

FIRST FINANCIAL CORP /TX/
Form 10QSB
November 15, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-QSB

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

For the quarterly period ended September 30, 2004

TRANSITION REPORT UNDER SECTION 13 OR 15(D) ON THE EXCHANGE ACT

For the transition period from _____ to _____

Commission file number 0-5559

FIRST FINANCIAL CORPORATION

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

Texas
(State or other jurisdiction of
incorporation or organization)

74-1502313
(I.R.S. Employer Identification
No.)

800 Washington Avenue, Waco, Texas
(Address of principal executive offices)
Issuer's telephone number (254) 757-2424

76701
(Zip Code)

Number of shares of the Issuer's Common stock outstanding on October 31, 2004 was 173,528.

Transitional Small Business Disclosure Format (check one) Yes No

FORM 10-QSB

FIRST FINANCIAL CORPORATION
SEPTEMBER 30, 2004

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First Financial Corporation
 Consolidated Balance Sheet
 September 30, 2004
 (Unaudited)

| Assets | |
|--|---------------|
| Cash and cash equivalents | \$ 1,586,847 |
| Restricted cash | 922,738 |
| Accounts receivable, net of allowance for doubtful accounts of \$80,259 | 990,239 |
| Marketable investment securities | 833,761 |
| Restricted marketable investment securities | 586,470 |
| Real estate held for investment, at cost | 553,836 |
| Mortgage loans | 21,290,613 |
| Property and equipment | 1,491,748 |
| Other assets | 1,242,111 |
| Total Assets | \$ 29,498,363 |
| <hr/> | |
| Liabilities and Stockholders' Equity | |
| Notes on line of credit | \$ 20,868,541 |
| Notes payable | 856,024 |
| Accounts payable | 741,227 |
| Estimated reserve for indemnifications and early payment default losses | 55,485 |
| Estimated reserve for losses under servicing agreements | 234,595 |
| Estimated reserve for losses under insurance policies | 541,551 |
| Other liabilities | 780,535 |
| Total Liabilities | 24,077,958 |
| <hr/> | |
| Stockholders' equity: | |
| Common stock - no par value; authorized 500,000 shares; issued 183,750 shares, of which 10,222 shares are held in treasury shares | 1,000 |
| Additional paid-in capital | 518,702 |
| Retained earnings | 4,888,605 |
| Accumulated other comprehensive income: | |
| Unrealized gain (loss) on marketable securities, net of tax | 47,407 |
| | 5,455,714 |
| Less: Treasury stock - at cost | (35,309) |
| Total Stockholders' Equity | 5,420,405 |
| Total Liabilities and Stockholders' Equity | \$ 29,498,363 |

See accompanying notes to consolidated financial statements.

First Financial Corporation
Consolidated Statements of Income
Three months and Nine months ended September 30, 2004 and 2003
(Unaudited)

| | Three months ended September 30, | | Nine months ended September 30, | |
|------------------------------------|-------------------------------------|----------------------|------------------------------------|---------------------|
| | 2004 | 2003 | 2004 | 2003 |
| Revenues: | | | | |
| Loan administration | \$ 1,314,995 | \$ 3,172,964 | \$ 4,036,046 | \$ 10,104,240 |
| Interest income | 281,030 | 610,856 | 910,516 | 2,059,353 |
| Other income | 366,241 | 477,455 | 1,046,287 | 1,154,134 |
| Total Revenues | 1,962,266 | 4,261,275 | 5,992,849 | 13,317,727 |
| Expenses: | | | | |
| Salaries and related expenses | 1,150,872 | 1,723,279 | 3,648,767 | 5,406,924 |
| Interest expense | 219,384 | 563,459 | 702,726 | 1,752,387 |
| Other operating expenses | 759,505 | 1,963,694 | 2,413,971 | 5,027,200 |
| Total Expenses | 2,129,761 | 4,250,432 | 6,765,464 | 12,186,511 |
| Income (loss) before income taxes, | (167,495) | 10,843 | (772,615) | 1,131,216 |
| Federal income taxes | 23,886 | - | 23,886 | - |
| Net income (loss) | (191,381) | 10,843 | (796,501) | 1,131,216 |
| Other comprehensive income: | | | | |
| Unrealized holding gains (losses) | 10,989 | (14,601) | (650) | (264) |
| Comprehensive income (loss) | \$ (180,392) | \$ (3,758) | \$ (797,151) | \$ 1,130,952 |
| Income Per Common Share | ===== (\$1.04) ===== | ===== (\$0.02) ===== | ===== (\$4.59) ===== | ===== \$ 6.52 ===== |

See accompanying notes to consolidated financial statements.

