposits and for other purposes required or permitted by law. Also, investment securities pledged as collateral for repurchase agreements totaled approximately \$62.4 million and \$74.5 million at September 30, 2011 and December 31, 2010, respectively.

During the three-month and nine-month periods ended September 30, 2011 \$561,000 of available for sale securities were sold. The gross realized gains on these sales totaled approximately \$5,000. The income tax expense/benefit to net security gains and losses was 39.225% of the gross amounts.

During the three-month and nine-month periods ended September 30, 2010 approximately \$5.6 million of available for sale securities were sold. The gross realized gains and losses on these sales totaled approximately \$34,000 and \$1,000 respectively. The income tax expense/benefit to net security gains and losses was 39.225% of the gross amounts.

The amortized cost and estimated fair value of securities at September 30, 2011, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

**Table of Contents**

	<b>Amortized Cost</b>	<b>Available-for-Sale Estimated Fair Value</b>
	<b>(In thousands)</b>	
Due in one year or less	\$ 249,870	\$ 252,399
Due after one year through five years	247,072	253,423
Due after five years through ten years	74,110	78,419
Due after ten years	25,013	26,281
<b>Total</b>	<b>\$ 596,065</b>	<b>\$ 610,522</b>

For purposes of the maturity tables, mortgage-backed securities, which are not due at a single maturity date, have been allocated over maturity groupings based on anticipated maturities. The mortgage-backed securities may mature earlier than their weighted-average contractual maturities because of principal prepayments.

The Company evaluates all securities quarterly to determine if any unrealized losses are deemed to be other than temporary. In completing these evaluations the Company follows the requirements of FASB ASC 320, *Investments Debt and Equity Securities*. Certain investment securities are valued less than their historical cost. These declines are primarily the result of the rate for these investments yielding less than current market rates. Based on evaluation of available evidence, management believes the declines in fair value for these securities are temporary. The Company does not intend to sell or believe it will be required to sell these investments before recovery of their amortized cost bases, which may be maturity. Should the impairment of any of these securities become other than temporary, the cost basis of the investment will be reduced and the resulting loss recognized in net income in the period the other-than-temporary impairment is identified.

During the three and nine month periods ended September 30, 2011, no securities were deemed to have other-than-temporary impairment besides securities for which impairment was taken in prior periods.

For the period ended September 30, 2011, the Company had \$42,000 in unrealized losses, which have been in continuous loss positions for more than twelve months. Excluding impairment write downs taken in prior periods, the Company's assessments indicated that the cause of the market depreciation was primarily the change in interest rates and not the issuer's financial condition, or downgrades by rating agencies. In addition, approximately 83.4% of the Company's investment portfolio matures in five years or less. As a result, the Company has the ability and intent to hold such securities until maturity.

The following shows gross unrealized losses and estimated fair value of investment securities available for sale, aggregated by investment category and length of time that individual investment securities have been in a continuous loss position as of September 30, 2011 and December 31, 2010:

	<b>Less Than 12 Months</b>		<b>September 30, 2011 12 Months or More</b>		<b>Total</b>	
	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>
	<b>(In thousands)</b>					
U.S. government-sponsored enterprises	\$ 18,578	\$ (40)	\$ 2,058	\$ (18)	\$ 20,636	\$ (58)
Mortgage-backed securities	4,094	(3)			4,094	(3)
State and political subdivisions	960	(5)	1,348	(24)	2,308	(29)
Other securities	9,761	(51)			9,761	(51)
<b>Total</b>	<b>\$ 33,393</b>	<b>\$ (99)</b>	<b>\$ 3,406</b>	<b>\$ (42)</b>	<b>\$ 36,799</b>	<b>\$ (141)</b>



**Table of Contents**

	<b>Less Than 12 Months</b>		<b>December 31, 2010 12 Months or More</b>		<b>Total</b>	
	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>
	<b>(In thousands)</b>					
U.S. government-sponsored enterprises	\$ 126,862	\$ (1,932)	\$	\$	\$ 126,862	\$ (1,932)
Mortgage-backed securities	27,427	(300)			27,427	(300)
State and political subdivisions	57,272	(1,970)	4,069	(487)	61,341	(2,457)
Other securities			2,667	(71)	2,667	(71)
<b>Total</b>	<b>\$ 211,561</b>	<b>\$ (4,202)</b>	<b>\$ 6,736</b>	<b>\$ (558)</b>	<b>\$ 218,297</b>	<b>\$ (4,760)</b>

**4: Loans Receivable Not Covered by Loss Share and Allowance for Loan Losses**

The various categories of loans not covered by loss share are summarized as follows:

	<b>September 30, 2011</b>	<b>December 31, 2010</b>
	<b>(In thousands)</b>	
Real estate:		
Commercial real estate loans		
Non-farm/non-residential	\$ 744,749	\$ 805,635
Construction/land development	366,926	348,768
Agricultural	26,683	26,798
Residential real estate loans		
Residential 1-4 family	353,110	371,381
Multifamily residential	59,974	59,319
<b>Total real estate</b>	<b>1,551,442</b>	<b>1,611,901</b>
Consumer	40,225	51,642
Commercial and industrial	170,695	184,014
Agricultural	35,238	16,549
Other	28,773	28,268
<b>Loans receivable not covered by loss share</b>	<b>\$ 1,826,373</b>	<b>\$ 1,892,374</b>



**Table of Contents**

The following tables present the balance in the allowance for loan losses for the three-month and nine-month periods ended September 30, 2011, and the allowance for loan losses and recorded investment in loans based on portfolio segment by impairment method as of September 30, 2011. Allocation of a portion of the allowance to one type of loans does not preclude its availability to absorb losses in other categories.

**Three Months Ended September 30, 2011**

	<b>Construction/ Land Development</b>	<b>Other Commercial Real Estate</b>	<b>Residential Real Estate</b>	<b>Commercial &amp; Industrial</b>	<b>Consumer &amp; Other</b>	<b>Unallocated</b>	<b>Total</b>
<b>(In thousands)</b>							
<b>Allowance for loan losses:</b>							
Beginning balance	\$ 11,318	\$ 19,141	\$ 14,324	\$ 7,119	\$ 2,450	\$ 2,432	\$ 56,784
Loans charged off	(3,166)	(645)	(1,778)	(140)	(641)		(6,370)
Recoveries of loans previously charged off	741	41	2,030	1,161	121		4,094
Net loans recovered (charged off)	(2,425)	(604)	252	1,021	(520)		(2,276)
Provision for loan losses	(850)	4,258	(1,748)	(1,704)	62	(18)	
Balance, September 30	\$ 8,043	\$ 22,795	\$ 12,828	\$ 6,436	\$ 1,992	\$ 2,414	\$ 54,508

**Nine Months Ended September 30, 2011**

	<b>Construction/ Land Development</b>	<b>Other Commercial Real Estate</b>	<b>Residential Real Estate</b>	<b>Commercial &amp; Industrial</b>	<b>Consumer &amp; Other</b>	<b>Unallocated</b>	<b>Total</b>
<b>(In thousands)</b>							
<b>Allowance for loan losses:</b>							
Beginning balance	\$ 12,002	\$ 17,247	\$ 14,297	\$ 6,357	\$ 1,022	\$ 2,423	\$ 53,348
Loans charged off	(3,397)	(665)	(2,562)	(292)	(2,636)		(9,552)
Recoveries of loans previously charged off	747	204	2,278	5,777	456		9,462
Net loans recovered (charged off)	(2,650)	(461)	(284)	5,485	(2,180)		(90)
	(1,309)	6,009	(1,185)	(5,406)	3,150	(9)	1,250

## Provision for loan losses

Balance, September 30	\$ 8,043	\$ 22,795	\$ 12,828	\$ 6,436	\$ 1,992	\$ 2,414	\$ 54,508
-----------------------	----------	-----------	-----------	----------	----------	----------	-----------

## As of September 30, 2011

	Construction/ Land Development	Other Commercial Real Estate	Residential Real Estate	Commercial & Industrial	Consumer & Other	Unallocated	Total
<b>Allowance for loan losses:</b>							
Period end amount allocated to:							
Loans individually evaluated for impairment	\$ 4,301	\$ 17,174	\$ 8,981	\$ 3,510	\$ 918	\$	\$ 34,884
Loans collectively evaluated for impairment	3,742	5,621	3,847	2,926	1,074	2,414	19,624
Balance, September 30	\$ 8,043	\$ 22,795	\$ 12,828	\$ 6,436	\$ 1,992	\$ 2,414	\$ 54,508

## Loans receivable:

Period end amount allocated to:

Loans individually evaluated for impairment	\$ 17,050	\$ 84,746	\$ 26,752	\$ 10,175	\$ 1,945	\$	\$ 140,668
Loans collectively evaluated for impairment	349,876	686,686	386,332	160,520	102,291		1,685,705
Balance, September 30	\$ 366,926	\$ 771,432	\$ 413,084	\$ 170,695	\$ 104,236	\$	\$ 1,826,373

As of September 30, 2011, no loans acquired with deteriorated credit quality have required a provision for loan loss.

**Table of Contents**

The following tables present the balance in the allowance for loan losses for the year ended December 31, 2010, and the recorded investment in allowance for loan losses and loans based on portfolio segment by impairment method as of December 31, 2010. Allocation of a portion of the allowance to one type of loans does not preclude its availability to absorb losses in other categories.

**As of December 31, 2010**

	<b>Construction/ Land Development</b>	<b>Other Commercial Real Estate</b>	<b>Residential Real Estate</b>	<b>Commercial &amp; Industrial</b>	<b>Consumer &amp; Other</b>	<b>Unallocated</b>	<b>Total</b>
	<b>(In thousands)</b>						
<b>Allowance for loan losses:</b>							
Beginning balance	\$ 9,624	\$ 13,568	\$ 11,348	\$ 6,067	\$ 1,984	\$ 377	\$ 42,968
Loans charged off	(1,113)	(858)	(3,550)	(3,315)	(1,983)		(10,819)
Recoveries of loans previously charged off	55	851	416	39	424		1,785
Net loans recovered (charged off)	(1,058)	(7)	(3,134)	(3,276)	(1,559)		(9,034)
Provision for loan losses	2,343	424	5,666	902	807	(292)	9,850
Balance, September 30	10,909	13,985	13,880	3,693	1,232	85	43,784
Loans charged off	(9,161)	(15,847)	(7,181)	(20,912)	(533)		(53,634)
Recoveries of loans previously charged off		17	76	11	94		198
Net loans recovered (charged off)	(9,161)	(15,830)	(7,105)	(20,901)	(439)		(53,436)
Provision for loan losses	10,254	19,092	7,522	23,565	229	2,338	63,000
Balance, end of year	\$ 12,002	\$ 17,247	\$ 14,297	\$ 6,357	\$ 1,022	\$ 2,423	\$ 53,348
Period end amount allocated to:							
Loans individually	\$ 7,602	\$ 9,912	\$ 9,843	\$ 2,625	\$ 438	\$	\$ 30,420

evaluated for impairment							
Loans collectively evaluated for impairment	4,400	7,335	4,454	3,732	584	2,423	22,928
Balance, end of year	\$ 12,002	\$ 17,247	\$ 14,297	\$ 6,357	\$ 1,022	\$ 2,423	\$ 53,348

**Loans**

**receivable:**

Period end  
amount allocated  
to:

Loans individually evaluated for impairment	\$ 25,556	\$ 69,010	\$ 35,077	\$ 16,939	\$ 1,136	\$	\$ 147,718
Loans collectively evaluated for impairment	323,212	763,423	395,623	167,075	95,323		1,744,656
Balance, end of year	\$ 348,768	\$ 832,433	\$ 430,700	\$ 184,014	\$ 96,459	\$	\$ 1,892,374

As of December 31, 2010, no loans acquired with deteriorated credit quality have required a provision for loan loss.

**Table of Contents**

The following is an aging analysis for the non-covered loan portfolio as of September 30, 2011 and December 31, 2010:

**September 30, 2011**

	<b>Loans Past Due 30-59 Days</b>	<b>Loans Past Due 60-89 Days</b>	<b>Loans Past Due 90 Days or More</b>	<b>Total Past Due (In thousands)</b>	<b>Current Loans</b>	<b>Total Loans Receivable</b>	<b>Accruing Loans Past Due 90 Days or More</b>
Real estate:							
Commercial real estate loans							
Non-farm/non-residential	\$ 5,491	\$ 1,595	\$ 5,028	\$ 12,114	\$ 732,635	\$ 744,749	\$
Construction/land development	244	770	1,752	2,766	364,160	366,926	50
Agricultural			939	939	25,744	26,683	
Residential real estate loans							
Residential 1-4 family	1,053	2,022	14,310	17,385	335,725	353,110	277
Multifamily residential					59,974	59,974	
Total real estate	6,788	4,387	22,029	33,204	1,518,238	1,551,442	327
Consumer	702	218	1,928	2,848	37,377	40,225	105
Commercial and industrial	57	138	1,808	2,003	168,692	170,695	
Agricultural and other	383	15	2,089	2,487	61,524	64,011	2,049
Total	\$ 7,930	\$ 4,758	\$ 27,854	\$ 40,542	\$ 1,785,831	\$ 1,826,373	\$ 2,481

**December 31, 2010**

	<b>Loans Past Due 30-59 Days</b>	<b>Loans Past Due 60-89 Days</b>	<b>Loans Past Due 90 Days or More</b>	<b>Total Past Due (In thousands)</b>	<b>Current Loans</b>	<b>Total Loans Receivable</b>	<b>Accruing Loans Past Due 90 Days or More</b>
Real estate:							
Commercial real estate loans							
Non-farm/non-residential	\$ 1,903	\$ 4,833	\$ 16,535	\$ 23,271	\$ 782,364	\$ 805,635	\$
	5,055		6,809	11,864	336,904	348,768	1

Construction/land development							
Agricultural			220	220	26,578	26,798	
Residential real estate loans							
Residential 1-4 family	1,513	2,354	16,530	20,397	350,984	371,381	535
Multifamily residential		2,887	5,122	8,009	51,310	59,319	
Total real estate	8,471	10,074	45,216	63,761	1,548,140	1,611,901	536
Consumer	154	60	1,342	1,556	50,086	51,642	34
Commercial and industrial	283	395	2,943	3,621	180,393	184,014	8
Agricultural and other	156	20	1	177	44,640	44,817	
Total	\$ 9,064	\$ 10,549	\$ 49,502	\$ 69,115	\$ 1,823,259	\$ 1,892,374	\$ 578

Non-accruing loans not covered by loss share at September 30, 2011 and December 31, 2010 were \$25.4 million and \$48.9 million, respectively.

The Company did not sell any of the guaranteed portions of SBA loans during the three-month month period ended September 30, 2011. During the nine-month period ended September 30, 2011, the Company sold \$4.2 million of the guaranteed portion of certain SBA loans, which resulted in a gain of approximately \$259,000. The Company did not sell any of the guaranteed portions of SBA loans during the three-month month period ended September 30, 2010. The Company sold \$250,000 of the guaranteed portions of SBA loans during the nine-month period ended September 30, 2010, resulting in a gain of \$18,000.

The following is a summary of the non-covered impaired loans as of September 30, 2011 and December 31, 2010:

December 31, 2010

Unpaid Contractual	Total Recorded	Allocation of Allowance	Average Recorded	Interest
--------------------	----------------	-------------------------	------------------	----------

	<b>Principal Balance</b>	<b>Investment</b>	<b>for Loan Losses (In thousands)</b>	<b>Investment</b>	<b>Recognized</b>
Real estate:					
Commercial real estate loans					
Non-farm/non-residential	\$ 40,078	\$ 36,884	\$ 9,697	\$ 18,366	\$ 1,922
Construction/land development	19,617	17,282	7,602	14,272	823
Agricultural	598	598	215	120	40
Residential real estate loans					
Residential 1-4 family	20,894	18,416	6,884	17,137	602
Multifamily residential	7,251	7,251	2,959	5,149	325
Total real estate	88,438	80,431	27,357	55,044	3,712
Consumer	658	658	438	799	
Commercial and industrial	11,284	11,208	2,625	6,218	749
Agricultural and other					
Total	\$ 100,380	\$ 92,297	\$ 30,420	\$ 62,061	\$ 4,461



## Table of Contents

All of the Company's non-covered impaired loans have a specific allocation of the allowance for loan losses, with the exception of certain TDRs where the discounted cash flows under the restructuring are greater than or equal to those under the original terms of the loan. Interest recognized on non-covered impaired loans during the nine months ended September 30, 2011 and 2010 was approximately \$4.1 million and \$1.9 million, respectively. The amount of interest recognized on non-covered impaired loans on the cash basis is not materially different than the accrual basis.

*Credit Quality Indicators.* As part of the on-going monitoring of the credit quality of the Company's loan portfolio, management tracks certain credit quality indicators including trends related to (i) the risk rating of loans, (ii) the level of classified loans, (iii) net charge-offs, (iv) non-performing loans and (v) the general economic conditions in Florida and Arkansas.

The Company utilizes a risk rating matrix to assign a risk rating to each of its loans. Loans are rated on a scale from 1 to 8. A description of the general characteristics of the 8 risk ratings are as follows:

*Risk rating 1 Excellent.* Loans in this category are to persons or entities of unquestionable financial strength, a highly liquid financial position, with collateral that is liquid and well margined. These borrowers have performed without question on past obligations, and the Bank expects their performance to continue. Internally generated cash flow covers current maturities of long-term debt by a substantial margin. Loans secured by bank certificates of deposit and savings accounts, with appropriate holds placed on the accounts, are to be rated in this category.

*Risk rating 2 Good.* These are loans to persons or entities with strong financial condition and above-average liquidity that have previously satisfactorily handled their obligations with the Bank. Collateral securing the Bank's debt is margined in accordance with policy guidelines. Internally generated cash flow covers current maturities of long-term debt more than adequately. Unsecured loans to individuals supported by strong financial statements and on which repayment is satisfactory may be included in this classification.

*Risk rating 3 Satisfactory.* Loans to persons or entities with an average financial condition, adequate collateral margins, adequate cash flow to service long-term debt, and net worth comprised mainly of fixed assets are included in this category. These entities are minimally profitable now, with projections indicating continued profitability into the foreseeable future. Closely held corporations or businesses where a majority of the profits are withdrawn by the owners or paid in dividends are included in this rating category. Overall, these loans are basically sound.

*Risk rating 4 Watch.* Borrowers who have marginal cash flow, marginal profitability or have experienced an unprofitable year and a declining financial condition characterize these loans. The borrower has in the past satisfactorily handled debts with the Bank, but in recent months has either been late, delinquent in making payments, or made sporadic payments. While the Bank continues to be adequately secured, margins have decreased or are decreasing, despite the borrower's continued satisfactory condition. Other characteristics of borrowers in this class include inadequate credit information, weakness of financial statement and repayment capacity, but with collateral that appears to limit exposure. Included in this category are loans to borrowers in industries that are experiencing elevated risk.

*Risk rating 5 Other Loans Especially Mentioned (OLEM).* A loan criticized as OLEM has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the institution's credit position at some future date. OLEM assets are not adversely classified and do not expose the institution to sufficient risk to warrant adverse classification.

*Risk rating 6 Substandard.* A loan classified as substandard is inadequately protected by the sound worth and paying capacity of the borrower or the collateral pledged. Loss potential, while existing in the aggregate amount of substandard loans, does not have to exist in individual assets.



**Table of Contents**

*Risk rating 7 Doubtful.* A loan classified as doubtful has all the weaknesses inherent in a loan classified as substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. These are poor quality loans in which neither the collateral, if any, nor the financial condition of the borrower presently ensure collectability in full in a reasonable period of time; in fact, there is permanent impairment in the collateral securing the loan.

*Risk rating 8 Loss.* Assets classified as loss are considered uncollectible and of such little value that the continuance as bankable assets is not warranted. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather, it is not practical or desirable to defer writing off this basically worthless asset, even though partial recovery may occur in the future. This classification is based upon current facts, not probabilities. Assets classified as loss should be charged-off in the period in which they became uncollectible.

The Company's classified loans include loans in risk ratings 6, 7 and 8. The following is a presentation of classified non-covered loans by class as of September 30, 2011 and December 31, 2010:

	September 30, 2011			
	Risk Rated 6	Risk Rated 7	Risk Rated 8	Classified Total
	(In thousands)			
Real estate:				
Commercial real estate loans				
Non-farm/non-residential	\$ 40,526	\$ 5	\$	\$ 40,531
Construction/land development	3,138			3,138
Agricultural	939			939
Residential real estate loans				
Residential 1-4 family	22,366	189		22,555
Multifamily residential	5,139			5,139
Total real estate	72,108	194		72,302
Consumer	2,198			2,198
Commercial and industrial	9,771	46		9,817
Agricultural and other	90			90
Total	\$ 84,167	\$ 240	\$	\$ 84,407

	December 31, 2010			
	Risk Rated 6	Risk Rated 7	Risk Rated 8	Total
	(In thousands)			
Real estate:				
Commercial real estate loans				
Non-farm/non-residential	\$ 31,806	\$ 5,483	\$	\$ 37,289
Construction/land development	11,665	934		12,599
Agricultural	994			994
Residential real estate loans				
Residential 1-4 family	23,801	740		24,541

Edgar Filing: HOME BANCSHARES INC - Form 10-Q

Multifamily residential	11,170			11,170
Total real estate	79,436	7,157		86,593
Consumer	1,350			1,350
Commercial and industrial	3,588	55		3,643
Agricultural	1	2		3
Other	143			143
Total	\$ 84,518	\$ 7,214	\$	\$ 91,732

22

---

**Table of Contents**

Loans may be classified, but not considered impaired, due to one of the following reasons: (1) The Company has established minimum dollar amount thresholds for loan impairment testing. All loans over \$250,000 that are rated 5 or worse are individually assessed for impairment on a quarterly basis. Loans rated 6 – 8 that fall under the threshold amount are not individually tested for impairment and therefore are not included in impaired loans; (2) of the loans that are above the threshold amount and tested for impairment, after testing, some are considered to not be impaired and are not included in impaired loans.

The following is a presentation of non-covered loans by class and risk rating as of September 30, 2011 and December 31, 2010:

	September 30, 2011						Total	Total
	Risk	Risk	Risk	Risk	Risk	Classified		
	Rated 1	Rated 2	Rated 3	Rated 4	Rated 5	Total		
	(In thousands)							
Real estate:								
Commercial real estate loans								
Non-farm/non-residential	\$ 49	\$ 16	\$ 367,805	\$ 288,728	\$ 47,620	\$ 40,531	\$ 744,749	
Construction/land development	55		94,229	252,787	16,717	3,138	366,926	
Agricultural			6,450	19,294		939	26,683	
Residential real estate loans								
Residential 1-4 family	282	101	214,556	106,951	8,665	22,555	353,110	
Multifamily residential			38,074	15,068	1,693	5,139	59,974	
Total real estate	386	117	721,114	682,828	74,695	72,302	1,551,442	
Consumer	9,579	905	17,470	8,508	1,565	2,198	40,225	
Commercial and industrial	7,066	1,101	72,975	77,119	2,617	9,817	170,695	
Agricultural and other	73	1,504	28,924	33,098	322	90	64,011	
Total	\$ 17,104	\$ 3,627	\$ 840,483	\$ 801,553	\$ 79,199	\$ 84,407	\$ 1,826,373	

	December 31, 2010						Total	Total
	Risk	Risk	Risk	Risk	Risk	Classified		
	Rated 1	Rated 2	Rated 3	Rated 4	Rated 5	Total		
	(In thousands)							-
Real estate:								
Commercial real estate loans								
Non-farm/non-residential	\$ 398	\$ 22	\$ 440,990	\$ 292,391	\$ 34,545	\$ 37,289	\$ 805,635	
Construction/land development	16		74,887	244,133	17,133	12,599	348,768	
Agricultural			19,315	6,196	293	994	26,798	
Residential real estate loans								

Edgar Filing: HOME BANCSHARES INC - Form 10-Q

Residential 1-4 family	245	12	242,036	92,998	11,549	24,541	371,381
Multifamily residential			28,539	17,915	1,695	11,170	59,319
Total real estate	659	34	805,767	653,633	65,215	86,593	1,611,901
Consumer	14,355	3,093	15,232	17,360	252	1,350	51,642
Commercial and industrial	7,967	668	81,012	75,138	15,586	3,643	184,014
Agricultural and other	144	1,270	36,029	7,223	5	146	44,817
Total	\$ 23,125	\$ 5,065	\$ 938,040	\$ 753,354	\$ 81,058	\$ 91,732	\$ 1,892,374

**Table of Contents**

The following is a presentation of non-covered TDRs by class as of September 30, 2011:

**September 30, 2011**

	<b>Number of Loans</b>	<b>Pre-Modification Outstanding Balance</b>	<b>Rate Modification</b>	<b>Term Modification</b>	<b>Rate &amp; Term Modification</b>	<b>Post-Modification Outstanding Balance</b>
<b>(In thousands)</b>						
Real estate:						
Commercial real estate loans						
Non-farm/non-residential	27	\$ 40,225	\$ 24,481	\$ 5,398	\$ 5,760	\$ 35,639
Construction/land development	7	11,737	7,659	34	3,702	11,395
Agricultural	1	598	598			598
Residential real estate loans						
Residential 1-4 family	15	10,740	3,859	125	771	4,755
Multifamily residential	2	4,586	3,693			3,693
Total real estate	52	67,886	40,290	5,557	10,233	56,080
Commercial and industrial	4	517	115		178	293
Total	56	\$ 68,403	\$ 40,405	\$ 5,557	\$ 10,411	\$ 56,373

The following is a presentation of non-covered TDRs on non-accrual status because they are not in compliance with the modified terms:

**September 30, 2011**

	<b>Number of Loans</b>	<b>Recorded Balance</b>
<b>(In thousands)</b>		
Real estate:		
Commercial real estate loans		
Non-farm/non-residential	2	\$ 1,642
Construction/land development	1	113
Agricultural	1	598
Residential real estate loans		
Residential 1-4 family	6	2,602
Multifamily residential		
Total real estate	10	4,955
Commercial and industrial	1	10
Total	11	\$ 4,965

**Table of Contents****5: Loans Receivable Covered by FDIC Loss Share**

The Company evaluated loans purchased in conjunction with the acquisitions of Old Southern, Key West, Coastal-Bayside, Wakulla and Gulf State described in Note 2, Business Combinations, for impairment in accordance with the provisions of FASB ASC Topic 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality*. Purchased covered loans are considered impaired if there is evidence of credit deterioration since origination and if it is probable that not all contractually required payments will be collected. The following table reflects the carrying value of all purchased covered impaired loans as of September 30, 2011 and December 31, 2010 for the Company's FDIC-assisted transactions:

	<b>September 30, 2011</b>	<b>December 31, 2010</b>
	<b>(In thousands)</b>	
Real estate:		
Commercial real estate loans		
Non-farm/non-residential	\$ 189,558	\$ 208,678
Construction/land development	117,143	127,340
Agricultural	3,413	5,454
Residential real estate loans		
Residential 1-4 family	158,701	180,914
Multifamily residential	9,010	9,176
Total real estate	477,825	531,562
Consumer	454	498
Commercial and industrial	32,183	42,443
Agricultural		63
Other	864	1,210
Loans receivable covered by FDIC loss share (1)	\$ 511,326	\$ 575,776

- (1) These loans were not classified as nonperforming assets at September 30, 2011 and December 31, 2010, as the loans are accounted for on a pooled basis and the pools are considered to be performing. Therefore, interest income, through accretion of the difference between the carrying amount of the loans and the expected cash flows, is being recognized on all purchased impaired loans.



**Table of Contents**

The acquired loans were grouped into pools based on common risk characteristics and were recorded at their estimated fair values, which incorporated estimated credit losses at the acquisition dates. These loan pools are systematically reviewed by the Company to determine material changes in cash flow estimates from those identified at the time of the acquisition. Techniques used in determining risk of loss are similar to the Centennial Bank non-covered loan portfolio, with most focus being placed on those loan pools which include the larger loan relationships and those loan pools which exhibit higher risk characteristics.

Changes in the carrying amount of the accretable yield for purchased impaired and non-impaired loans were as follows for the period ended September 30, 2011 for the Company's FDIC-assisted acquisitions.

	<b>Accretable Yield</b>	<b>Carrying Amount of Loans (In thousands)</b>
Balance at beginning of period	\$ 86,712	\$ 575,776
Reforecasted future interest payments for loan pools	50,129	
Adjustments to yield	2,942	
Income accreted	(29,106)	29,106
Payments received, gross		(93,556)
Balance at end of period	\$ 110,677	\$ 511,326

The loan pools were evaluated by the Company and are currently forecasted to have a slower run-off than originally expected. As a result, the Company has reforecast the total accretable yield expectations for those loan pools by \$50.1 million. This updated forecast does not change the expected weighted average yields on the loan pools.

Three pools evaluated by the Company were determined to have a materially projected credit improvement. As a result of this improvement, the Company will recognize approximately \$2.9 million as an adjustment to yield over the life of the loans. Improvements in credit quality decrease the basis in the related indemnification assets. This positive event will reduce the indemnification asset by approximately \$2.2 million. This \$2.2 million will be amortized symmetrically offsetting the \$2.9 million. This will result in approximately \$730,000 of pre-tax net income being recognized going forward.

No pools evaluated by the Company were determined to have experienced impairment in the estimated credit quality or cash flows. There were no allowances for loan losses related to the purchased impaired loans at September 30, 2011.

**6: Deposits**

The aggregate amount of time deposits with a minimum denomination of \$100,000 was \$739.1 million and \$845.2 million at September 30, 2011 and December 31, 2010, respectively. Interest expense applicable to certificates in excess of \$100,000 totaled \$2.9 million and \$2.4 million for the three months ended September 30, 2011 and 2010. Interest expense applicable to certificates in excess of \$100,000 totaled \$9.3 million and \$7.9 million for the nine months ended September 30, 2011 and 2010, respectively. As of September 30, 2011 and December 31, 2010, brokered deposits were \$112.9 million and \$98.9 million, respectively.

Deposits totaling approximately \$246.0 million and \$267.6 million at September 30, 2011 and December 31, 2010, respectively, were public funds obtained primarily from state and political subdivisions in the United States.

**Table of Contents****7: Securities Sold Under Agreements to Repurchase**

At September 30, 2011 and December 31, 2010, securities sold under agreements to repurchase totaled \$62.4 million and \$74.5 million, respectively. For the three month periods ended September 30, 2011 and September 30, 2010, securities sold under agreements to repurchase daily weighted average totaled \$66.6 million and \$68.6 million, respectively. For the nine month periods ended September 30, 2011 and September 30, 2010, securities sold under agreements to repurchase daily weighted average totaled \$68.6 million and \$61.4 million, respectively.

**8: FHLB Borrowed Funds**

The Company's FHLB borrowed funds were \$142.9 million and \$177.3 million at September 30, 2011 and December 31, 2010, respectively. All of the outstanding balance at September 30, 2011 and December 31, 2010 were long-term advances. The FHLB advances mature from the current year to 2025 with fixed interest rates ranging from 2.020% to 4.898% and are secured by loans and investments securities. Expected maturities will differ from contractual maturities, because FHLB may have the right to call or prepay certain obligations.

Additionally, the Company had \$135.0 million and \$179.1 million at September 30, 2011 and December 31, 2010, respectively, in letters of credit under a FHLB blanket borrowing line of credit, which are used to collateralize public deposits at September 30, 2011 and December 31, 2010, respectively.

**9: Income Taxes**

The following is a summary of the components of the provision (benefit) for income taxes for the three-month and nine-month periods ended September 30:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
	(In thousands)			
Current:				
Federal	\$ 5,171	\$ 4,262	\$ 25,900	\$ 11,449
State	1,331	1,196	4,778	2,573
Total current	6,502	5,458	30,678	14,022
Deferred:				
Federal	1,310	(373)	(7,531)	2,087
State	(188)	(479)	(1,359)	13
Total deferred	1,122	(852)	(8,890)	2,100
Provision for income taxes	\$ 7,624	\$ 4,606	\$ 21,788	\$ 16,122

The reconciliation between the statutory federal income tax rate and effective income tax rate is as follows for the three-month and nine-month periods ended September 30:

	<b>Three Months Ended September 30, 2011      2010</b>		<b>Nine Months Ended September 30, 2011      2010</b>	
Statutory federal income tax rate	35.00%	35.00%	35.00%	35.00%
Effect of nontaxable interest income	(2.75)	(4.14)	(2.90)	(3.65)
Cash value of life insurance	(0.52)	(0.82)	(0.48)	(0.81)
State income taxes, net of federal benefit	3.39	2.56	3.56	3.54

Edgar Filing: HOME BANCSHARES INC - Form 10-Q

Other	(0.36)	(0.08)	(0.24)	(0.15)
Effective income tax rate	34.76%	32.52%	34.94%	33.93%

27

---

**Table of Contents**

The types of temporary differences between the tax basis of assets and liabilities and their financial reporting amounts that give rise to deferred income tax assets and liabilities, and their approximate tax effects, are as follows:

	<b>September 30, 2011</b>	<b>December 31, 2010</b>
	<b>(In thousands)</b>	
Deferred tax assets:		
Allowance for loan losses	\$ 21,407	\$ 20,879
Deferred compensation	1,042	1,742
Stock options	331	324
Real estate owned	5,430	7,041
Loan discounts	61,904	62,269
Tax basis premium/discount on acquisitions	14,463	14,682
Deposits	464	1,163
Other	7,253	6,206
Gross deferred tax assets	112,294	114,306
Deferred tax liabilities:		
Accelerated depreciation on premises and equipment	2,255	2,341
Unrealized gain on securities	5,672	194
Core deposit intangibles	1,394	2,101
Indemnification asset	78,925	89,142
FHLB dividends	876	867
Other	1,174	1,075
Gross deferred tax liabilities	90,296	95,720
Net deferred tax assets	\$ 21,998	\$ 18,586

**10: Common Stock and Compensation Plans**

During the first quarter of 2011, the Company granted 24,156 shares of restricted common stock. The restricted shares will vest equally each year over three years beginning on the first anniversary of the grant. Of the 24,156 shares of restricted stock granted, 19,906 shares are also limited by the 2009 agreement between the Company and the United States Department of Treasury (the Treasury). This Treasury agreement has additional provisions concerning the transferability of the shares and the continuation of performing substantial services for the Company. As a result of the Company repurchasing all 50,000 shares of its Series A Preferred Stock in July 2011 which the Company issued to the Treasury this limitation has been removed. The amount of annual pre-tax expense during 2011 through 2013 associated with the issuance of this restricted stock will be approximately \$172,000 per year.

During the third quarter of 2011, the Company utilized a small portion of its previously approved stock repurchase program. This program authorized the repurchase of 1,188,000 shares of the Company's common stock. For the period beginning August 8, 2011 and ending September 30, 2011, the Company repurchased a total of 250,000 shares with a weighted average stock price of \$22.15. The repurchased shares will be used to fulfill a proposed future restricted stock award program for the Company's management team. The third quarter earnings were used to fund this repurchase.

**Table of Contents****11: Non-Interest Expense**

The table below shows the components of non-interest expense for the three and nine months ended September 30, 2011 and 2010:

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
	<b>(In thousands)</b>			
Salaries and employee benefits	\$ 10,691	\$ 9,637	\$ 32,449	\$ 27,251
Occupancy and equipment	3,562	3,264	10,923	9,036
Data processing expense	1,185	848	3,607	2,664
Other operating expenses:				
Advertising	1,033	532	3,046	1,351
Merger expenses		1,653	11	2,970
Amortization of intangibles	705	674	2,122	1,736
Amortization of mortgage servicing rights				436
Electronic banking expense	682	495	2,038	1,468
Directors' fees	230	176	594	502
Due from bank service charges	119	142	378	335
FDIC and state assessment	1,062	908	3,213	2,792
Insurance	447	309	1,226	905
Legal and accounting	367	426	1,276	1,170
Mortgage servicing expense		4		164
Other professional fees	522	385	1,504	1,066
Operating supplies	260	226	871	619
Postage	243	167	730	481
Telephone	234	240	756	530
Other expense	2,394	1,208	6,709	3,363
Total other operating expenses	8,298	7,545	24,474	19,888
Total non-interest expense	\$ 23,736	\$ 21,294	\$ 71,453	\$ 58,839

**12: Concentration of Credit Risks**

The Company's primary market areas are in central Arkansas, north central Arkansas, southern Arkansas, central Florida, southwestern Florida, the Florida Panhandle and the Florida Keys. The Company primarily grants loans to customers located within these geographical areas unless the borrower has an established relationship with the Company.

The diversity of the Company's economic base tends to provide a stable lending environment. Although the Company has a loan portfolio that is diversified in both industry and geographic area, a substantial portion of its debtors' ability to honor their contracts is dependent upon real estate values, tourism demand and the economic conditions prevailing in its market areas.

**Table of Contents**

**13: Significant Estimates and Concentrations**

Accounting principles generally accepted in the United States of America require disclosure of certain significant estimates and current vulnerabilities due to certain concentrations. Estimates related to the allowance for loan losses and certain concentrations of credit risk are reflected in Note 4, while deposit concentrations are reflected in Note 6.

Although the Company has a diversified loan portfolio, at September 30, 2011 and December 31, 2010, non-covered commercial real estate loans represented 62.3% and 62.4% of gross non-covered loans and 245.8% and 247.7% of total stockholders' equity, respectively. Non-covered residential real estate loans represented 22.6% and 22.8% of gross non-covered loans and 89.2% and 90.3% of total stockholders' equity at September 30, 2011 and December 31, 2010, respectively.

The current economic environment presents financial institutions with unprecedented circumstances and challenges which in some cases have resulted in large declines in the fair values of investments and other assets, constraints on liquidity and significant credit quality problems, including severe volatility in the valuation of real estate and other collateral supporting loans. The financial statements have been prepared using values and information currently available to the Company.

Given the volatility of current economic conditions, the values of assets and liabilities recorded in the financial statements could change rapidly, resulting in material future adjustments in asset values, the allowance for loan losses and capital that could negatively impact the Company's ability to meet regulatory capital requirements and maintain sufficient liquidity.

**14: Commitments and Contingencies**

In the ordinary course of business, the Company makes various commitments and incurs certain contingent liabilities to fulfill the financing needs of their customers. These commitments and contingent liabilities include lines of credit and commitments to extend credit and issue standby letters of credit. The Company applies the same credit policies and standards as they do in the lending process when making these commitments. The collateral obtained is based on the assessed creditworthiness of the borrower.

At September 30, 2011 and December 31, 2010, commitments to extend credit of \$266.2 million and \$257.9 million, respectively, were outstanding. A percentage of these balances are participated out to other banks; therefore, the Company can call on the participating banks to fund future draws. Since some of these commitments are expected to expire without being drawn upon, the total commitment amount does not necessarily represent future cash requirements.

Outstanding standby letters of credit are contingent commitments issued by the Company, generally to guarantee the performance of a customer in third-party borrowing arrangements. The term of the guarantee is dependent upon the credit worthiness of the borrower some of which are long-term. The amount of collateral obtained, if deemed necessary, is based on management's credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment, commercial real estate and residential real estate. Management uses the same credit policies in granting lines of credit as it does for on-balance-sheet instruments. The maximum amount of future payments the Company could be required to make under these guarantees at September 30, 2011 and December 31, 2010, is \$23.2 million and \$18.7 million, respectively.

The Company and/or its subsidiary bank have various unrelated legal proceedings, most of which involve loan foreclosure activity pending, which, in the aggregate, are not expected to have a material adverse effect on the financial position and results of operations of the Company.