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First Financial Corporation
Consolidated Statement of Cash Flows
(Unaudited)

| | Nine Months Ended September 30, | |
|---|---------------------------------|---------------|
| | 2004 | 2003 |
| | ----- | ----- |
| Cash flows from operating activities: | | |
| Net income (loss) | (\$796,501) | \$ 1,131,215 |
| Adjustments to reconcile net income(loss) to net cash used by operating activities: | | |
| Depreciation | 79,900 | 236,769 |
| Provision for loan losses | 98,774 | 1,062,354 |
| Loan and insurance losses paid | (1,537,208) | (440,223) |
| Realized (gains) losses on marketable investment securities | 4,225 | (12,318) |
| Net (increase) decrease in accounts receivable | 1,758,156 | 241,316 |
| Net (increase) decrease in other assets | (78,407) | 785,449 |
| Net increase (decrease) in accounts payable | 166,502 | (289,362) |
| Net increase (decrease) in other liabilities | (50,960) | (199,756) |
| (Increase) decrease in restricted cash used in operating activities - net | (154,759) | 26,237 |
| Mortgage loans funded | (261,575,469) | (606,676,176) |
| Mortgage loans sold | 264,162,344 | 638,385,932 |
| Increase in mortgage loans participations sold | - | 849,923 |
| Other | (22,271) | (51,494) |
| | ----- | ----- |
| Net cash provided (used) for operating activities | 2,054,326 | 35,049,866 |
| | ----- | ----- |
| Cash flows from investing activities: | | |
| Proceeds from sale of marketable investment securities | 83,457 | 41,332 |
| Purchases of marketable investment securities | (725,407) | (81,581) |
| Unrealized holding (gain) loss | - | (264) |
| Purchase of property and equipment | (649,443) | (208,435) |
| Principal collections on mortgage loans | 18,284 | 32,064 |
| (Increase) decrease in deferred gain on sale of property & equipment | 131,337 | 131,339 |
| | ----- | ----- |
| Net cash provided (used) for investing activities | (1,141,772) | (85,545) |
| | ----- | ----- |
| Cash flows from financing activities: | | |
| Net change in short term borrowings | (2,520,470) | (32,872,767) |
| Proceeds from notes payable | 825,000 | - |
| Payments on notes payable | (18,976) | - |
| | ----- | ----- |
| Net cash used for financing activities | (1,714,446) | (32,872,767) |
| | ----- | ----- |
| Net increase (decrease) in cash and cash equivalents | (801,892) | 2,091,554 |
| Cash and cash equivalents at beginning of year | 2,388,739 | 1,386,523 |
| | ----- | ----- |
| Cash and cash equivalents at end of period | \$ 1,586,847 | \$ 3,478,077 |
| | ===== | ===== |

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Supplemental Disclosure of Cash Flow Information
Interest Paid

\$ 711,622
=====

\$ 1,201,867
=====

See accompanying notes to consolidated financial statements.

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FIRST FINANCIAL CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

PART I - FINANCIAL INFORMATION

1 - Basis of Presentation

The financial information included herein for First Financial Corporation, and all of its wholly owned subsidiaries (the "Company") is unaudited; however, such unaudited information reflects all adjustments which are, in management's opinion, necessary for a fair presentation of the financial position, results of operations and statement of cash flows for the interim periods. In preparing these financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and revenue and expense for the period. Actual results could differ significantly from those estimates.

The results of operations and changes in cash flow for the nine-month period ended September 30, 2004 are not necessarily indicative of the results to be expected for the full year or any future period.

Certain reclassifications were made to prior periods to ensure comparability with the current period.

2 - Earnings Per Share

Earnings per common share were computed by dividing net income by the weighted average number of shares outstanding during the period.