**Table of Contents****15: Regulatory Matters**

The Bank is subject to a legal limitation on dividends that can be paid to the parent company without prior approval of the applicable regulatory agencies. Arkansas bank regulators have specified that the maximum dividend limit state banks may pay to the parent company without prior approval is 75% of the current year earnings plus 75% of the retained net earnings of the preceding year. Since the Bank is also under supervision of the Federal Reserve, it is further limited if the total of all dividends declared in any calendar year by the Bank exceeds the Bank's net profits to date for that year combined with its retained net profits for the preceding two years. During 2010 and the first six months of 2011, the Company did not request any dividends from its banking subsidiary. As a result of the Company repurchasing all 50,000 shares of its Series A Preferred Stock and the related common stock warrant in July 2011 for approximately \$51.7 million, the Company requested approximately \$28.4 million during the third quarter of 2011 in dividends from its banking subsidiary. This dividend is equal to approximately 75% of the current year earnings through August 31, 2011 from its banking subsidiary.

The Federal Reserve Board's risk-based capital guidelines include the definitions for (1) a well-capitalized institution, (2) an adequately-capitalized institution, and (3) and undercapitalized institution. The criteria for a well-capitalized institution are: a 5% Tier 1 leverage capital ratio, a 6% Tier 1 risk-based capital ratio, and a 10% total risk-based capital ratio. As of September 30, 2011, the Bank met the capital standards for a well-capitalized institution. The Company's Tier 1 leverage capital ratio, Tier 1 risk-based capital ratio, and total risk-based capital ratio were 12.07%, 16.21%, and 17.47%, respectively, as of September 30, 2011.

**16: Additional Cash Flow Information**

The following is summary of the Company's additional cash flow information during the three-month and nine-month periods ended:

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
	<b>(In thousands)</b>			
Interest paid	\$ 7,784	\$ 9,281	\$ 24,396	\$ 17,728
Income taxes paid	13,650	1,700	29,000	9,050
Assets acquired by foreclosure	15,959	1,797	41,206	8,670

**17: Financial Instruments**

FASB ASC 820 *Fair Value Measurements and Disclosures* defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. FASB ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

**Level 1** Quoted prices in active markets for identical assets or liabilities

**Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

**Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

## **Table of Contents**

Available-for-sale securities are the only material instruments valued on a recurring basis which are held by the Company at fair value. The Company does not have any Level 1 securities. Primarily all of the Company's securities are considered to be Level 2 securities. These Level 2 securities consist of U.S. government-sponsored enterprises, mortgage-backed securities plus state and political subdivisions. As of September 30, 2011, Level 3 securities were immaterial.

Impaired loans that are collateral dependent are the only material financial assets valued on a non-recurring basis which are held by the Company at fair value. Loan impairment is reported when full payment under the loan terms is not expected. Impaired loans are carried at the net realizable value of the collateral if the loan is collateral dependent. A portion of the allowance for loan losses is allocated to impaired loans if the value of such loans is deemed to be less than the unpaid balance. If these allocations cause the allowance for loan losses to require increase, such increase is reported as a component of the provision for loan losses. Loan losses are charged against the allowance when management believes the uncollectability of a loan is probable. Non-covered impaired loans, net of specific allowance, were \$83.5 million and \$61.9 million as of September 30, 2011 and December 31, 2010, respectively. This valuation is considered Level 3, consisting of appraisals of underlying collateral. The Company reversed approximately \$200,000 of accrued interest receivable when non-covered impaired loans were put on non-accrual status during the nine months ended September 30, 2011.

Foreclosed assets held for sale are the only material non-financial assets valued on a non-recurring basis which are held by the Company at fair value, less estimated costs to sell. At foreclosure, if the fair value, less estimated costs to sell, of the real estate acquired is less than the Company's recorded investment in the related loan, a write-down is recognized through a charge to the allowance for loan losses. Additionally, valuations are periodically performed by management and any subsequent reduction in value is recognized by a charge to income. The fair value of foreclosed assets held for sale is estimated using Level 3 inputs based on appraisals of underlying collateral. As of September 30, 2011 and December 31, 2010, the fair value of foreclosed assets held for sale not covered by loss share, less estimated costs to sell was \$16.5 million and \$11.6 million, respectively.

## **Fair Values of Financial Instruments**

The following methods and assumptions were used by the Company in estimating fair values of financial instruments as disclosed in these notes:

*Cash and cash equivalents and federal funds sold* For these short-term instruments, the carrying amount is a reasonable estimate of fair value.

*Loans receivable not covered by loss share, net of non-covered impaired loans and allowance* For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are assumed to approximate the carrying amounts. The fair values for fixed-rate loans are estimated using discounted cash flow analysis, based on interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Loan fair value estimates include judgments regarding future expected loss experience and risk characteristics.

*Loans receivable covered by FDIC loss share* Fair values for loans are based on a discounted cash flow methodology that considered factors including the type of loan and related collateral, classification status, fixed or variable interest rate, term of loan and whether or not the loan was amortizing, and current discount rates. Loans were grouped together according to similar characteristics and were treated in the aggregate when applying various valuation techniques. The discount rates used for loans are based on current market rates for new originations of comparable loans and include adjustments for liquidity concerns. The discount rate does not include a factor for credit losses as that has been included in the estimated cash flows.



**Table of Contents**

*FDIC indemnification asset* Although this asset is a contractual receivable from the FDIC, there is no effective interest rate. The Bank will collect this asset over the next several years. The amount ultimately collected will depend on the timing and amount of collections and charge-offs on the acquired assets covered by the loss sharing agreement. While this asset was recorded at its estimated fair value at acquisition date, it is not practicable to complete a fair value analysis on a quarterly or annual basis. This would involve preparing a fair value analysis of the entire portfolio of loans and foreclosed assets covered by the loss sharing agreement on a quarterly or annual basis in order to estimate the fair value of the FDIC indemnification asset.

*Accrued interest receivable* The carrying amount of accrued interest receivable approximates its fair value.

*Deposits and securities sold under agreements to repurchase* The fair values of demand, savings deposits and securities sold under agreements to repurchase are, by definition, equal to the amount payable on demand and therefore approximate their carrying amounts. The fair values for time deposits are estimated using a discounted cash flow calculation that utilizes interest rates currently being offered on time deposits with similar contractual maturities.

*FHLB and other borrowed funds* For short-term instruments, the carrying amount is a reasonable estimate of fair value. The fair value of long-term debt is estimated based on the current rates available to the Company for debt with similar terms and remaining maturities.

*Accrued interest payable* The carrying amount of accrued interest payable approximates its fair value.

*Subordinated debentures* The fair value of subordinated debentures is estimated using the rates that would be charged for subordinated debentures of similar remaining maturities.

*Commitments to extend credit, letters of credit and lines of credit* The fair value of commitments is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair values of letters of credit and lines of credit are based on fees currently charged for similar agreements or on the estimated cost to terminate or otherwise settle the obligations with the counterparties at the reporting date.

The following table presents the estimated fair values of the Company's financial instruments. The fair values of certain of these instruments were calculated by discounting expected cash flows, which involves significant judgments by management and uncertainties. Fair value is the estimated amount at which financial assets or liabilities could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale. Because no market exists for certain of these financial instruments and because management does not intend to sell these financial instruments, the Company does not know whether the fair values shown below represent values at which the respective financial instruments could be sold individually or in the aggregate.

**Table of Contents**

	<b>September 30, 2011</b>	
	<b>Carrying</b>	<b>Fair Value</b>
	<b>Amount</b>	<b>(In thousands)</b>
Financial assets:		
Cash and cash equivalents	\$ 152,801	\$ 152,801
Federal funds sold	3,670	3,670
Loans receivable not covered by loss share, net of non-covered impaired loans and allowance	1,688,359	1,673,488
Loans receivable covered by FDIC loss share	511,326	511,326
FDIC indemnification asset	201,211	201,211
Accrued interest receivable	15,038	15,038
Financial liabilities:		
Deposits:		
Demand and non-interest bearing	\$ 479,512	\$ 479,512
Savings and interest-bearing transaction accounts	1,143,335	1,143,335
Time deposits	1,262,202	1,268,988
Securities sold under agreements to repurchase	62,407	62,407
FHLB and other borrowed funds	142,901	151,277
Accrued interest payable	2,264	2,264
Subordinated debentures	44,331	47,451
	<b>December 31, 2010</b>	
	<b>Carrying</b>	<b>Fair Value</b>
	<b>Amount</b>	<b>(In thousands)</b>
Financial assets:		
Cash and cash equivalents	\$ 287,532	\$ 287,532
Federal funds sold	27,848	27,848
Loans receivable not covered by loss share, net of non-covered impaired loans and allowance	1,777,149	1,770,147
Loans receivable covered by FDIC loss share	575,776	575,776
FDIC indemnification asset	227,258	227,258
Accrued interest receivable	16,176	16,176
Financial liabilities:		
Deposits:		
Demand and non-interest bearing	\$ 392,622	\$ 392,622
Savings and interest-bearing transaction accounts	1,108,309	1,108,309
Time deposits	1,460,867	1,463,922
Securities sold under agreements to repurchase	74,459	74,459
FHLB and other borrowed funds	177,270	179,851
Accrued interest payable	3,004	3,004
Subordinated debentures	44,331	48,162

**Table of Contents****18: Recent Accounting Pronouncements**

In July 2010, the FASB issued ASU No. 2010-20, *Receivables (Topic 310) Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*. ASU 2010-20 requires entities to provide disclosures designed to facilitate financial statement users' evaluation of (i) the nature of credit risk inherent in the entity's portfolio of financing receivables, (ii) how that risk is analyzed and assessed in arriving at the allowance for credit losses and (iii) the changes and reasons for those changes in the allowance for credit losses. Disclosures must be disaggregated by portfolio segment, the level at which an entity develops and documents a systematic method for determining its allowance for credit losses, and class of financing receivable, which is generally a disaggregation of portfolio segment. The required disclosures include, among other things, a rollforward of the allowance for credit losses as well as information about modified, impaired, non-accrual and past due loans and credit quality indicators. The Company adopted the period end disclosures provisions of the new authoritative guidance under ASC Topic 310 in the reporting period ending December 31, 2010. Adoption of the new guidance did not have an impact on the Company's statements of income and financial condition. The Company adopted the disclosures provisions of the new authoritative guidance about activity that occurs during a reporting period on January 1, 2011; the adoption did not have an impact on the Company's statements of income and financial condition. The disclosures related to loans modified in a troubled debt restructuring were effective for the reporting periods ending after June 15, 2011. The Company adopted the troubled debt restructuring disclosures during the quarter ended June 30, 2011 and the adoption had no impact on the Company's statements of income and financial condition.

In April 2011, the FASB issued ASU No. 2011-02, *Receivables (Topic 310) A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring*. ASU 2011-02 amended prior guidance to provide assistance in determining whether a modification of the terms of a receivable meets the definition of a troubled debt restructuring. The new authoritative guidance provides clarification for evaluating whether a concession has been granted and whether a debtor is experiencing financial difficulties. The new authoritative guidance was effective for the reporting periods after June 15, 2011 and was applied retrospectively to restructurings occurring on or after January 1, 2011. Adoption of the new guidance had no significant impact on the Company's statements of income and financial condition.

In September 2011, the FASB issued ASU No. 2011-08, *Intangibles Goodwill and Other (Topic 350) Testing Goodwill for Impairment*. ASU 2011-08 simplifies how entities test goodwill for impairment by providing entities with the option of first performing a qualitative assessment on none, some, or all of its reporting units to determine whether further quantitative impairment testing is necessary. An entity may also bypass the qualitative assessment for any reporting unit in any period and proceed directly to the quantitative impairment test. The new authoritative guidance is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. The Company does not expect the adoption of the amended accounting guidance will have a material effect on Company's consolidated financial statements.

Presently, the Company is not aware of any other changes from the Financial Accounting Standards Board that will have a material impact on the Company's present or future financial statements.

**Table of Contents**

**Report of Independent Registered Public Accounting Firm**

Audit Committee, Board of Directors and Stockholders

Home BancShares, Inc.

Conway, Arkansas

We have reviewed the accompanying condensed consolidated balance sheet of Home BancShares, Inc. as of September 30, 2011 and the related condensed consolidated statements of income for the three-month and nine-month periods ended September 30, 2011 and September 30, 2010 and condensed consolidated statements of stockholders equity and cash flows for the nine-month periods ended September 30, 2011 and 2010. These interim financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2010, and the related consolidated statements of income, stockholders' equity and cash flows for the year then ended (not presented herein); and in our report dated March 10, 2011, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2010, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ BKD, LLP

Little Rock, Arkansas

November 8, 2011

**Table of Contents**

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

The following discussion should be read in conjunction with our Form 10-K, filed with the Securities and Exchange Commission on March 10, 2011, which includes the audited financial statements for the year ended December 31, 2010. *Unless the context requires otherwise, the terms "Company", "us", "we", and "our" refer to Home BancShares, Inc. on a consolidated basis.*

**General**

We are a bank holding company headquartered in Conway, Arkansas, offering a broad array of financial services through our wholly owned bank subsidiary, Centennial Bank. As of September 30, 2011, we had, on a consolidated basis, total assets of \$3.62 billion, loans receivable of \$2.34 billion, total deposits of \$2.89 billion, and stockholders equity of \$463.1 million.

We generate most of our revenue from interest on loans and investments, service charges, and mortgage banking income. Deposits and FHLB borrowed funds are our primary sources of funding. Our largest expenses are interest on our funding sources and salaries and related employee benefits. We measure our performance by calculating our return on average common equity, return on average assets, and net interest margin. We also measure our performance by our efficiency ratio, which is calculated by dividing non-interest expense less amortization of core deposit intangibles by the sum of net interest income on a tax equivalent basis and non-interest income.

**Key Financial Measures**

	<b>As of or for the Three Months Ended September 30, 2011                      2010</b>		<b>As of or for the Nine Months Ended September 30, 2011                      2010</b>	
	<b>(Dollars in thousands, except per share data)</b>			
Total assets	\$ 3,622,166	\$ 3,392,137	\$ 3,622,166	\$ 3,392,137
Loans receivable not covered by loss share	1,826,373	1,955,263	1,826,373	1,955,263
Loans receivable covered by FDIC loss share	511,326	408,239	511,326	408,239
Total deposits	2,885,049	2,564,436	2,885,049	2,564,436
Total stockholders' equity	463,139	498,468	463,139	498,468
Net income	14,312	9,560	40,574	31,398
Net income available to common stockholders	13,824	8,890	38,746	29,388
Basic earnings per common share	0.48	0.32	1.36	1.04
Diluted earnings per common share	0.48	0.31	1.35	1.03
Diluted earnings per common share excluding intangible amortization (1)	0.50	0.33	1.40	1.07
Annualized net interest margin - FTE	4.75%	4.35%	4.68%	4.30%
Efficiency ratio	49.23	52.14	50.09	47.82
Annualized return on average assets	1.56	1.15	1.48	1.38
Annualized return on average common equity	12.00	7.81	11.67	9.06

(1) See Table 16 - Diluted Earnings Per Share Excluding Intangible Amortization for a reconciliation to GAAP for diluted earnings per share excluding intangible amortization.



**Table of Contents****Overview*****Results of Operations for Three Months Ended September 30, 2011 and 2010***

Our net income increased 49.7% to \$14.3 million for the three-month period ended September 30, 2011, from \$9.6 million for the same period in 2010. On a diluted earnings per share basis, our earnings were \$0.48 and \$0.31 for the three-month periods ended September 30, 2011 and 2010, respectively. The \$4.8 million increase in net income is primarily associated with increased additional net interest income resulting from our 2010 FDIC-assisted acquisitions combined with a 40 basis point increase in net interest margin, no provision for loan losses as a result of improved asset quality for the third quarter of 2011, no merger related expenses for the third quarter 2011 and gain on sale of OREO in the third quarter of 2011 when compared to the OREO loss in the third quarter of 2010 offset by the expected reduction in income from FDIC indemnification accretion and increased costs associated with the asset growth.

Our annualized return on average assets was 1.56% for the three months ended September 30, 2011, compared to 1.15% for the same period in 2010. Our annualized return on average common equity was 12.00% for the three months ended September 30, 2011, compared to 7.81% for the same period in 2010, respectively. The improvements in our ratios from 2010 to 2011 are consistent with the previously discussed changes in earnings for the three months ended September 30, 2011, compared to the same period in 2010.

Our annualized net interest margin, on a fully taxable equivalent basis, was 4.75% for the three months ended September 30, 2011, compared to 4.35% for the same period in 2010. Our ability to improve pricing on our loan portfolio and interest bearing deposits allowed the Company to expand net interest margin. Our FDIC-assisted acquisitions have helped improve the yield on the loan portfolio. For the three months ended the effective yield on non-covered loans and covered loans was 6.49% and 7.20%, respectively.

Our efficiency ratio was 49.23% for the three months ended September 30, 2011, compared to 52.14% for the same period in 2010. The improvement in the efficiency ratio is primarily associated with increased additional net interest income resulting from our 2010 FDIC-assisted acquisitions combined with a 40 basis point increase in net interest margin, no merger related expenses for the third quarter 2011 and gain on sale of OREO in the third quarter of 2011 when compared to the OREO loss in the third quarter of 2010 offset by the expected reduction in income from FDIC indemnification accretion and increased costs associated with the asset growth.

***Results of Operations for Nine Months Ended September 30, 2011 and 2010***

Our net income increased 29.2% to \$40.6 million for the nine-month period ended September 30, 2011, from \$31.4 million for the same period in 2010. On a diluted earnings per share basis, our earnings were \$1.35 and \$1.03 for the nine-month periods ended September 30, 2011 and 2010, respectively. During the first nine months of 2010, the Company acquired Old Southern Bank, Key West Bank, Coastal Community Bank and Bayside Savings Bank in FDIC-assisted acquisitions. These transactions resulted in a \$9.3 million pre-tax gain on acquisitions and \$3.0 million of merger and acquisition expenses for the first nine months of 2010. Excluding the financial impact of these two items, the Company would have reported \$27.5 million or \$0.89 diluted earnings per share for the first nine months of 2010. Excluding these items, our net income increased \$13.0 million or 47.4% which was a result primarily associated with our increase in net interest income from the additional earning assets obtained in our FDIC-assisted transactions combined with a 38 basis point improvement in net interest margin, reduced provision for loan losses as a result of improving asset quality for 2011 plus new income from FDIC indemnification accretion offset by increased costs associated with the asset growth.

Our annualized return on average assets was 1.48% for the nine months ended September 30, 2011, compared to 1.38% for the same period in 2010. Our annualized return on average common equity was 11.67% for the nine months ended September 30, 2011, compared to 9.06% for the same period in 2010, respectively. Excluding the financial impact of the net acquisition gains for the first nine months of 2010; our annualized return on average assets and annualized return on average common equity was 1.21% and 7.87%, respectively. This reflects an improvement in our ratios from 2010 to 2011 consistent with the previously discussed changes in earnings for the nine months ended September 30, 2011, compared to the same period in 2010.

**Table of Contents**

Our annualized net interest margin, on a fully taxable equivalent basis, was 4.68% for the nine months ended September 30, 2011, compared to 4.30% for the same period in 2010. Our ability to improve pricing on our loan portfolio and interest bearing deposits allowed the Company to expand net interest margin. Our FDIC-assisted acquisitions have helped improve the yield on the loan portfolio. For the nine months ended the effective yield on non-covered loans and covered loans was 6.49% and 7.02%, respectively.

Our efficiency ratio was 50.09% for the nine months ended September 30, 2011, compared to 47.82% for the same period in 2010. Excluding the financial impact of the net acquisition gains for the first nine months of 2010; our efficiency ratio was 49.18%. While we were able to improve net interest income and improve our net interest margin by 38 basis points plus new income from FDIC indemnification accretion the lack of progress in our ratio from 2010 to 2011 primarily resulted from the cost increases associated with our newly acquired FDIC-assisted branches.

***Financial Condition as of and for the Period Ended September 30, 2011 and December 31, 2010***

Our total assets as of September 30, 2011 decreased \$140.5 million, an annualized reduction of 5.0%, to \$3.62 billion from the \$3.76 billion reported as of December 31, 2010. Our loan portfolio not covered by loss share decreased by \$66.0 million, an annualized reduction of 4.7%, to \$1.83 billion as of September 30, 2011, from \$1.89 billion as of December 31, 2010. Our loan portfolio covered by loss share decreased by \$64.5 million, an annualized reduction of 15.0%, to \$511.3 million as of September 30, 2011, from \$575.8 million as of December 31, 2010. Stockholders' equity decreased \$13.8 million to \$463.1 million as of September 30, 2011, compared to \$476.9 million as of December 31, 2010. Common stockholders' equity was \$463.1 million at September 30, 2011 compared to \$427.5 million at December 31, 2010, an increase of \$35.7 million. The decrease in assets is primarily associated with historically low loan demand and payoffs in our non-covered and covered loan portfolios. The decrease in stockholders' equity is primarily associated with the Company repaying the TARP funds during the third quarter of 2011 offset by the \$49.1 million of comprehensive income less the \$6.6 million of dividends paid for 2011 and the \$5.5 million used to repurchase 250,000 shares of common stock. The annualized decline in stockholders' equity for the first nine months of 2011 was 3.9%.

As of September 30, 2011, our non-performing non-covered loans decreased to \$27.9 million, or 1.53%, of total non-covered loans from \$49.5 million, or 2.62%, of total non-covered loans as of December 31, 2010. The allowance for loan losses as a percent of non-performing loans increased to 195.69% as of September 30, 2011, compared to 107.77% as of December 31, 2010. Non-performing non-covered loans in Arkansas were \$8.6 million at September 30, 2011 compared to \$23.4 million as of December 31, 2010. Non-performing non-covered loans in Florida were \$19.2 million at September 30, 2011 compared to \$26.1 million as of December 31, 2010.

As of September 30, 2011, our non-performing non-covered assets improved to \$44.6 million, or 1.55%, of total non-covered assets from \$61.2 million, or 2.08%, of total non-covered assets as of December 31, 2010. Non-performing non-covered assets in Arkansas were \$20.4 million at September 30, 2011 compared to \$28.7 million as of December 31, 2010. Non-performing non-covered assets in Florida were \$24.2 million at September 30, 2011 compared to \$32.5 million as of December 31, 2010.

**Critical Accounting Policies**

**Overview.** We prepare our consolidated financial statements based on the selection of certain accounting policies, generally accepted accounting principles and customary practices in the banking industry. These policies, in certain areas, require us to make significant estimates and assumptions. Our accounting policies are described in detail in the notes to our consolidated financial statements in Note 1 of the audited consolidated financial statements included in our Form 10-K, filed with the Securities and Exchange Commission.



**Table of Contents**

We consider a policy critical if (i) the accounting estimate requires assumptions about matters that are highly uncertain at the time of the accounting estimate; and (ii) different estimates that could reasonably have been used in the current period, or changes in the accounting estimate that are reasonably likely to occur from period to period, would have a material impact on our financial statements. Using these criteria, we believe that the accounting policies most critical to us are those associated with our lending practices, including the accounting for the allowance for loan losses, acquisition accounting for covered loans and related indemnification asset, investments, intangible assets, income taxes and stock options.

*Investments.* Securities available for sale are reported at fair value with unrealized holding gains and losses reported as a separate component of stockholders' equity and other comprehensive income (loss). Securities that are held as available for sale are used as a part of our asset/liability management strategy. Securities that may be sold in response to interest rate changes, changes in prepayment risk, the need to increase regulatory capital, and other similar factors are classified as available for sale.

*Loans Receivable Not Covered by Loss Share and Allowance for Loan Losses.* Substantially all of our loans receivable not covered by loss share are reported at their outstanding principal balance adjusted for any charge-offs, as it is management's intent to hold them for the foreseeable future or until maturity or payoff, except for mortgage loans held for sale. Interest income on loans is accrued over the term of the loans based on the principal balance outstanding.

The allowance for loan losses is established through a provision for loan losses charged against income. The allowance represents an amount that, in management's judgment, will be adequate to absorb probable credit losses on identifiable loans that may become uncollectible and probable credit losses inherent in the remainder of the loan portfolio. The amounts of provisions for loan losses are based on management's analysis and evaluation of the loan portfolio for identification of problem credits, internal and external factors that may affect collectability, relevant credit exposure, particular risks inherent in different kinds of lending, current collateral values and other relevant factors.

The allowance consists of allocated and general components. The allocated component relates to loans that are classified as impaired. For those loans that are classified as impaired, an allowance is established when the discounted cash flows, or collateral value or observable market price of the impaired loan is lower than the carrying value of that loan. The general component covers non-classified loans and is based on historical charge-off experience and expected loss given default derived from the Bank's internal risk rating process. Other adjustments may be made to the allowance for pools of loans after an assessment of internal or external influences on credit quality that are not fully reflected in the historical loss or risk rating data.

Loans considered impaired, under FASB ASC 310-10-35, are loans for which, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. The Company applies this policy even if delays or shortfalls in payment are expected to be insignificant. The aggregate amount of impairment of loans is utilized in evaluating the adequacy of the allowance for loan losses and amount of provisions thereto. Losses on impaired loans are charged against the allowance for loan losses when in the process of collection it appears likely that such losses will be realized. The accrual of interest on impaired loans is discontinued when, in management's opinion the collection of interest is doubtful, or generally when loans are 90 days or more past due. When accrual of interest is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Groups of loans with similar risk characteristics are collectively evaluated for impairment based on the group's historical loss experience adjusted for changes in trends, conditions and other relevant factors that affect repayment of the loans.

**Table of Contents**

Loans are placed on non-accrual status when management believes that the borrower's financial condition, after giving consideration to economic and business conditions and collection efforts, is such that collection of interest is doubtful, or generally when loans are 90 days or more past due. Loans are charged against the allowance for loan losses when management believes that the collectability of the principal is unlikely. Accrued interest related to non-accrual loans is generally charged against the allowance for loan losses when accrued in prior years and reversed from interest income if accrued in the current year. Interest income on non-accrual loans may be recognized to the extent cash payments are received, although the majority of payments received are usually applied to principal. Non-accrual loans are generally returned to accrual status when principal and interest payments are less than 90 days past due, the customer has made required payments for at least six months, and we reasonably expect to collect all principal and interest.

*Acquisition Accounting, Covered Loans and Related Indemnification Asset.* The Company accounts for its acquisitions under ASC Topic 805, *Business Combinations*, which requires the use of the purchase method of accounting. All identifiable assets acquired, including loans, are recorded at fair value. No allowance for loan losses related to the acquired loans is recorded on the acquisition date as the fair value of the loans acquired incorporates assumptions regarding credit risk. Loans acquired are recorded at fair value in accordance with the fair value methodology prescribed in ASC Topic 820, exclusive of the shared-loss agreements with the Federal Deposit Insurance Corporation (FDIC). The fair value estimates associated with the loans include estimates related to expected prepayments and the amount and timing of undiscounted expected principal, interest and other cash flows.

Over the life of the acquired loans, the Company continues to estimate cash flows expected to be collected on pools of loans sharing common risk characteristics, which are treated in the aggregate when applying various valuation techniques. The Company evaluates at each balance sheet date whether the present value of its pools of loans determined using the effective interest rates has decreased and if so, recognizes a provision for loan loss in its consolidated statement of income. For any increases in cash flows expected to be collected, the Company adjusts the amount of accretable yield recognized on a prospective basis over the pool's remaining life.

Because the FDIC will reimburse the Company for certain acquired loans should the Company experience a loss, an indemnification asset is recorded at fair value at the acquisition date. The indemnification asset is recognized at the same time as the indemnified loans, and measured on the same basis, subject to collectability or contractual limitations. The shared-loss agreements on the acquisition date reflect the reimbursements expected to be received from the FDIC, using an appropriate discount rate, which reflects counterparty credit risk and other uncertainties.

The shared-loss agreements continue to be measured on the same basis as the related indemnified loans. Because the acquired loans are subject to the accounting prescribed by ASC Topic 310, subsequent changes to the basis of the shared-loss agreements also follow that model. Deterioration in the credit quality of the loans (immediately recorded as an adjustment to the allowance for loan losses) would immediately increase the basis of the shared-loss agreements, with the offset recorded through the consolidated statement of income. Increases in the credit quality or cash flows of loans (reflected as an adjustment to yield and accreted into income over the remaining life of the loans) decrease the basis of the shared-loss agreements, with such decrease being accreted into income over 1) the same period or 2) the life of the shared-loss agreements, whichever is shorter. Loss assumptions used in the basis of the indemnified loans are consistent with the loss assumptions used to measure the indemnification asset. Fair value accounting incorporates into the fair value of the indemnification asset an element of the time value of money, which is accreted back into income over the life of the shared-loss agreements.

Upon the determination of an incurred loss the indemnification asset will be reduced by the amount owed by the FDIC. A corresponding claim receivable is recorded until cash is received from the FDIC.

*Intangible Assets.* Intangible assets consist of goodwill and core deposit intangibles. Goodwill represents the excess purchase price over the fair value of net assets acquired in business acquisitions. The core deposit intangible represents the excess intangible value of acquired deposit customer relationships as determined by valuation specialists. The core deposit intangibles are being amortized over 48 to 114 months on a straight-line basis. Goodwill is not amortized but rather is evaluated for impairment on at least an annual basis. We perform an annual impairment test of goodwill and core deposit intangibles as required by FASB ASC 350, *Intangibles - Goodwill and Other* in the fourth quarter.



**Table of Contents**

*Income Taxes.* The Company accounts for income taxes in accordance with income tax accounting guidance (ASC 740, Income Taxes). The income tax accounting guidance results in two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by applying the provisions of the enacted tax law to the taxable income or excess of deductions over revenues. The Company determines deferred income taxes using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and enacted changes in tax rates and laws are recognized in the period in which they occur.

Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances and information available at the reporting date and is subject to the management's judgment. Deferred tax assets are reduced by a valuation allowance if, based on the weight of evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized.

The Company and its subsidiary file consolidated tax returns. Its subsidiary provides for income taxes on a separate return basis, and remits to the Company amounts determined to be currently payable.

**Acquisitions*****Acquisition Old Southern Bank***

On March 12, 2010, Centennial Bank entered into a purchase and assumption agreement (Old Southern Agreement) with the FDIC, as receiver, pursuant to which Centennial Bank acquired certain assets and assumed substantially all of the deposits and certain liabilities of Old Southern Bank (Old Southern).

Prior to the acquisition, Old Southern operated 7 banking centers in the Orlando, Florida metropolitan area. The Company has kept open all of these locations except for one location in downtown Orlando. Including the effects of purchase accounting adjustments, Centennial Bank acquired \$342.6 million in assets and assumed approximately \$328.5 million of the deposits of Old Southern. Additionally, Centennial Bank purchased covered loans with an estimated fair value of \$179.1 million, \$3.0 million of foreclosed assets and \$30.4 million of investment securities.

See Note 2 Business Combinations of Form 10-K filed with the Securities and Exchange Commission (SEC) in March 2011 for additional discussion related to the acquisition of Old Southern.

***Acquisition Key West Bank***

On March 26, 2010, Centennial Bank, entered into a purchase and assumption agreement (Key West Bank Agreement) with the FDIC, as receiver, pursuant to which Centennial Bank acquired certain assets and assumed substantially all of the deposits and certain liabilities of Key West Bank (Key West).

Prior to the acquisition, Key West operated one banking center located in Key West, Florida. Including the effects of purchase accounting adjustments, Centennial Bank acquired \$89.6 million in assets and assumed approximately \$66.7 million of the deposits of Key West. Additionally, Centennial Bank purchased covered loans with an estimated fair value of \$46.9 million, \$5.7 million of foreclosed assets and assumed \$20.0 million of FHLB advances.

See Note 2 Business Combinations of Form 10-K filed with the SEC in March 2011 for additional discussion related to the acquisition of Key West.

**Table of Contents**

***Acquisition Coastal Community Bank and Bayside Savings Bank***

On July 30, 2010, Centennial Bank entered into separate purchase and assumption agreements with the FDIC (collectively, the Coastal-Bayside Agreements ), as receiver for each bank, pursuant to which Centennial Bank acquired the loans and certain assets and assumed the deposits and certain liabilities of Coastal Community Bank (Coastal) and Bayside Savings Bank (Bayside), respectively. These two institutions had been under common ownership of Coastal Community Investments, Inc.

Prior to the acquisition, Coastal and Bayside operated 12 banking centers in the Florida Panhandle area. Including the effects of purchase accounting adjustments, Centennial Bank acquired \$436.8 million in assets and assumed approximately \$424.6 million of the deposits of Coastal and Bayside. Additionally, Centennial Bank purchased covered loans with an estimated fair value of \$200.6 million, non-covered loans with an estimated fair value of \$4.1 million, \$9.6 million of foreclosed assets and \$18.5 million of investment securities.

See Note 2 Business Combinations of Form 10-K filed with the SEC in March 2011 for additional discussion related to the acquisition of Coastal and Bayside.

***Acquisition Wakulla Bank***

On October 1, 2010, Centennial Bank entered into a purchase and assumption agreement with the FDIC, as receiver, pursuant to which Centennial Bank acquired the performing loans and certain assets and assumed substantially all of the deposits and certain liabilities of Wakulla Bank (Wakulla).

Prior to the acquisition, Wakulla operated 12 banking centers in the Florida Panhandle. Including the effects of purchase accounting adjustments, Centennial Bank acquired approximately \$377.9 million in assets and assumed approximately \$356.2 million in deposits of Wakulla. Additionally, Centennial Bank purchased performing covered loans of approximately \$148.2 million, performing non-covered loans with an estimated fair value of \$17.6 million, \$45.9 million of marketable securities and \$27.6 million of federal funds sold.

See Note 2 Business Combinations of Form 10-K filed with the SEC in March 2011 for additional discussion related to the acquisition of Wakulla.

***Acquisition Gulf State Community Bank***

On November 19, 2010, Centennial Bank entered into a purchase and assumption agreement with the FDIC, as receiver, pursuant to which Centennial Bank acquired the loans and certain assets and assumed substantially all of the deposits and certain liabilities of Gulf State Community Bank (Gulf State).

Prior to the acquisition, Gulf State operated 5 banking centers in the Florida Panhandle. Including the effects of purchase accounting adjustments, Centennial Bank acquired approximately \$118.2 million in assets and assumed approximately \$97.7 million in deposits of Gulf State. Additionally, Centennial Bank purchased covered loans with an estimated fair value of \$41.2 million, non-covered loans with an estimated fair value of \$1.7 million, \$4.7 million of foreclosed assets and \$10.8 million of investment securities.

See Note 2 Business Combinations of Form 10-K filed with the SEC in March 2011 for additional discussion related to the acquisition of Gulf State.

**Table of Contents*****FDIC-Assisted Acquisitions***

The acquisitions of Old Southern Bank, Key West Bank, Coastal Community Bank, Bayside Savings Bank, Wakulla Bank and Gulf State Community Bank are seen as attractive by Home BancShares. The transactions provide the ability to expand into opportunistic markets and increase market share in Florida. The transactions are anticipated to be profitable due to the pricing associated with the acquired loan portfolio and the establishment of the indemnification asset. The ability to add immediate deposit growth helps to supplement organic deposit growth. Also, reduction in the duplication of efforts and centralization of functions within the organizations is expected to lead to increased efficiencies and increased profitability. Should the acquired markets not perform as expected, the losses associated with the covered assets significantly exceed expectations or the operational efforts required to integrate the acquisitions and manage the loss share require significantly more resources than anticipated, the overall financial performance of the acquired institutions may not reach expectations which may adversely affect the overall financial performance of our Company.

***FDIC-Assisted Acquisitions True Up***

Our purchase and assumption agreements in connection with our FDIC-assisted acquisitions allow the FDIC to recover a portion of the loss share funds previously paid out under the indemnification agreements in the event losses fail to reach the expected loss under a claw back provision. Should the markets associated with any of the banks we acquired through FDIC-assisted transactions perform better than initially projected, the Bank is required to pay this clawback (or true-up ) payment to the FDIC on a specified date following the tenth anniversary of such acquisition (the True-Up Measurement Date ).

Specifically, in connection with the Old Southern and Key West acquisitions, such true-up payments would be equal to 50% of the excess, if any, of (i) 20% of a stated threshold of \$110.0 million in the case of Old Southern and \$23.0 million in the case of Key West, less (ii) the sum of (A) 25% of the asset premium (discount) plus (B) 25% of the Cumulative Shared Loss Payments (defined as the aggregate of all of the payments made or payable to Centennial Bank minus the aggregate of all of the payments made or payable to the FDIC) plus (C) the Period Servicing Amounts for any twelve-month period prior to and ending on the True-Up Measurement Date (defined as the product of the simple average of the principal amount of shared loss loans and shared loss assets (other than shared loss securities) at the beginning and end of such period times 1%).

In connection with the Coastal-Bayside, Wakulla and Gulf State acquisitions, the true-up payments would be equal to 50% of the excess, if any, of (i) 20% of an intrinsic loss estimate of \$121.0 million in the case of Coastal, \$24.0 million in the case of Bayside, \$73.0 million in the case of Wakulla and \$35.0 million in the case of Gulf State, less (ii) the sum of (A) 20% of the net loss amount (the sum of all losses less the sum of all recoveries on covered assets) plus (B) 25% of the asset premium (discount) plus (C) 3.5% of the total loans subject to loss sharing under the loss sharing agreements as specified in the schedules to the agreements.

***Future Acquisitions***

In our continuing evaluation of our growth plans for the Company, we believe properly priced bank acquisitions can complement our organic growth and de novo branching growth strategies. In the near term, our principal acquisition focus will be to expand our presence in Florida, Arkansas and other nearby markets through pursuing additional FDIC-assisted acquisition opportunities and non FDIC-assisted bank acquisitions. While we seek to be a successful bidder to the FDIC on one or more additional failed depository institutions within our targeted markets, there is no assurance that we will be the winning bidder on other FDIC-assisted transactions.

We will continue evaluating all types of potential bank acquisitions to determine what is in the best interest of our Company. Our goal in making these decisions is to maximize the return to our investors.

**Table of Contents****Branches**

We intend to continue to open new (commonly referred to as de novo) branches in our current markets and in other attractive market areas if opportunities arise. Presently, we are evaluating additional opportunities but have no firm commitments for any additional de novo branch locations.

During 2010, Centennial Bank entered into six loss sharing agreements with the FDIC. Through these six transactions, the Company has added a net total of thirty-six branch locations in Florida. These branch locations include one in the Florida Keys, six in the Greater Orlando MSA, and twenty-nine in the Florida Panhandle, which contains seven locations in the Panama City MSA and ten locations in the Tallahassee MSA. Additionally, one legacy branch in Duck Key was closed during the fourth quarter of 2010.

During our FDIC-assisted acquisitions, the Company initially kept open all branch locations of the failed institutions. Upon acquisition, the Company has 90 days to determine its desire not to retain certain branch locations and an additional 90 days to complete the branch closure. The Company has subsequently evaluated all of the branch locations acquired from the FDIC-assisted acquisitions. As a result of the evaluation process for cost saving opportunities as part of our aspirations to maximize efficiencies, the Company notified the FDIC of its desire not to acquire certain branch locations. During the first quarter of 2011, the Company completed seven strategic branch closures. These include one branch in Port St. Joe and one grocery store branch in each of the Crawfordville and Blountstown locations. The remaining four strategic branch closures during the first quarter were branches associated with the acquisition of Gulf State Community Bank in 2010. The Company completed one additional branch closure during the second quarter associated with the Gulf State acquisition. The Company believes it has the appropriate infrastructure to service its acquired customer base with the branches retained.