3 - Income Taxes

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due plus deferred taxes related primarily to differences between the basis of the loan loss reserve for financial and income tax reporting. The deferred tax assets and liabilities represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Deferred taxes also are recognized for operating losses that are available to offset future taxable income and tax credits that are available to offset future federal income taxes. The Company has approximately \$6,400,000 in available net operating loss carryforward benefits for financial statement purposes to offset future income, if any. A valuation allowance has been provided for all tax benefits.

4 - Contingencies

Substantially all of the conventional pools of manufactured home loans serviced by the Company, approximately \$284,898 at September 30, 2004, were sold to investors with recourse. The recourse provisions typically require the Company to repurchase delinquent loans at the unpaid balances plus accrued interest, or replace delinquent loans with another loan which is current. Further, several of the agreements require the Company to establish and maintain cash reserve accounts. Deposits are periodically made to the accounts equal to a specified percent of the outstanding loans. The accounts may be used to cover deficiencies from foreclosure and liquidation of delinquent pooled mortgage loans. Such cash reserve accounts totaled \$4,495 and are included in restricted cash at September 30, 2004.

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

Results of Operations

The Company had a net loss of \$(796,501) for the nine months ended September 30, 2004 compared to net income of \$1,131,216 for the same period in 2003. Loan administration revenues were \$4,036,046 for the first nine months of 2004 compared to \$10,104,240 for the same period of 2003. The decrease in loan administration revenues is the result of decreased loan origination fees from the Company's residential mortgage loan operations. During the nine months ended September 30, 2004, FPMC funded approximately \$261.6 million in new residential mortgage loans compared to approximately \$606.0 million during the same period in 2003. This decrease in new residential mortgage loans is primarily due to the higher mortgage loan interest rates that existed during the first nine months of 2004 compared to the same period in of 2003. In addition, the revenues from the sale of the mortgage loans to governmental and private investors decreased by approximately \$3.9 million for the nine months ended September 30, 2004 compared to the same period in 2003. This decrease is due to an approximately 35% reduction in the net margins realized on the sale of these mortgage loans during the nine months ended September 30, 2004 compared with the same period in 2003. In addition, the amount on loans sold during the period decreased by \$376.1 million from the same period in 2003.

Interest income for the nine months ended September 30, 2004 amounted to \$910,516 compared to \$2,059,353 for the same period in 2003. This decrease is primarily due to the approximately \$344.4 million decrease in loan originations from 2004 to 2003 as discussed above. FPMC earns interest from the date the mortgage loan is closed until the date the mortgage loan is sold to investors.

Other income for the nine months ended September 30, 2004 amounted to \$1,046,287 compared to \$1,154,134 for the same period in 2003. Other income consists primarily of consulting fees and fees earned under fronting and reinsurance agreements

Salaries and related expenses decreased to \$3,648,767 for the nine months ended September 30, 2004, compared to \$5,406,924 for the same period in 2003. This decrease is primarily due to the overall decrease in the volume of new residential mortgage loans originated during the nine months ended September 30, 2004 compared to the same period in 2003 as previously discussed.

For the nine months ended September 30, 2004, interest expense amounted to \$702,726 compared to \$1,752,387 for the same period in 2003. The significant decrease in interest expense for the nine months ended September 30, 2004 is primarily the result of decreased utilization of the warehouse line of credit and loan participation agreements due to the previously discussed decrease in loan origination volume. During this period, the weighted average interest rate on the Company's financing of its mortgage lending activities decreased to approximately 4.36% compared to approximately 4.61% for the same period in 2003.

Operating expenses for the nine months ended September 30, 2004 were \$2,413,971 compared to \$5,027,200 for the same period in 2003. This decrease is primarily due to the overall decrease in the volume of new residential mortgage loans originated during the nine months ended September 30, 2004 compared to the same period in 2003 as previously discussed.

During the nine months ended September 30, 2004, the Company recorded a provision for loan losses of \$98,774 compared to \$1,062,354 for the same period in 2003. At September 30, 2004, the reserve for loan losses amounted to \$55,485 compared to \$724,320 at September 30, 2003. The Company is at risk under certain of its agreements with private investors for credit losses and cost of foreclosure on default of the borrower. The Company has analyzed certain attributes of the mortgage loans that it has sold to investors, including delinquencies, credit quality, credit insurance, loss experience and insurance coverage. Based on this review, the Company believes that its reserve for loan losses is adequate for potential loan losses.