**Results of Operations*****For Three and Nine Months Ended September 30, 2011 and 2010***

Our net income increased 49.7% to \$14.3 million for the three-month period ended September 30, 2011, from \$9.6 million for the same period in 2010. On a diluted earnings per share basis, our earnings were \$0.48 and \$0.31 for the three-month periods ended September 30, 2011 and 2010, respectively. The \$4.8 million increase in net income is primarily associated with increased additional net interest income resulting from our 2010 FDIC-assisted acquisitions combined with a 40 basis point increase in net interest margin, no provision for loan losses as a result of improved asset quality for the third quarter of 2011, no merger related expenses for the third quarter 2011 and gain on sale of OREO in the third quarter of 2011 when compared to the OREO loss in the third quarter of 2010 offset by the expected reduction in income from FDIC indemnification accretion and increased costs associated with the asset growth.

Our net income increased 29.2% to \$40.6 million for the nine-month period ended September 30, 2011, from \$31.4 million for the same period in 2010. On a diluted earnings per share basis, our earnings were \$1.35 and \$1.03 for the nine-month periods ended September 30, 2011 and 2010, respectively. During the first nine months of 2010, the Company acquired Old Southern Bank, Key West Bank, Coastal Community Bank and Bayside Savings Bank in FDIC-assisted acquisitions. These transactions resulted in a \$9.3 million pre-tax gain on acquisitions and \$3.0 million of merger and acquisition expenses for the first nine months of 2010. Excluding the financial impact of these two items, the Company would have reported \$27.5 million or \$0.89 diluted earnings per share for the first nine months of 2010. Excluding these items, our net income increased \$13.0 million or 47.4% which was a result primarily associated with our increase in net interest income from the additional earning assets obtained in our FDIC-assisted transactions combined with a 38 basis point improvement in net interest margin, reduced provision for loan losses as a result of improving asset quality for 2011 plus new income from FDIC indemnification accretion offset by increased costs associated with the asset growth.

**Table of Contents*****Net Interest Income***

Net interest income, our principal source of earnings, is the difference between the interest income generated by earning assets and the total interest cost of the deposits and borrowings obtained to fund those assets. Factors affecting the level of net interest income include the volume of earning assets and interest-bearing liabilities, yields earned on loans and investments and rates paid on deposits and other borrowings, the level of non-performing loans and the amount of non-interest-bearing liabilities supporting earning assets. Net interest income is analyzed in the discussion and tables below on a fully taxable equivalent basis. The adjustment to convert certain income to a fully taxable equivalent basis consists of dividing tax-exempt income by one minus the combined federal and state income tax rate.

The Federal Reserve Board sets various benchmark rates, including the Federal Funds rate, and thereby influences the general market rates of interest, including the deposit and loan rates offered by financial institutions. The Federal Funds rate, which is the cost to banks of immediately available overnight funds, began in 2008 at 4.25%. During 2008, the rate decreased by 75 basis points on January 22, 2008, 50 basis points on January 30, 2008, 75 basis points on March 18, 2008, 25 basis points on April 30, 2008 and 50 basis points to a rate of 1.50% as of October 8, 2008. The rate continued to fall 50 basis points on October 29, 2008 and 75 to 100 basis points to a low of 0.25% to 0% on December 16, 2008, where the rate has remained.

Net interest income on a fully taxable equivalent basis increased \$5.6 million, or 17.9%, to \$36.8 million for the three-month period ended September 30, 2011, from \$31.2 million for the same period in 2010. This increase in net interest income was the result of a \$4.2 million increase in interest income combined with a \$1.4 million decrease in interest expense. The \$4.2 million increase in interest income was primarily the result of a higher level of earning assets combined with improved pricing of our earning assets. The higher level of earning assets resulted in an increase in interest income of \$2.0 million, while the repricing of our earning assets resulted in a \$2.3 million increase in interest income for the three-month period ended September 30, 2011. The \$1.4 million decrease in interest expense for the three-month period ended September 30, 2011, is primarily the result of our interest bearing liabilities repricing in the lower interest rate environment offset by an increase in our interest bearing liabilities. The repricing of our interest bearing liabilities in the lower interest rate environment resulted in a \$1.4 million decrease in interest expense. The higher level of our interest bearing liabilities resulted in additional interest expense of \$47,000.

Net interest income on a fully taxable equivalent basis increased \$23.0 million, or 26.7%, to \$109.3 million for the nine-month period ended September 30, 2011, from \$86.2 million for the same period in 2010. This increase in net interest income was the result of a \$20.9 million increase in interest income combined with a \$2.1 million decrease in interest expense. The \$20.9 million increase in interest income was primarily the result of a higher level of earning assets combined with improved pricing of our earning assets. The higher level of earning assets resulted in an increase in interest income of \$14.8 million, while the repricing of our earning assets resulted in a \$6.1 million increase in interest income for the nine-month period ended September 30, 2011. The \$2.1 million decrease in interest expense for the nine-month period ended September 30, 2011, is primarily the result of our interest bearing liabilities repricing in the lower interest rate environment offset by an increase in our interest bearing liabilities. The repricing of our interest bearing liabilities in the lower interest rate environment resulted in a \$4.8 million decrease in interest expense. The higher level of our interest bearing liabilities resulted in additional interest expense of \$2.7 million.

Net interest margin, on a fully taxable equivalent basis, was 4.75% and 4.68% for the three and nine months ended September 30, 2011 compared to 4.35% and 4.30% for the same periods in 2010, respectively. The Company has worked diligently to improve pricing on the loan portfolio and interest bearing deposits during this lower rate environment. Our ability to improve pricing plus the growth associated with our FDIC-assisted acquisitions allowed the Company to expand net interest margin. For the third quarter of 2011, the effective yield on non-covered loans and covered loans was 6.49% and 7.20%, respectively. For the nine months ended the effective yield on non-covered loans and covered loans was 6.49% and 7.02%, respectively.



**Table of Contents**

Tables 1 and 2 reflect an analysis of net interest income on a fully taxable equivalent basis for the three-month and nine-month periods ended September 30, 2011 and 2010, as well as changes in fully taxable equivalent net interest margin for the three-month and nine-month periods ended September 30, 2011, compared to the same period in 2010.

**Table 1: Analysis of Net Interest Income**

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
	<b>(Dollars in thousands)</b>			
Interest income	\$ 43,259	\$ 39,062	\$ 129,594	\$ 108,781
Fully taxable equivalent adjustment	1,112	1,084	3,337	3,201
Interest income fully taxable equivalent	44,371	40,146	132,931	111,982
Interest expense	7,547	8,909	23,656	25,744
Net interest income fully taxable equivalent	\$ 36,824	\$ 31,237	\$ 109,275	\$ 86,238
Yield on earning assets fully taxable equivalent	5.72%	5.58%	5.70%	5.58%
Cost of interest-bearing liabilities	1.12	1.45	1.16	1.56
Net interest spread fully taxable equivalent	4.60	4.13	4.54	4.02
Net interest margin fully taxable equivalent	4.75	4.35	4.68	4.30

**Table 2: Changes in Fully Taxable Equivalent Net Interest Margin**

	<b>Three Months Ended September 30, 2011 vs. 2010</b>	<b>Nine Months Ended September 30, 2011 v. 2010</b>
	<b>(In thousands)</b>	
Increase (decrease) in interest income due to change in earning assets	\$ 1,968	\$ 14,801
Increase (decrease) in interest income due to change in earning asset yields	2,257	6,148
(Increase) decrease in interest expense due to change in interest-bearing liabilities	(47)	(2,714)
(Increase) decrease in interest expense due to change in interest rates paid on interest-bearing liabilities	1,409	4,802
Increase (decrease) in net interest income	\$ 5,587	\$ 23,037

**Table of Contents**

Table 3 shows, for each major category of earning assets and interest-bearing liabilities, the average amount outstanding, the interest income or expense on that amount and the average rate earned or expensed for the three-month and nine-month periods ended September 30, 2011 and 2010. The table also shows the average rate earned on all earning assets, the average rate expensed on all interest-bearing liabilities, the net interest spread and the net interest margin for the same periods. The analysis is presented on a fully taxable equivalent basis. Non-accrual loans were included in average loans for the purpose of calculating the rate earned on total loans.

**Table 3: Average Balance Sheets and Net Interest Income Analysis**

	Three Months Ended September 30,					
	2011			2010		
	Average Balance	Income / Expense	Yield / Rate (Dollars in thousands)	Average Balance	Income / Expense	Yield/ Rate
<b>ASSETS</b>						
Earnings assets						
Interest-bearing balances due from banks	\$ 147,296	\$ 84	0.23%	\$ 177,230	\$ 92	0.21%
Federal funds sold	1,895	1	0.21	4,674	3	0.25
Investment securities taxable	431,913	2,429	2.23	212,083	1,802	3.37
Investment securities non-taxable	148,995	2,506	6.67	145,355	2,414	6.59
Loans receivable	2,346,663	39,351	6.65	2,312,684	35,835	6.15
Total interest-earning assets	3,076,762	44,371	5.72	2,852,026	40,146	5.58
Non-earning assets	551,584			449,710		
Total assets	\$ 3,628,346			\$ 3,301,736		
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>						
Liabilities						
Interest-bearing liabilities						
Savings and interest-bearing transaction accounts	\$ 1,126,746	\$ 1,214	0.43%	\$ 892,232	\$ 1,388	0.62%
Time deposits	1,288,919	4,424	1.36	1,211,551	4,931	1.61
Total interest-bearing deposits	2,415,665	5,638	0.93	2,103,783	6,319	1.19
Federal funds purchased			0.00			0.00
Securities sold under agreement to repurchase	66,562	120	0.72	68,595	137	0.79
FHLB borrowed funds	148,641	1,250	3.34	211,792	1,854	3.47
Subordinated debentures	44,331	539	4.82	46,623	599	5.10

Edgar Filing: HOME BANCSHARES INC - Form 10-Q

Total interest-bearing liabilities	2,675,199	7,547	1.12	2,430,793	8,909	1.45
Non-interest bearing liabilities						
Non-interest bearing deposits	464,760			346,105		
Other liabilities	28,823			23,688		
Total liabilities	3,168,782			2,800,586		
Stockholders' equity	459,564			501,150		
Total liabilities and stockholders' equity	\$ 3,628,346			\$ 3,301,736		
Net interest spread			4.60%			4.13%
Net interest income and margin		\$ 36,824	4.75%		\$ 31,237	4.35%

**Table of Contents****Table 3: Average Balance Sheets and Net Interest Income Analysis**

	Nine Months Ended September 30,					
	2011			2010		
	Average Balance	Income / Expense	Yield / Rate (Dollars in thousands)	Average Balance	Income / Expense	Yield / Rate
<b>ASSETS</b>						
Earnings assets						
Interest-bearing balances						
due from banks	\$ 188,456	\$ 331	0.23%	\$ 153,071	\$ 258	0.23%
Federal funds sold	6,735	9	0.18	12,835	13	0.14
Investment securities						
taxable	382,011	6,793	2.38	207,867	5,364	3.45
Investment securities						
non-taxable	150,587	7,480	6.64	140,301	7,228	6.89
Loans receivable	2,392,102	118,318	6.61	2,167,223	99,119	6.11
Total interest-earning assets	3,119,891	132,931	5.70	2,681,297	111,982	5.58
Non-earning assets	555,009			358,047		
Total assets	\$ 3,674,900			\$ 3,039,344		
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>						
Liabilities						
Interest-bearing liabilities						
Savings and						
interest-bearing transaction						
accounts	\$ 1,120,279	\$ 4,045	0.48%	\$ 837,181	\$ 3,777	0.60%
Time deposits	1,346,247	13,839	1.37	1,027,432	13,709	1.78
Total interest-bearing deposits	2,466,526	17,884	0.97	1,864,613	17,486	1.25
Federal funds purchased			0.00	25		0.00
Securities sold under						
agreement to repurchase	68,601	384	0.75	61,428	349	0.76
FHLB borrowed funds	152,619	3,768	3.30	234,152	6,113	3.49
Subordinated debentures	44,331	1,620	4.89	47,181	1,796	5.09
Total interest-bearing liabilities	2,732,077	23,656	1.16	2,207,399	25,744	1.56
Non-interest bearing liabilities	437,964			330,238		

Non-interest bearing deposits					
Other liabilities	27,385		18,650		
Total liabilities	3,197,426		2,556,287		
Stockholders' equity	477,474		483,057		
Total liabilities and stockholders' equity	\$ 3,674,900		\$ 3,039,344		
Net interest spread		4.54%		4.02%	
Net interest income and margin	\$ 109,275	4.68%	\$ 86,238	4.30%	

**Table of Contents**

Table 4 shows changes in interest income and interest expense resulting from changes in volume and changes in interest rates for the three-month and nine-month periods ended September 30, 2011 compared to the same period in 2010, on a fully taxable basis. The changes in interest rate and volume have been allocated to changes in average volume and changes in average rates, in proportion to the relationship of absolute dollar amounts of the changes in rates and volume.

**Table 4: Volume/Rate Analysis**

	Three Months Ended September 30, 2011 over 2010			Nine Months Ended September 30, 2011 over 2010		
	Volume	Yield/Rate	Total (In thousands)	Volume	Yield/Rate	Total
Increase (decrease) in:						
Interest income:						
Interest-bearing balances						
due from banks	\$ (17)	\$ 9	\$ (8)	\$ 62	\$ 11	\$ 73
Federal funds sold	(1)	(1)	(2)	(7)	3	(4)
Investment securities						
taxable	1,391	(764)	627	3,475	(2,046)	1,429
Investment securities						
non-taxable	61	31	92	517	(265)	252
Loans receivable	534	2,982	3,516	10,754	8,445	19,199
Total interest income	1,968	2,257	4,225	14,801	6,148	20,949
Interest expense:						
Interest-bearing transaction						
and savings deposits	313	(487)	(174)	1,117	(849)	268
Time deposits	301	(808)	(507)	3,692	(3,562)	130
Federal funds purchased						
Securities sold under						
agreement to repurchase	(4)	(13)	(17)	40	(5)	35
FHLB borrowed funds	(534)	(70)	(604)	(2,029)	(316)	(2,345)
Subordinated debentures	(29)	(31)	(60)	(106)	(70)	(176)
Total interest expense	47	(1,409)	(1,362)	2,714	(4,802)	(2,088)
Increase (decrease) in net						
interest income	\$ 1,921	\$ 3,666	\$ 5,587	\$ 12,087	\$ 10,950	\$ 23,037

***Provision for Loan Losses***

Our management assesses the adequacy of the allowance for loan losses by applying the provisions of FASB ASC 310-10-35. Specific allocations are determined for loans considered to be impaired and loss factors are assigned to the remainder of the loan portfolio to determine an appropriate level in the allowance for loan losses. The allowance is increased, as necessary, by making a provision for loan losses. The specific allocations for impaired loans are assigned based on an estimated net realizable value after a thorough review of the credit relationship. The potential loss factors associated with the remainder of the loan portfolio are based on an internal net loss experience, as well as

management's review of trends within the portfolio and related industries.

During these tough economic times, the Company continues to follow our historical conservative procedures for lending and evaluating the provision and allowance for loan losses. We have not and do not participate in higher risk lending such as subprime. Our practice continues to be primarily traditional real estate lending with strong loan-to-value ratios. While there have been declines in our collateral value, particularly Florida, these declines have been addressed in our assessment of the adequacy of the allowance for loan losses.

**Table of Contents**

Generally, commercial, commercial real estate, and residential real estate loans are assigned a level of risk at origination. Thereafter, these loans are reviewed on a regular basis. The periodic reviews generally include loan payment and collateral status, the borrowers' financial data, and key ratios such as cash flows, operating income, liquidity, and leverage. A material change in the borrower's credit analysis can result in an increase or decrease in the loan's assigned risk grade. Aggregate dollar volume by risk grade is monitored on an on-going basis.

Our management reviews certain key loan quality indicators on a monthly basis, including current economic conditions, delinquency trends and ratios, portfolio mix changes, and other information management deems necessary. This review process provides a degree of objective measurement that is used in conjunction with periodic internal evaluations. To the extent that this review process yields differences between estimated and actual observed losses, adjustments are made to the loss factors used to determine the appropriate level of the allowance for loan losses.

Our Company is primarily a real estate lender in Arkansas and Florida. As such we are subject to declines in asset quality when real estate prices fall during a recession. The recent recession has harshly impacted the real estate market in Florida. During 2008, many real estate values declined in the 20 plus percent range in Florida. The Florida real estate prices have continued to decline but the rate of decline has slowed down. The Arkansas economy in our markets has been stable over the past several years with no boom or bust. As a result, the Arkansas economy has fared much better with only low single digit declines in real estate values annually since 2008.

During the first quarter of 2008, we began to experience a decline in our asset quality, particularly in the Florida market. In 2008, non-performing non-covered loans started the year at \$3.3 million but ended each year at \$29.9 million, \$39.9 million and \$49.5 million for 2008, 2009 and 2010, respectively. As of September 30, 2011, non-performing non-covered loans has improved downward to \$27.9 million.

The provision for loan losses represents management's determination of the amount necessary to be charged against the current period's earnings, to maintain the allowance for loan losses at a level that is considered adequate in relation to the estimated risk inherent in the loan portfolio. No provision was recorded for the three-month period ended September 30, 2011, compared to \$3.0 million recorded during the same period in 2010. Our provision for loan losses decreased \$8.6 million, or 87.3% to \$1.3 million for the nine-month period ended September 30, 2011, from \$9.9 million for the same period in 2010. The net loans charged off for the three-month period ended September 30, 2011 were \$2.3 million compared to net loans charged off of \$2.8 million for the same period in 2010. The net loans charged-off for the nine-month period ended September 30, 2011 were \$90,000 compared to \$9.0 million for the same period in 2010. The decreased provision for loan loss during the third quarter is a result of the decline in net charge-offs for the three-month period ended September 30, 2011 plus improved asset quality for the third quarter of 2011. The decreased provision for loan loss for 2011 is a result of the Company being in a low net charge off position for the nine-month periods ended September 30, 2011 versus a greater net charge-off position during 2010 plus improving asset quality for 2011. The net charge-offs were approximately \$708,000 for Arkansas and approximately \$1.6 million for Florida for the three-months ended September 30, 2011. The net recoveries were approximately \$2.7 million for Arkansas and net charge-offs were approximately \$2.7 million for Florida for the nine-months ended September 30, 2011.

***Non-Interest Income***

Total non-interest income was \$10.0 million and \$29.1 million for the three-month and nine-month periods ended September 30, 2011 compared to \$8.3 million and \$33.2 million for the same periods in 2010, respectively. Excluding the gain on acquisitions during the first nine months of 2010, non-interest income was \$23.8 million for the nine-month period ended September 30, 2010. Our recurring non-interest income includes service charges on deposit accounts, other service charges and fees, mortgage lending, insurance, title fees, increase in cash value of life insurance, dividends and FDIC indemnification accretion.



**Table of Contents**

Table 5 measures the various components of our non-interest income for the three-month and nine-month periods ended September 30, 2011 and 2010, respectively, as well as changes for the three-month and nine-month periods ended September 30, 2011 compared to the same period in 2010.

**Table 5: Non-Interest Income**

	<b>Three Months Ended September 30, 2011      2010</b>		<b>2011 Change from 2010</b>		<b>Nine Months Ended September 30, 2011      2010</b>		<b>2011 Change from 2010</b>	
	<b>(Dollars in thousands)</b>							
Service charges on deposit accounts	\$ 3,638	\$ 3,551	\$ 87	2.5%	\$ 10,428	\$ 10,275	\$ 153	1.5%
Other service charges and fees	2,489	1,816	673	37.1	7,375	5,353	2,022	37.8
Mortgage lending income	783	760	23	3.0	2,089	1,822	267	14.7
Mortgage servicing income				0.0		314	(314)	(100.0)
Insurance commissions	428	248	180	72.6	1,505	904	601	66.5
Income from title services	126	98	28	28.6	327	353	(26)	(7.4)
Increase in cash value of life insurance	323	330	(7)	(2.1)	849	1,106	(257)	(23.2)
Dividends from FHLB, FRB & bankers bank	184	151	33	21.9	506	419	87	20.8
Gain on acquisitions				0.0		9,334	(9,334)	(100.0)
Gain on sale of SBA loans				0.0	259	18	241	1,338.9
Gain (loss) on sale of premises and equipment, net	6	2	4	200.0	79	221	(142)	(64.3)
Gain (loss) on OREO, net	69	(1,063)	1,132	(106.5)	(1,032)	(1,308)	276	(21.1)
Gain (loss) on securities, net	5	(37)	42	(113.5)	5	(37)	42	(113.5)
FDIC indemnification accretion	1,314	1,895	(581)	(30.7)	4,614	2,631	1,983	75.4
Other income	595	556	39	7.0	2,123	1,767	356	20.1
Total non-interest income	\$ 9,960	\$ 8,307	\$ 1,653	19.9%	\$ 29,127	\$ 33,172	\$ (4,045)	(12.2)%

Non-interest income increased \$1.7 million, or 19.9%, to \$10.0 million for the three-month period ended September 30, 2011 from \$8.3 million for the same period in 2010. The primary factors that resulted in this increase are new income from additional service charges and fees associated with growth from our FDIC-assisted acquisitions

and gain on sale of OREO in the third quarter of 2011 when compared to the OREO loss in the third quarter of 2010 offset by the expected reduction in income from FDIC indemnification accretion.

Non-interest income excluding gains on acquisitions increased \$5.3 million, or 22.2%, to \$29.1 million for the nine-month period ended September 30, 2011 from \$23.8 million for the same period in 2010. The primary factors that resulted in this increase are new income from FDIC indemnification accretion and additional service charges and fees associated with growth from our FDIC-assisted acquisitions. Included in other income is a first quarter 2011 \$308,000 gain from life insurance proceeds of a former bank director.

Because the FDIC will reimburse us for certain acquired loans should we experience a loss, an indemnification asset was recorded at fair value at the acquisition date. The difference between the fair value recorded at the acquisition date and the gross reimbursements expected to be received from the FDIC are accreted into income over the life of the indemnification asset using an appropriate discount rate, which reflects counterparty credit risk and other uncertainties. Because of this time value of money type accretion, the accretion amounts are expected to be higher in initial periods and decline during future periods.

***Non-Interest Expense***

Non-interest expense consists of salaries and employee benefits, occupancy and equipment, data processing, and other expenses such as advertising, amortization of intangibles, amortization of mortgage servicing rights, electronic banking expense, FDIC and state assessment, mortgage servicing and legal and accounting fees.

**Table of Contents**

Table 6 below sets forth a summary of non-interest expense for the three-month and nine-month periods ended September 30, 2011 and 2010, as well as changes for the three-month and nine-month periods ended September 30, 2011 compared to the same period in 2010.

**Table 6: Non-Interest Expense**

	<b>Three Months Ended September 30,</b>		<b>2011 Change from 2010</b>		<b>Nine Months Ended September 30,</b>		<b>2011 Change from 2010</b>	
	<b>2011</b>	<b>2010</b>			<b>2011</b>	<b>2010</b>		
	<b>(Dollars in thousands)</b>							
Salaries and employee benefits	\$ 10,691	\$ 9,637	\$ 1,054	10.9%	\$ 32,449	\$ 27,251	\$ 5,198	19.1%
Occupancy and equipment	3,562	3,264	298	9.1	10,923	9,036	1,887	20.9
Data processing expense	1,185	848	337	39.7	3,607	2,664	943	35.4
Other operating expenses:								
Advertising	1,033	532	501	94.2	3,046	1,351	1,695	125.5
Merger and acquisition expenses		1,653	(1,653)	(100.0)	11	2,970	(2,959)	(99.6)
Amortization of intangibles	705	674	31	4.6	2,122	1,736	386	22.2
Amortization of mortgage servicing rights				0.0		436	(436)	(100.0)
Electronic banking expense	682	495	187	37.8	2,038	1,468	570	38.8
Directors' fees	230	176	54	30.7	594	502	92	18.3
Due from bank service charges	119	142	(23)	(16.2)	378	335	43	12.8
FDIC and state assessment	1,062	908	154	17.0	3,213	2,792	421	15.1
Insurance	447	309	138	44.7	1,226	905	321	35.5
Legal and accounting	367	426	(59)	(13.8)	1,276	1,170	106	9.1
Mortgage servicing expense		4	(4)	(100.0)		164	(164)	(100.0)
Other professional fees	522	385	137	35.6	1,504	1,066	438	41.1
Operating supplies	260	226	34	15.0	871	619	252	40.7
Postage	243	167	76	45.5	730	481	249	51.8
Telephone	234	240	(6)	(2.5)	756	530	226	42.6
Other expense	2,394	1,208	1,186	98.2	6,709	3,363	3,346	99.5
Total non-interest expense	\$ 23,736	\$ 21,294	\$ 2,442	11.5%	\$ 71,453	\$ 58,839	\$ 12,614	21.4%

Non-interest expense increased \$2.4 million, or 11.5%, to \$23.7 million for the three-month period ended September 30, 2011, from \$21.3 million for the same period in 2010. Non-interest expense increased \$12.6 million, or 21.4%, to \$71.5 million for the nine-month period ended September 30, 2011, from \$58.8 million for the same period in 2010. Excluding the merger and acquisition expenses, non-interest expense increased \$15.6 million or 27.9%. This increase is primarily the result of the additional operating costs associated with the branch locations acquired from the FDIC-assisted transactions in during 2010 and the normal increase in cost of doing business. We acquired 37 branch locations since we began acquiring FDIC-assisted bank in March of 2010 closing one in 2010 and eight during the first nine months of 2011.

***Income Taxes***

The provision for income taxes increased \$3.0 million, or 65.5%, to \$7.6 million for the three-month period ended September 30, 2011, from \$4.6 million as of September 30, 2010. The provision for income taxes increased \$5.7 million, or 35.1%, to \$21.8 million for the nine-month period ended September 30, 2011, from \$16.1 million as of September 30, 2010. The effective income tax rate was 34.8% and 34.9% for the three-month and nine-month periods ended September 30, 2011, compared to 32.5% and 33.9% for the same periods in 2010. The primary cause of this increase is the result of our higher earnings at our marginal tax rate of 39.225%.

**Table of Contents**

**Financial Condition as of and for the Period Ended September 30, 2011 and December 31, 2010**

Our total assets as of September 30, 2011 decreased \$140.5 million, an annualized reduction of 5.0%, to \$3.62 billion from the \$3.76 billion reported as of December 31, 2010. Our loan portfolio not covered by loss share decreased by \$66.0 million, an annualized reduction of 4.7%, to \$1.83 billion as of September 30, 2011, from \$1.89 billion as of December 31, 2010. Our loan portfolio covered by loss share decreased by \$64.5 million, an annualized reduction of 15.0%, to \$511.3 million as of September 30, 2011, from \$575.8 million as of December 31, 2010. Stockholders' equity decreased \$13.8 million to \$463.1 million as of September 30, 2011, compared to \$476.9 million as of December 31, 2010. Common stockholders' equity was \$463.1 million at September 30, 2011 compared to \$427.5 million at December 31, 2010, an increase of \$35.7 million. The decrease in assets is primarily associated with historically low loan demand and payoffs in our non-covered and covered loan portfolios. The decrease in stockholders' equity is primarily associated with the Company repaying the TARP funds during the third quarter of 2011 offset by the \$49.1 million of comprehensive income less the \$6.6 million of dividends paid for 2011 and the \$5.5 million used to repurchase 250,000 shares of common stock. The annualized decline in stockholders' equity for the first nine months of 2011 was 3.9%.

***Loans Receivable Not Covered by Loss Share***

Our non-covered loan portfolio averaged \$1.81 billion and \$1.84 billion during the three-month and nine-month periods ended September 30, 2011. Non-covered loans were \$1.83 billion as of September 30, 2011, compared to \$1.89 billion as of December 31, 2010, an annualized decrease of 4.7%. The slowdown in loan growth from our historical expansion rates was not unexpected. Our customers have grown more cautious in this weaker economy.

The most significant components of the non-covered loan portfolio were commercial real estate, residential real estate, consumer, and commercial and industrial loans. These non-covered loans are primarily originated within our market areas of central Arkansas, north central Arkansas, southern Arkansas, the Florida Keys and southwest Florida, and are generally secured by residential or commercial real estate or business or personal property within our market areas. We have only made a limited amount of new loan originations within our central Florida and the Florida Panhandle markets entered into in 2010 as a result of our FDIC-assisted acquisitions. However, we did acquire \$23.3 million of non-covered loans located in the Florida Panhandle market during our 2010 FDIC acquisitions.

Certain credit markets have experienced difficult conditions and volatility during 2009, 2010 and the first nine months of 2011, particularly Florida. The Florida market currently is approximately 87.9% secured by real estate and 16.8% of our loan portfolio not covered by loss share.

**Table of Contents**

Table 7 presents our loan balances not covered by loss share by category as of the dates indicated.

**Table 7: Loan Portfolio Not Covered by Loss Share**

	As of September 30, 2011	As of December 31, 2010
	(In thousands)	
Real estate:		
Commercial real estate loans:		
Non-farm/non-residential	\$ 744,749	\$ 805,635
Construction/land development	366,926	348,768
Agricultural	26,683	26,798
Residential real estate loans:		
Residential 1-4 family	353,110	371,381
Multifamily residential	59,974	59,319
Total real estate	1,551,442	1,611,901
Consumer	40,225	51,642
Commercial and industrial	170,695	184,014
Agricultural	35,238	16,549
Other	28,773	28,268
Loans receivable not covered by loss share	\$ 1,826,373	\$ 1,892,374

*Non-Covered Commercial Real Estate Loans.* We originate non-farm and non-residential loans (primarily secured by commercial real estate), construction/land development loans, and agricultural loans, which are generally secured by real estate located in our market areas. Our commercial mortgage loans are generally collateralized by first liens on real estate and amortized over a 15 to 25 year period with balloon payments due at the end of one to five years. These loans are generally underwritten by assessing cash flow (debt service coverage), primary and secondary source of repayment, the financial strength of any guarantor, the strength of the tenant (if any), the borrower's liquidity and leverage, management experience, ownership structure, economic conditions and industry specific trends and collateral. Generally, we will loan up to 85% of the value of improved property, 65% of the value of raw land and 75% of the value of land to be acquired and developed. A first lien on the property and assignment of lease is required if the collateral is rental property, with second lien positions considered on a case-by-case basis.

As of September 30, 2011, non-covered commercial real estate loans totaled \$1.14 billion, or 62.3% of our non-covered loan portfolio, compared to \$1.18 billion, or 62.4% of our non-covered loan portfolio, as of December 31, 2010. This decrease is primarily related to normal loan pay downs combined with limited loan demand. Florida non-covered commercial real estate loans are approximately 10.1% of our non-covered loan portfolio.

*Non-Covered Residential Real Estate Loans.* We originate one to four family, owner occupied residential mortgage loans generally secured by property located in our primary market area. The majority of our non-covered residential mortgage loans consist of loans secured by owner occupied, single family residences. Non-covered residential real estate loans generally have a loan-to-value ratio of up to 90%. These loans are underwritten by giving consideration to the borrower's ability to pay, stability of employment or source of income, debt-to-income ratio, credit history and loan-to-value ratio.

As of September 30, 2011, non-covered residential real estate loans totaled \$413.1 million, or 22.6% of our non-covered loan portfolio, compared to \$430.7 million, or 22.8% of our non-covered loan portfolio, as of December 31, 2010. This decrease is primarily related to normal loan pay downs combined with limited loan demand. Florida non-covered residential real estate loans are approximately 4.6% of our non-covered loan portfolio.

*Non-Covered Consumer Loans.* Our non-covered consumer loan portfolio is composed of secured and unsecured loans originated by our banks. The performance of consumer loans will be affected by the local and regional economy as well as the rates of personal bankruptcies, job loss, divorce and other individual-specific characteristics.

**Table of Contents**

As of September 30, 2011, our non-covered installment consumer loan portfolio totaled \$40.2 million, or 2.2% of our total non-covered loan portfolio, compared to the \$51.6 million, or 2.7% of our non-covered loan portfolio as of December 31, 2010. This decrease is associated with normal payoffs and pay downs combined with limited loan demand. Florida non-covered consumer loans are approximately 1.1% of our non-covered loan portfolio.

*Non-Covered Commercial and Industrial Loans.* Commercial and industrial loans are made for a variety of business purposes, including working capital, inventory, equipment and capital expansion. The terms for commercial loans are generally one to seven years. Commercial loan applications must be supported by current financial information on the borrower and, where appropriate, by adequate collateral. Commercial loans are generally underwritten by addressing cash flow (debt service coverage), primary and secondary sources of repayment, the financial strength of any guarantor, the borrower's liquidity and leverage, management experience, ownership structure, economic conditions and industry specific trends and collateral. The loan to value ratio depends on the type of collateral. Generally speaking, accounts receivable are financed at between 50% and 80% of accounts receivable less than 60 days past due. Inventory financing will range between 50% and 60% (with no work in process) depending on the borrower and nature of inventory. We require a first lien position for those loans.

As of September 30, 2011, non-covered commercial and industrial loans outstanding totaled \$170.7 million, or 9.3% of our non-covered loan portfolio, compared to \$184.0 million, or 9.7% of our non-covered loan portfolio, as of December 31, 2010. This decrease is primarily related to normal loan pay downs combined with limited loan demand. Florida non-covered commercial and industrial loans are approximately 0.63% of our non-covered loan portfolio.

***Total Loans Receivable***

**Table 8: Total Loans Receivable  
As of September 30, 2011**

	<b>Loans Receivable Not Covered by Loss Share</b>	<b>Loans Receivable Covered by FDIC Loss Share (In thousands)</b>	<b>Total  Loans Receivable</b>
Real estate:			
Commercial real estate loans			
Non-farm/non-residential	\$ 744,749	\$ 189,558	\$ 934,307
Construction/land development	366,926	117,143	484,069
Agricultural	26,683	3,413	30,096
Residential real estate loans			
Residential 1-4 family	353,110	158,701	511,811
Multifamily residential	59,974	9,010	68,984
Total real estate	1,551,442	477,825	2,029,267
Consumer	40,225	454	40,679
Commercial and industrial	170,695	32,183	202,878
Agricultural	35,238		35,238
Other	28,773	864	29,637
Total	\$ 1,826,373	\$ 511,326	\$ 2,337,699



**Table of Contents*****Non-Performing Assets Not Covered by Loss Share***

We classify our non-covered problem loans into three categories: past due loans, special mention loans and classified loans (accruing and non-accruing).

When management determines that a loan is no longer performing, and that collection of interest appears doubtful, the loan is placed on non-accrual status. Loans that are 90 days past due are placed on non-accrual status unless they are adequately secured and there is reasonable assurance of full collection of both principal and interest. Our management closely monitors all loans that are contractually 90 days past due, treated as special mention or otherwise classified or on non-accrual status.

Table 9 sets forth information with respect to our non-performing non-covered assets as of September 30, 2011 and December 31, 2010. As of these dates, all non-performing non-covered restructured loans are included in non-accrual non-covered loans.

**Table 9: Non-performing Assets Not Covered by Loss Share**

	<b>As of September 30, 2011</b>	<b>As of December 31, 2010</b>
	<b>(Dollars in thousands)</b>	
Non-accrual non-covered loans	\$ 25,373	\$ 48,924
Non-covered loans past due 90 days or more (principal or interest payments)	2,481	578
Total non-performing non-covered loans	27,854	49,502
Other non-performing non-covered assets		
Non-covered foreclosed assets held for sale, net	16,541	11,626
Other non-performing non-covered assets	222	77
Total other non-performing non-covered assets	16,763	11,703
Total non-performing non-covered assets	\$ 44,617	\$ 61,205
Allowance for loan losses to non-performing non-covered loans	195.69%	107.77%
Non-performing non-covered loans to total non-covered loans	1.53	2.62
Non-performing non-covered assets to total non-covered assets	1.55	2.08

Our non-performing non-covered loans are comprised of non-accrual non-covered loans and accruing non-covered loans that are contractually past due 90 days. Our bank subsidiary recognizes income principally on the accrual basis of accounting. When loans are classified as non-accrual, the accrued interest is charged off and no further interest is accrued, unless the credit characteristics of the loan improve. If a loan is determined by management to be uncollectible, the portion of the loan determined to be uncollectible is then charged to the allowance for loan losses. The Florida franchise contains approximately 69.1% and 52.7% of our non-performing non-covered loans as of September 30, 2011 and December 31, 2010, respectively.

Total non-performing non-covered loans improved to \$27.9 million as of September 30, 2011, compared to the \$49.5 million as of December 31, 2010. As of September 30, 2011 and December 31, 2010, non-performing non-covered loans are \$19.2 million and \$26.1 million in the Florida market, respectively.

During the first quarter we reached the end of the high season in the Florida Keys, and it was the best season in recent history in terms of tourism. As a result, we had several Keys credits that performed in a manner that we were able to return them onto an accruing basis in the first quarter, and this reduced our non-performing loans. In addition, through the completion of the legal process, we moved two Arkansas relationships in the first quarter from non-performing to non-covered foreclosed assets held for sale. The positive reduction of non-performing non-covered

loans in the first quarter was \$16.0 million. We have continued to experience improvement in non-performing loans and non-performing assets in the second and third quarters of 2011.

## **Table of Contents**

While we believe our allowance for loan losses is adequate at September 30, 2011, as additional facts become known about relevant internal and external factors that affect loan collectability and our assumptions, it may result in us making additions to the provision for loan losses during the fourth quarter of 2011 or during 2012.

Restructuring of a debt constitutes a troubled debt restructuring (TDR) if the Company, for economic or legal reasons related to the debtor's financial difficulties, grants a concession to the debtor that it would not otherwise consider. Common concessions granted to borrowers include interest rate and/or term modifications. As a result, the Bank will work with the borrower to prevent further difficulties, and ultimately to improve the likelihood of recovery on the loan.

A loan modification does not result in a TDR unless the borrower is in financial difficulty and a concession has been granted. In determining whether a concession has been granted, the Company takes into account the extent to which the nature and amount of any additional collateral or guarantees received as part of the modifications do not serve as adequate compensation for other terms of the restructuring. If the additional collateral or guarantees received adequately compensate the Company for the concessions granted, the loan is not classified as a TDR.

In this current real estate crisis that the nation in general and Florida in particular has been experiencing, it has become more common to restructure or modify the terms of certain loans under certain conditions. In those circumstances it may be beneficial to restructure the terms of a loan and work with the borrower for the benefit of both parties, versus forcing the property into foreclosure and having to dispose of it in an unfavorable and depressed real estate market. Only non-performing restructured loans are included in our non-performing non-covered loans. As of September 30, 2011, we had \$51.4 million of non-covered restructured loans that are in compliance with the modified terms and are not reported as past due or non-accrual in Table 9. Our Florida market contains \$29.7 million of these non-covered restructured loans.

To facilitate this process, a loan modification that might not otherwise be considered may be granted resulting in classification as a troubled debt restructuring. These loans can involve loans remaining on non-accrual, moving to non-accrual, or continuing on an accrual status, depending on the individual facts and circumstances of the borrower. Generally, a non-accrual loan that is restructured remains on non-accrual for a period of six months to demonstrate that the borrower can meet the restructured terms. However, performance prior to the restructuring, or significant events that coincide with the restructuring, are considered in assessing whether the borrower can pay the new terms and may result in the loan being returned to an accrual status after a shorter performance period. If the borrower's ability to meet the revised payment schedule is not reasonably assured, the loan will remain in a nonaccrual status.

The majority of the Bank's loan modifications relate to commercial lending and involve reducing the interest rate, changing from a principal and interest payment to interest-only, a lengthening of the amortization period, or a combination of some or all of the three. In addition, it is common for the Bank to seek additional collateral or guarantor support when modifying a loan. The Bank continues to work with borrowers who are experiencing financial difficulties, 91.2% and 82.2% of all restructured loans are performing to the terms of the restructure as of September 30, 2011 and December 31, 2010, respectively.

Total foreclosed assets held for sale not covered by loss share were \$16.5 million as of September 30, 2011, compared to \$11.6 million as of December 31, 2010, for an increase of \$4.9 million. The foreclosed assets held for sale not covered by loss share are comprised of \$4.9 million of assets located in Florida with the remaining \$11.6 million of assets located in Arkansas. During 2011, we have only had three large foreclosed properties greater than \$1.0 million. We had one large foreclosed housing development loan in the Florida Keys, one large multi-family property in central Arkansas and currently have one large development loan in northwest Arkansas in foreclosure.

During April 2011, we sold the large foreclosed housing development in the Florida Keys. The carrying value of this non-covered property was \$4.0 million, and it sold for \$2.8 million resulting in a \$1.2 million loss for the second quarter of 2011.

**Table of Contents**

During September 2011, we sold the large multi-family property in central Arkansas that was placed in foreclosed assets during the second quarter of 2011. The carrying value of this non-covered property was \$3.7 million, and it sold for \$5.7 million. Because this property was settled within 90 days of foreclosure, the \$2.0 million difference is reflected as a recovery in the allowance for loan losses.

The large development loan in northwest Arkansas was moved into foreclosed assets during the first quarter of 2011. The carrying value of this non-covered foreclosed property is \$3.6 million.

The losses on these loans were addressed during the fourth quarter of 2010. No additional charge-offs were needed when these loans were moved into foreclosed assets during 2011. The Company does not currently anticipate any additional losses on these properties. No other foreclosed assets held for sale not covered by loss share have a carrying value greater than \$1.0 million.

At September 30, 2011, total foreclosed assets held for sale were \$48.7 million. Table 10 shows the summary of foreclosed assets held for sale as of September 30, 2011.

**Table 10: Total Foreclosed Assets Held For Sale**

	September 30, 2011		
	Not Covered by Loss Share	Covered by FDIC  Loss Share (In thousands)	Total
Commercial real estate loans			
Non-farm/non-residential	\$ 7,779	\$ 8,258	\$ 16,037
Construction/land development	5,631	13,914	19,545
Agriculture		599	599
Residential real estate loans			
Residential 1-4 family	3,131	9,412	12,543
Multifamily residential			
Total	\$ 16,541	\$ 32,183	\$ 48,724

If the non-accrual non-covered loans had been accruing interest in accordance with the original terms of their respective agreements, interest income of approximately \$462,000 and \$616,000 for the three-month periods ended September 30, 2011 and 2010, respectively and \$1.8 million for both the nine-month periods ended September 30, 2011 and 2010, respectively would have been recorded. The interest income recognized on the non-covered non-accrual loans for the three-month and nine-month periods ended September 30, 2011 and 2010 was considered immaterial.

A loan is considered impaired when it is probable that we will not receive all amounts due according to the contracted terms of the loans. Impaired loans may include non-performing loans (loans past due 90 days or more and non-accrual loans) and certain other loans identified by management that are still performing. Additionally, all TDRs are considered impaired loans. As of September 30, 2011, average non-covered impaired loans were \$105.3 million compared to \$54.5 million as of September 30, 2010. As of September 30, 2011, non-covered impaired loans were \$118.4 million, compared to \$92.3 million as of December 31, 2010, for an increase of \$26.1 million. This increase is the result of the underlying value of collateral on non-covered loans continuing to deteriorate in the current unfavorable economic conditions, particularly in the fourth quarter of 2010. As of September 30, 2011, our Florida market accounted for \$52.7 million of the non-covered impaired loans.

**Table of Contents**

We evaluated loans purchased in conjunction with the acquisitions of Old Southern, Key West and Coastal-Bayside, Wakulla and Gulf State for impairment in accordance with the provisions of FASB ASC Topic 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality*. Purchased covered loans are considered impaired if there is evidence of credit deterioration since origination and if it is probable that not all contractually required payments will be collected. All loans acquired in these six transactions were deemed to be covered impaired loans. These loans were not classified as nonperforming assets at September 30, 2011, as the loans are accounted for on a pooled basis and the pools are considered to be performing. Therefore, interest income, through accretion of the difference between the carrying amount of the loans and the expected cash flows, is being recognized on all purchased impaired loans.

Non-performing loans and impaired loans are defined differently. Some loans may be included in both categories.

***Past Due and Non-Accrual Loans***

Table 11 shows the summary non-accrual loans as of September 30, 2011:

**Table 11: Total Non-Accrual Loans**

	September 30, 2011		
	Not Covered by Loss Share	Covered by FDIC  Loss Share (In thousands)	Total
Non-accrual loans			
Commercial real estate loans			
Non-farm/non-residential	\$ 5,028	\$	\$ 5,028
Construction/land development	1,702		1,702
Agricultural	939		939
Residential real estate loans			
Residential 1-4 family	14,033		14,033
Multifamily residential			
Total real estate	21,702		21,702
Consumer	1,823		1,823
Commercial and industrial	1,808		1,808
Agricultural			
Other	40		40
Total non-accrual loans	\$ 25,373	\$	\$ 25,373

Table 12 shows the summary of accruing past due loans 90 days or more as of September 30, 2011:

**Table of Contents****Table 12: Total Loans Accruing Past Due 90 Days or More**

	September 30, 2011		
	Not Covered by Loss Share	Covered by FDIC Loss Share (In thousands)	Total
Non-accrual loans			
Commercial real estate loans			
Non-farm/non-residential	\$	\$ 30,894	\$ 30,894
Construction/land development	50	48,823	48,873
Agricultural		335	335
Residential real estate loans			
Residential 1-4 family	277	37,618	37,895
Multifamily residential			
Total real estate	327	117,670	117,997
Consumer	105	232	337
Commercial and industrial		5,942	5,942
Agricultural			
Other	2,049	30	2,079
Total loans past due 90 days or more	\$ 2,481	\$ 123,874	\$ 126,355

The Company's total past due and non-accrual covered loans to total covered loans was 24.2% as of September 30, 2011.

***Allowance for Loan Losses***

*Overview.* The allowance for loan losses is maintained at a level which our management believes is adequate to absorb all probable losses on loans in the loan portfolio. The amount of the allowance is affected by: (i) loan charge-offs, which decrease the allowance; (ii) recoveries on loans previously charged off, which increase the allowance; and (iii) the provision of possible loan losses charged to income, which increases the allowance. In determining the provision for possible loan losses, it is necessary for our management to monitor fluctuations in the allowance resulting from actual charge-offs and recoveries and to periodically review the size and composition of the loan portfolio in light of current and anticipated economic conditions. If actual losses exceed the amount of allowance for loan losses, our earnings could be adversely affected.

As we evaluate the allowance for loan losses, we categorize it as follows: (i) specific allocations; (ii) allocations for classified assets with no specific allocation; (iii) general allocations for each major loan category; and (iv) miscellaneous allocations.

*Specific Allocations.* As a general rule, if a specific allocation is warranted, it is the result of an analysis of a previously classified credit or relationship. Typically, when it becomes evident through the payment history or a financial statement review that a loan or relationship is no longer supported by the cash flows of the asset and/or borrower and has become collateral dependent, we will use appraisals or other collateral analysis to determine if collateral impairment has occurred. The amount or likelihood of loss on this credit may not yet be evident, so a charge-off would not be prudent. However, if the analysis indicates that an impairment has occurred, then a specific allocation will be determined for this loan. If our existing appraisal is outdated or the collateral has been subject to significant market changes, we will obtain a new appraisal for this impairment analysis. The majority of the Company's impaired loans are collateral dependent at the present time, so third-party appraisals were used to

determine the necessary impairment for these loans. Cash flow available to service debt was used for the other impaired loans. This analysis is performed each quarter in connection with the preparation of the analysis of the adequacy of the allowance for loan losses, and if necessary, adjustments are made to the specific allocation provided for a particular loan.

**Table of Contents**

For collateral dependent loans, we do not consider an appraisal outdated simply due to the passage of time. However, if market or other conditions have deteriorated and we believe that the current market value of the property is not within approximately 20% of the appraised value, we will consider the appraisal outdated and order a new appraisal for the impairment analysis. The recognition of any provision or related charge-off on a collateral dependent loan is either through annual credit analysis or, many times, when the relationship becomes delinquent. If the borrower is not current, we will update our credit and cash flow analysis to determine the borrower's repayment ability. If we determine this ability does not exist and it appears that the collection of the entire principal and interest is not likely, then the loan could be placed on non-accrual status. In any case, loans are classified as non-accrual no later than 105 days past due. If the loan requires a quarterly impairment analysis, this analysis is completed in conjunction with the completion of the analysis of the adequacy of the allowance for loan losses. Any exposure identified through the impairment analysis is shown as a specific reserve on the individual impairment. If it is determined that a new appraisal is required, it is ordered and will be taken into consideration during the next completion of the impairment analysis.

Between the receipt of the original appraisal and the updated appraisal, we monitor the loan's repayment history and subject the loan to examination by our internal loan review. If the loan is over \$1.0 million, our policy requires an annual credit review. In addition, we update all financial information and calculate the global repayment ability of the borrower/guarantors.

In estimating the net realizable value of the collateral, management may deem it appropriate to discount the appraisal based on the applicable circumstances. In such case, the amount charged off may result in loan principal outstanding being below fair value as presented in the appraisal.

As a general rule, when it becomes evident that the full principal and accrued interest of a loan may not be collected, or by law at 105 days past due, we will reflect that loan as nonperforming. It will remain nonperforming until it performs in a manner that it is reasonable to expect that we will collect the full principal and accrued interest.

When the amount or likelihood of a loss on a loan has been determined, a charge-off should be taken in the period it is determined. If a partial charge-off occurs, the quarterly impairment analysis will determine if the loan is still impaired, and thus continues to require a specific allocation.

*Allocations for Criticized and Classified Assets not Individually Evaluated for Impairment.* We establish allocations for loans rated special mention through loss in accordance with the guidelines established by the regulatory agencies. A percentage rate is applied to each loan category to determine the level of dollar allocation.

*General Allocations.* We establish general allocations for each major loan category. This section also includes allocations to loans, which are collectively evaluated for loss such as residential real estate, commercial real estate, consumer loans and commercial and industrial loans. The allocations in this section are based on a historical review of loan loss experience and past due accounts. We give consideration to trends, changes in loan mix, delinquencies, prior losses, and other related information.

*Miscellaneous Allocations.* Allowance allocations other than specific, classified, and general are included in our miscellaneous section.

*Charge-offs and Recoveries.* Total charge-offs increased to \$6.4 million for the three months ended September 30, 2011, compared to \$3.0 million for the same period in 2010. Total charge-offs decreased to \$9.6 million for the nine months ended September 30, 2011, compared to \$10.8 million for the same period in 2010.

The third quarter of 2011 charge-offs primarily represent loans which had already been fully reserved with specific reserve allocations. More specifically, in the third quarter we charged off approximately \$5.3 million on loans that were eligible for a specific reserve and the allocation on those loans totaled approximately \$7.0 million.



**Table of Contents**

Total recoveries increased to \$4.1 million for the three months ended September 30, 2011, compared to \$217,000 for the same period in 2010. Total recoveries increased to \$9.5 million for the nine months ended September 30, 2011, compared to \$1.8 million for the same period in 2010. For the three months ended September 30, 2011, the net charge-offs were \$708,000 for Arkansas and net charge-offs were \$1.6 million for Florida. For the nine months ended September 30, 2011, the net recoveries were \$2.7 million for Arkansas and net charge-offs were \$2.7 million for Florida. During 2011, we have had four large recoveries greater than \$1.0 million related to debt settlement. These recoveries range from \$1.3 million to \$3.0 million and total \$7.7 million of the \$9.5 million recovered during 2011.

The charge-offs, recoveries and net charge-offs are reflective of the proactive stance we take on asset quality issues.

We have not charged off an amount less than what was determined to be the fair value of the collateral as presented in the appraisal for any period presented. Loans partially charged-off are placed on non-accrual status until it is proven that the borrower's repayment ability with respect to the remaining principal balance can be reasonably assured. This is usually established over a period of 6-12 months of timely payment performance.

See Note 4 Loans Receivable Not Covered by Loss Share and Allowance for Loan Losses to the Consolidated Financial Statements for an analysis of the allowance for loan losses.

*Allocated Allowance for Loan Losses.* We use a risk rating and specific reserve methodology in the calculation and allocation of our allowance for loan losses. While the allowance is allocated to various loan categories in assessing and evaluating the level of the allowance, the allowance is available to cover charge-offs incurred in all loan categories. Because a portion of our portfolio has not matured to the degree necessary to obtain reliable loss data from which to calculate estimated future losses, the unallocated portion of the allowance is an integral component of the total allowance. Although unassigned to a particular credit relationship or product segment, this portion of the allowance is vital to safeguard against the imprecision inherent in estimating credit losses.

The changes for the period ended September 30, 2011 and the year ended December 31, 2010 in the allocation of the allowance for loan losses for the individual types of loans are primarily associated with changes in the ASC 310 calculations, both individual and aggregate, and changes in the ASC 450 calculations. These calculations are affected by changes in individual loan impairments, changes in asset quality, net charge-offs during the period and normal changes in the outstanding loan portfolio, as well any changes to the general allocation factors due to changes within the actual characteristics of the loan portfolio.

**Table of Contents**

Table 13 presents the allocation of allowance for loan losses as of September 30, 2011 and December 31, 2010.

**Table 13: Allocation of Allowance for Loan Losses**

	<b>As of September 30, 2011</b>		<b>As of December 31, 2010</b>	
	<b>Allowance Amount</b>	<b>% of loans(1)</b>	<b>Allowance Amount</b>	<b>% of loans(1)</b>
	<b>(Dollars in thousands)</b>			
Real estate:				
Commercial real estate loans:				
Non-farm/non-residential	\$ 22,213	40.8%	\$ 16,874	42.6%
Construction/land development	8,043	20.1	12,002	18.5
Agricultural	582	1.5	373	1.4
Residential real estate loans:				
Residential 1-4 family	9,763	19.3	11,065	19.6
Multifamily residential	3,065	3.3	3,232	3.1
Total real estate	43,666	85.0	43,546	85.2
Consumer	1,669	2.2	815	2.7
Commercial and industrial	6,436	9.3	6,357	9.7
Agricultural	323	1.9	207	0.9
Other		1.6		1.5
Unallocated	2,414		2,423	
Total	\$ 54,508	100.0%	\$ 53,348	100.0%

(1) Percentage of loans in each category to loans receivable not covered by loss share.

***Investments and Securities***

Our securities portfolio is the second largest component of earning assets and provides a significant source of revenue. Securities within the portfolio are classified as held-to-maturity, available-for-sale, or trading based on the intent and objective of the investment and the ability to hold to maturity. Fair values of securities are based on quoted market prices where available. If quoted market prices are not available, estimated fair values are based on quoted market prices of comparable securities. As of September 30, 2011, we had no held-to-maturity or trading securities.

Securities available-for-sale are reported at fair value with unrealized holding gains and losses reported as a separate component of stockholders' equity as other comprehensive income. Securities that are held as available-for-sale are used as a part of our asset/liability management strategy. Securities may be sold in response to interest rate changes, changes in prepayment risk, the need to increase regulatory capital, and other similar factors are classified as available for sale. Available-for-sale securities were \$610.5 million as of September 30, 2011, compared to \$469.9 million as of December 31, 2010. The estimated effective duration of our securities portfolio was 1.7 years as of September 30, 2011.

As of September 30, 2011, \$130.3 million, or 21.3%, of our available-for-sale securities were invested in mortgage-backed securities, compared to \$116.1 million, or 24.7%, of our available-for-sale securities as of December 31, 2010. To reduce our income tax burden, \$166.2 million, or 27.2%, of our available-for-sale securities portfolio as of September 30, 2011, was primarily invested in tax-exempt obligations of state and political subdivisions, compared to \$153.7 million, or 32.7%, of our available-for-sale securities as of December 31, 2010. Also, we had approximately \$299.8 million, or 49.1%, invested in obligations of U.S. Government-sponsored enterprises as of September 30, 2011, compared to \$197.3 million, or 42.0%, of our available-for-sale securities as of December 31, 2010.



## **Table of Contents**

Certain investment securities are valued at less than their historical cost. These declines are primarily the result of the rate for these investments yielding less than current market rates. Based on evaluation of available evidence, we believe the declines in fair value for these securities are temporary. It is our intent to hold these securities to recovery. Should the impairment of any of these securities become other than temporary, the cost basis of the investment will be reduced and the resulting loss recognized in net income in the period the other than temporary impairment is identified.

See Note 3 Investment Securities to the Consolidated Financial Statements for the carrying value and fair value of investment securities.

### ***Deposits***

Our deposits averaged \$2.88 billion and \$2.90 billion for the three-month and nine-month periods ended September 30, 2011, respectively. Total deposits decreased \$76.7 million, or a decrease of 3.5%, to \$2.89 billion as of September 30, 2011, from \$2.96 billion as of December 31, 2010. Deposits are our primary source of funds. We offer a variety of products designed to attract and retain deposit customers. Those products consist of checking accounts, regular savings deposits, NOW accounts, money market accounts and certificates of deposit. Deposits are gathered from individuals, partnerships and corporations in our market areas. In addition, we obtain deposits from state and local entities and, to a lesser extent, U.S. Government and other depository institutions.

Our policy also permits the acceptance of brokered deposits. As of September 30, 2011 and December 31, 2010, brokered deposits were \$112.9 million and \$98.9 million, respectively. Included in these brokered deposits are \$51.5 million and \$51.3 million of Certificate of Deposit Account Registry Service (CDARS) as of September 30, 2011 and December 31, 2010, respectively. CDARS are deposits we have swapped our customer with other institutions. This gives our customer the potential for FDIC insurance of up to \$50 million.

The interest rates paid are competitively priced for each particular deposit product and structured to meet our funding requirements. We will continue to manage interest expense through deposit pricing. We may allow higher rate deposits to run off during this current period of limited loan demand. We believe that additional funds can be attracted and deposit growth can be realized through deposit pricing if we experience increased loan demand or other liquidity needs.

The Federal Reserve Board sets various benchmark rates, including the Federal Funds rate, and thereby influences the general market rates of interest, including the deposit and loan rates offered by financial institutions. The Federal Funds rate, which is the cost to banks of immediately available overnight funds, began in 2008 at 4.25%. During 2008, the rate decreased by 75 basis points on January 22, 2008, 50 basis points on January 30, 2008, 75 basis points on March 18, 2008, 25 basis points on April 30, 2008 and 50 basis points to a rate of 1.50% as of October 8, 2008. The rate continued to fall 50 basis points on October 29, 2008 and 75 to 100 basis points to a low of 0.25% to 0% on December 16, 2008, where the rate has remained.

**Table of Contents**

Table 14 reflects the classification of the average deposits and the average rate paid on each deposit category, which is in excess of 10 percent of average total deposits, for the three-month and nine-month periods ended September 30, 2011 and 2010.

**Table 14: Average Deposit Balances and Rates**

	Three Months Ended September 30,			
	2011	Average	2010	
	Average	Rate	Average	Average Rate
	Amount	Paid	Amount	Paid
	(Dollars in thousands)			
Non-interest-bearing transaction accounts	\$ 464,761	%	\$ 346,105	%
Interest-bearing transaction accounts	991,807	0.44	809,717	0.63
Savings deposits	134,939	0.33	82,515	0.46
Time deposits:				
\$100,000 or more	758,804	1.33	706,707	1.41
Other time deposits	530,115	1.40	504,844	1.90
Total	\$ 2,880,426	0.78%	\$ 2,449,888	1.02%

  

	Nine Months Ended September 30,			
	2011	Average	2010	
	Average	Rate	Average	Average Rate
	Amount	Paid	Amount	Paid
	(Dollars in thousands)			
Non-interest-bearing transaction accounts	\$ 437,964	%	\$ 330,238	%
Interest-bearing transaction accounts	990,613	0.49	761,305	0.62
Savings deposits	129,666	0.40	75,876	0.44
Time deposits:				
\$100,000 or more	794,364	1.27	573,766	1.70
Other time deposits	551,883	1.53	453,666	1.89
Total	\$ 2,904,490	0.82%	\$ 2,194,851	1.07%

***Securities Sold Under Agreements to Repurchase***

We enter into short-term purchases of securities under agreements to resell (resale agreements) and sales of securities under agreements to repurchase (repurchase agreements) of substantially identical securities. The amounts advanced under resale agreements and the amounts borrowed under repurchase agreements are carried on the balance sheet at the amount advanced. Interest incurred on repurchase agreements is reported as interest expense. Securities sold under agreements to repurchase decreased \$12.1 million, or 21.6%, from \$74.5 million as of December 31, 2010 to \$62.4 million as of September 30, 2011.

**Table of Contents*****FHLB Borrowed Funds***

Our FHLB borrowed funds were \$142.9 million and \$177.3 million at September 30, 2011 and December 31, 2010, respectively. All of the outstanding balance for September 30, 2011 and December 31, 2010 were issued as long-term advances. Our remaining FHLB borrowing capacity was \$472.0 million and \$383.6 million as of September 30, 2011 and December 31, 2010, respectively. Expected maturities will differ from contractual maturities, because FHLB may have the right to call or prepay certain obligations.

***Subordinated Debentures***

Subordinated debentures, which consist of guaranteed payments on trust preferred securities, were \$44.3 million as of September 30, 2011 and December 31, 2010.

The trust preferred securities are tax-advantaged issues that qualify for Tier 1 capital treatment subject to certain limitations. Distributions on these securities are included in interest expense. Each of the trusts is a statutory business trust organized for the sole purpose of issuing trust securities and investing the proceeds in our subordinated debentures, the sole asset of each trust. The trust preferred securities of each trust represent preferred beneficial interests in the assets of the respective trusts and are subject to mandatory redemption upon payment of the subordinated debentures held by the trust. We wholly own the common securities of each trust. Each trust's ability to pay amounts due on the trust preferred securities is solely dependent upon our making payment on the related subordinated debentures. Our obligations under the subordinated securities and other relevant trust agreements, in aggregate, constitute a full and unconditional guarantee by us of each respective trust's obligations under the trust securities issued by each respective trust.

Presently, the funds raised from the trust preferred offerings qualify as Tier 1 capital for regulatory purposes, subject to the applicable limit, with the balance qualifying as Tier 2 capital.

The Company holds \$41.2 million of trust preferred securities which are currently callable without penalty based on the terms of the specific agreements. The 2009 agreement between the Company and the Treasury limited our ability to retire any of our qualifying capital. As a result, of the Company repurchasing in July 2011 all 50,000 shares of its Series A preferred stock which the Company issued to the Treasury this limitation has been removed.

***Stockholders' Equity***

Stockholders' equity was \$463.1 million at September 30, 2011 compared to \$476.9 million at December 31, 2010, a decrease of 3.9%. As of September 30, 2011 and December 31, 2010 our equity to asset ratio was 12.8% and 11.4%, respectively. Book value per share was \$16.39 at September 30, 2011 compared to \$15.02 at December 31, 2010.

**Common Stock Cash Dividends.** We declared cash dividends on our common stock of \$0.08 and 0.0545 per share for the three-month periods ended September 30, 2011 and 2010 and \$0.189 and \$0.163 per share for the nine-month periods ended September 30, 2011 and 2010, respectively. The common stock dividend payout ratio for the nine months ended September 30, 2011 and 2010 was 13.2% and 14.7%, respectively. The 2009 agreement between the Company and the Treasury limited the payment of dividends on the Common Stock to a quarterly cash dividend of not more than \$0.0545 per share. As a result of the Company repurchasing all 50,000 shares of its Series A Preferred Stock in July 2011, which the Company issued to the Treasury, this limitation has been removed.

**Stock Repurchase Program.** During the third quarter of 2011, the Company utilized a small portion of its previously approved stock repurchase program. This program authorized the repurchase of 1,188,000 shares of the Company's common stock. For the period beginning August 8, 2011 and ending September 30, 2011, the Company repurchased a total of 250,000 shares with a weighted average stock price of \$22.15. The Company believes the stock repurchased at this price is an excellent investment. The repurchased shares will be used to fulfill a proposed future restricted stock award program for the Company's management team. The third quarter earnings were used to fund this repurchase.

**Table of Contents****Liquidity and Capital Adequacy Requirements**

*Risk-Based Capital.* We as well as our bank subsidiary are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and other discretionary actions by regulators that, if enforced, could have a direct material effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. Our capital amounts and classifications are also subject to qualitative judgments by the regulators as to components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require us to maintain minimum amounts and ratios (set forth in the table below) of total and Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets. Management believes that, as of September 30, 2011 and December 31, 2010, we met all regulatory capital adequacy requirements to which we were subject.

Table 15 presents our risk-based capital ratios as of September 30, 2011 and December 31, 2010.

**Table 15: Risk-Based Capital**

	<b>As of September 30, 2011</b>	<b>As of December 31, 2010</b>
	<b>(Dollars in thousands)</b>	
Tier 1 capital		
Stockholders' equity	\$ 463,139	\$ 476,925
Qualifying trust preferred securities	43,000	43,000
Goodwill and core deposit intangibles, net	(67,745)	(69,609)
Unrealized (gain) loss on available-for-sale securities	(8,786)	(301)
Total Tier 1 capital	429,608	450,015
Tier 2 capital		
Qualifying allowance for loan losses	33,399	33,948
Total Tier 2 capital	33,399	33,948
Total risk-based capital	\$ 463,007	\$ 483,963
Average total assets for leverage ratio	\$ 3,560,601	\$ 3,703,818
Risk weighted assets	\$ 2,650,816	\$ 2,696,406
Ratios at end of period		
Leverage ratio	12.07%	12.15%
Tier 1 risk-based capital	16.21	16.69
Total risk-based capital	17.47	17.95
Minimum guidelines		
Leverage ratio	4.00%	4.00%
Tier 1 risk-based capital	4.00	4.00
Total risk-based capital	8.00	8.00

As of the most recent notification from regulatory agencies, our bank subsidiary was well-capitalized under the regulatory framework for prompt corrective action. To be categorized as well-capitalized, our banking subsidiary and

we must maintain minimum leverage, Tier 1 risk-based capital, and total risk-based capital ratios as set forth in the table. There are no conditions or events since that notification that we believe have changed the bank subsidiary's category.



**Table of Contents*****Non-GAAP Financial Measurements***

We had \$69.0 million, \$71.1 million, and \$68.1 million total goodwill, core deposit intangibles and other intangible assets as of September 30, 2011, December 31, 2010 and September 30, 2010, respectively. Because of our level of intangible assets and related amortization expenses, management believes diluted earnings per share excluding intangible amortization, tangible book value per common share, return on average assets excluding intangible amortization, return on average tangible common equity excluding intangible amortization and tangible common equity to tangible assets are useful in evaluating our company. These calculations, which are similar to the GAAP calculation of diluted earnings per share, book value, return on average assets, return on average common equity, and common equity to assets, are presented in Tables 16 through 20, respectively.

**Table 16: Diluted Earnings Per Share Excluding Intangible Amortization**

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
	<b>(In thousands, except per share data)</b>			
GAAP net income available to common stockholders	\$ 13,824	\$ 8,890	\$ 38,746	\$ 29,388
Intangible amortization after-tax	429	410	1,290	1,055
Earnings available to common stockholders excluding intangible amortization	\$ 14,253	\$ 9,300	\$ 40,036	\$ 30,443
GAAP diluted earnings per common share	\$ 0.48	\$ 0.31	\$ 1.35	\$ 1.03
Intangible amortization after-tax	0.02	0.02	0.05	0.04
Diluted earnings per common share excluding intangible amortization	\$ 0.50	\$ 0.33	\$ 1.40	\$ 1.07

**Table 17: Tangible Book Value Per Share**

	<b>As of September 30, 2011</b>	<b>As of December 31, 2010</b>
	<b>(Dollars in thousands, except per share data)</b>	
Book value per common share: A/B	\$ 16.39	\$ 15.02
Tangible book value per common share: (A-C-D)/B	13.95	12.52
(A) Total common equity	\$ 463,139	\$ 427,469
(B) Common shares outstanding	28,259	28,452
(C) Goodwill	59,663	59,663
(D) Core deposit and other intangibles	9,325	11,447

**Table of Contents****Table 18: Return on Average Assets Excluding Intangible Amortization**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
	(Dollars in thousands)			
Return on average assets: A/C	1.56%	1.15%	1.48%	1.38%
Return on average assets excluding intangible amortization: B/(C-D)	1.64	1.22	1.55	1.46
(A) Net income available to all stockholders	\$ 14,312	\$ 9,560	\$ 40,574	\$ 31,398
Intangible amortization after-tax	429	410	1,290	1,055
(B) Earnings excluding intangible amortization	\$ 14,741	\$ 9,970	\$ 41,864	\$ 32,453
(C) Average assets	\$ 3,628,346	\$ 3,301,736	\$ 3,674,900	\$ 3,039,344
(D) Average goodwill, core deposits and other intangible assets	69,333	65,584	70,031	61,151

**Table 19: Return on Average Tangible Common Equity Excluding Intangible Amortization**

	Three Months Ended September 30, 2011		Nine Months Ended September 30, 2011	
	2010		2010	
	(Dollars in thousands)			
Return on average common equity: A/C	12.00%	7.81%	11.67%	9.06%
Return on average tangible common equity excluding intangible amortization: B/(C-D)	14.59	9.55	14.32	10.92
(A) Net income available to common stockholders	\$ 13,824	\$ 8,890	\$ 38,746	\$ 29,388
(B) Earnings available to common stockholders excluding intangible amortization	14,253	9,300	40,036	30,443
(C) Average common equity	456,974	451,767	443,784	433,719
(D) Average goodwill, core deposits and other intangible assets	69,333	65,584	70,031	61,151

**Table 20: Tangible Common Equity to Tangible Assets**

	<b>As of September 30, 2011</b>	<b>As of December 31, 2010</b>
	<b>(Dollars in thousands)</b>	
Equity to assets: B/A	12.79%	12.68%
Common equity to assets: C/A	12.79	11.36
Tangible common equity to tangible assets: (C-D-E)/(A-D-E)	11.09	9.65
(A) Total assets	\$ 3,622,166	\$ 3,762,646
(B) Total equity	463,139	476,925
(C) Total common equity	463,139	427,469
(D) Goodwill	59,663	59,663
(E) Core deposit and other intangibles	9,325	11,447



**Table of Contents**

**Recently Issued Accounting Pronouncements**

See Note 18 to the Consolidated Financial Statements for a discussion of certain recently issued and recently adopted accounting pronouncements.

**Item 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

***Liquidity and Market Risk Management***

*Liquidity Management.* Liquidity refers to the ability or the financial flexibility to manage future cash flows to meet the needs of depositors and borrowers and fund operations. Maintaining appropriate levels of liquidity allows us to have sufficient funds available for reserve requirements, customer demand for loans, withdrawal of deposit balances and maturities of deposits and other liabilities. Our primary source of liquidity at our holding company is dividends paid by our bank subsidiary. Applicable statutes and regulations impose restrictions on the amount of dividends that may be declared by our bank subsidiary. Further, any dividend payments are subject to the continuing ability of the bank subsidiary to maintain compliance with minimum federal regulatory capital requirements and to retain its characterization under federal regulations as a well-capitalized institution.

Our bank subsidiary has potential obligations resulting from the issuance of standby letters of credit and commitments to fund future borrowings to our loan customers. Many of these obligations and commitments to fund future borrowings to our loans customers are expected to expire without being drawn upon, therefore the total commitment amounts do not necessarily represent future cash requirements affecting our liquidity position.

Liquidity needs can be met from either assets or liabilities. On the asset side, our primary sources of liquidity include cash and due from banks, federal funds sold, available-for-sale investment securities and scheduled repayments and maturities of loans. We maintain adequate levels of cash and cash equivalents to meet our day-to-day needs. As of September 30, 2011, our cash and cash equivalents were \$152.8 million, or 4.2% of total assets, compared to \$287.5 million, or 7.6% of total assets, as of December 31, 2010. Our investment securities and federal funds sold were \$614.2 million as of September 30, 2011 and \$497.7 million as of December 31, 2010.

We may occasionally use our Fed funds lines of credit in order to temporarily satisfy short-term liquidity needs. We have Fed funds lines with three other financial institutions pursuant to which we could have borrowed up to \$35.0 million on an unsecured basis as of September 30, 2011 and December 31, 2010. These lines may be terminated by the respective lending institutions at any time.

We also maintain lines of credit with the Federal Home Loan Bank. Our FHLB borrowed funds were \$142.9 million and \$177.3 million at September 30, 2011 and December 31, 2010, respectively. All of the outstanding balances were issued as long-term advances. Our FHLB borrowing capacity was \$472.0 million and \$383.6 million as of September 30, 2011 and December 31, 2010.

We believe that we have sufficient liquidity to satisfy our current operations.

*Market Risk Management.* Our primary component of market risk is interest rate volatility. Fluctuations in interest rates will ultimately impact both the level of income and expense recorded on a large portion of our assets and liabilities, and the market value of all interest-earning assets and interest-bearing liabilities, other than those which possess a short term to maturity. We do not hold market risk sensitive instruments for trading purposes. The information provided should be read in connection with our audited consolidated financial statements.

*Asset/Liability Management.* Our management actively measures and manages interest rate risk. The asset/liability committees of the boards of directors of our holding company and bank subsidiary are also responsible for approving our asset/liability management policies, overseeing the formulation and implementation of strategies to improve balance sheet positioning and earnings, and reviewing our interest rate sensitivity position.

## **Table of Contents**

One of the tools that our management uses to measure short-term interest rate risk is a net interest income simulation model. This analysis calculates the difference between net interest income forecasted using base market rates and using a rising and a falling interest rate scenario. The income simulation model includes various assumptions regarding the re-pricing relationships for each of our products. Many of our assets are floating rate loans, which are assumed to re-price immediately, and proportional to the change in market rates, depending on their contracted index. Some loans and investments include the opportunity of prepayment (embedded options), and accordingly the simulation model uses indexes to estimate these prepayments and reinvest their proceeds at current yields. Our non-term deposit products re-price more slowly, usually changing less than the change in market rates and at our discretion.

This analysis indicates the impact of changes in net interest income for the given set of rate changes and assumptions. It assumes the balance sheet remains static and that its structure does not change over the course of the year. It does not account for all factors that impact this analysis, including changes by management to mitigate the impact of interest rate changes or secondary impacts such as changes to our credit risk profile as interest rates change.

Furthermore, loan prepayment rate estimates and spread relationships change regularly. Interest rate changes create changes in actual loan prepayment rates that will differ from the market estimates incorporated in this analysis. Changes that vary significantly from the assumptions may have significant effects on our net interest income.

*Interest Rate Sensitivity.* Our primary business is banking and the resulting earnings, primarily net interest income, are susceptible to changes in market interest rates. It is management's goal to maximize net interest income within acceptable levels of interest rate and liquidity risks.

A key element in the financial performance of financial institutions is the level and type of interest rate risk assumed. The single most significant measure of interest rate risk is the relationship of the repricing periods of earning assets and interest-bearing liabilities. The more closely the repricing periods are correlated, the less interest rate risk we assume. We use repricing gap and simulation modeling as the primary methods in analyzing and managing interest rate risk.

Gap analysis attempts to capture the amounts and timing of balances exposed to changes in interest rates at a given point in time. Our gap position as of September 30, 2011 was asset sensitive with a one-year cumulative repricing gap of 10.6%. During these periods, the amount of change our asset base realizes in relation to the total change in market interest rate exceeds that of the liability base.

We have a portion of our securities portfolio invested in mortgage-backed securities. Mortgage-backed securities are included based on their final maturity date. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

**Table of Contents**

Table 21 presents a summary of the repricing schedule of our interest-earning assets and interest-bearing liabilities (gap) as of September 30, 2011.

**Table 21: Interest Rate Sensitivity**

	Interest Rate Sensitivity Period							
	0-30 Days	31-90 Days	91-180 Days	181-365 Days	1-2 Years	2-5 Years	Over 5 Years	Total
(Dollars in thousands)								
Earning assets								
Interest-bearing deposits due from banks	\$ 104,053	\$	\$	\$	\$	\$	\$	\$ 104,053
Federal funds sold	3,670							3,670
Investment securities	51,597	60,427	52,044	87,507	93,330	89,662	175,955	610,522
Loans receivable	531,277	224,938	302,810	470,117	414,833	306,845	86,879	2,337,699
Total earning assets	690,597	285,365	354,854	557,624	508,163	396,507	262,834	3,055,944
Interest-bearing liabilities								
Interest-bearing transaction and savings deposits	41,410	82,819	124,229	248,456	215,483	215,500	215,438	1,143,335
Time deposits	127,195	154,612	252,237	440,456	180,397	107,205	100	1,262,202
Federal funds purchased								
Securities sold under repurchase agreements	53,046				1,248	3,744	4,369	62,407
FHLB borrowed funds	24	47	71	12,158	30,294	10,715	89,592	142,901
Subordinated debentures	25,773	3,093					15,465	44,331
Total interest-bearing liabilities	247,448	240,571	376,537	701,070	427,422	337,164	324,964	2,655,176
Interest rate sensitivity gap	\$ 443,149	\$ 44,794	\$ (21,683)	\$ (143,446)	\$ 80,741	\$ 59,343	\$ (62,130)	\$ 400,768
Cumulative interest rate	\$ 443,149	\$ 487,943	\$ 466,260	\$ 322,814	\$ 403,555	\$ 462,898	\$ 400,768	

sensitivity gap  
Cumulative  
rate sensitive  
assets to rate  
sensitive  
liabilities  
Cumulative  
gap as a % of  
total earning  
assets

279.1%	200.0%	153.9%	120.6%	120.2%	119.9%	115.1%
14.5%	16.0%	15.3%	10.6%	13.2%	15.1%	13.1%

73

---

**Table of Contents**

**Item 4: CONTROLS AND PROCEDURES**

**Article I. Evaluation of Disclosure Controls**

Based on their evaluation 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 the disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934) are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. Additionally, our disclosure controls and procedures were also effective in ensuring that information required to be disclosed in our Exchange Act report is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer to allow timely decisions regarding required disclosures.

**Article II. Changes in Internal Control Over Financial Reporting**

There have not been any changes in the Company's internal controls over financial reporting during the quarter ended September 30, 2011, which have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II: OTHER INFORMATION**

**Item 1. Legal Proceedings**

There are no material pending legal proceedings, other than ordinary routine litigation incidental to its business, to which Home BancShares, Inc. or its subsidiaries are a party or of which any of their property is the subject.

**Item 1A. Risk Factors**

There were no material changes from the risk factors set forth in Part I, Item 1A, Risk Factors, of our Form 10-K for the year ended December 31, 2010. See the discussion of our risk factors in the Form 10-K, as filed with the SEC. The risks described are not the only risks facing the Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

**Item 2: Unregistered Sales of Equity Securities and Use of Proceeds**

Not applicable.

**Item 3: Defaults Upon Senior Securities**

Not applicable.

**Item 4: (Reserved)**



**Table of Contents**

**Item 5: Other Information**

Not applicable.

**Item 6: Exhibits**

12.1	Computation of Ratios of Earnings to Fixed Charges*
15	Awareness of Independent Registered Public Accounting Firm*
31.1	CEO Certification Pursuant Rule 13a-14(a)/15d-14(a)*
31.2	CFO Certification Pursuant Rule 13a-14(a)/15d-14(a)*
32.1	CEO Certification Pursuant 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes Oxley Act of 2002*
32.2	CFO Certification Pursuant 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes Oxley Act of 2002*
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*

\* Filed herewith

**Table of Contents**

**SIGNATURES**

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

**HOME BANCSHARES, INC.**

(Registrant)

Date: November 8, 2011

/s/ C. Randall Sims

C. Randall Sims, Chief Executive Officer

Date: November 8, 2011

/s/ Randy E. Mayor

Randy E. Mayor, Chief Financial Officer