The Company made no provision for losses under servicing agreements in either the nine months ended September 30, 2004 or 2003. The reserve for losses under servicing agreements amounted to \$234,595 at September 30, 2004 and 2003. Under the terms of certain of its servicing agreements, the Company is at risk for any credit losses and costs of foreclosure, net of credit insurance proceeds, if any, sustained on default of the borrower. The Company has analyzed its servicing portfolio characteristics, including servicing portfolio balance, loss experience, maturity and aging of the loans and the credit insurance coverage on the loans. Based on this analysis, it is the Company's belief that its reserve for losses under servicing agreements is adequate for potential losses attributable to the servicing agreements.

The reserve for losses under insurance policies is based on estimates for reported claims and on estimates, based on experience, for unreported claims and potential loss exposure as calculated by an independent actuary. The reserve for losses under insurance policies has been established to cover the estimated net cost of insured losses. It is the Company's belief that its reserve in the amount of \$541,551 is adequate to absorb potential losses associated with reinsurance.

Other comprehensive income consists of unrealized holding gains (losses) on marketable investment securities net of income taxes. For the nine months ended September 30, 2004, unrealized holding losses amounted to (\$650) compared to unrealized holding losses of (\$264) for the same period in 2003.

Financial Condition

At September 30, 2004, the Company's total assets were \$29,498,363 compared to \$17,821,079 at September 30, 2003. At September 30, 2003, the Company had \$10,064,351 in mortgages held for sale, net of \$14,364,611 in mortgage loan participations sold. At September 30, 2004, mortgages held for sale amounted to \$21,230,698 and no participations sold were outstanding. As reflected in the financial statements, the stockholders' equity of the Company was \$5,420,405 at September 30, 2004 and the stockholders' equity was \$5,982,576 at September 30, 2003.

Liquidity and Capital Resources

The Company's primary sources of liquidity are proceeds from the sale of mortgage loans, net interest income, fees earned from originating mortgage loans, premiums written from insurance operations and borrowings under the Company's warehouse credit facilities. The Company's use of cash include the funding of mortgage loans prior to their sale, payment of interest, repayment of amounts borrowed pursuant to warehouse lines of credit, operating and general and administrative expenses and capital expenditures.

On a consolidated basis, cash and cash equivalents (including restricted cash) were \$2,509,585 at September 30, 2004. Included therein was cash and cash equivalents of Apex Lloyds Insurance Company of \$1,262,383 and First Apex Re of \$487,239. The cash flow of Apex Lloyds Insurance Company and First Apex Re are only available to the Company as allowed by state insurance regulations.

As more fully discussed in the Annual Report Form 10-KSB for the year ended December 31, 2003, FPMC had a mortgage warehouse line of credit with a financial institution totaling \$35,000,000 which expired on June 30, 2004. The maturity date of this agreement was extended to August 31, 2004. On August 24, 2004, the maturity date was extended to September 30, 2004 and it was subsequently extended to October 31, 2004. On October 18, 2004, the line of credit was amended to a maximum principal amount of \$25,000,000 with a scheduled maturity date of November 30, 2004. This agreement includes certain financial covenants including requirements to maintain adjusted-tangible-net worth above \$3,500,000. Also, FPMC's total liabilities to adjusted tangible net worth may never exceed 15 to 1. The obligations under this agreement are guaranteed under an Unlimited Continuing Guaranty Agreement executed by David W. Mann. Management expects to renew this agreement or possibly seek an alternate funding source for its financing of operations, and therefore, management does not believe that this matter will have a material adverse effect on the financial position of FPMC, however, the ability to provide adequate funding sources for its financing of operations has a direct impact on maintaining the level of operations.

FPMC has a loan participation agreement in the amount of \$10,000,000 with its line of credit lender. Under this agreement, the financial institution has the option to purchase an undivided interest in the residential mortgage loans originated by FPMC. When a subject mortgage loan is sold in the secondary market, the financial institution recoups its investment plus a specified yield on its investment. At September 30, 2004, no participations were outstanding under this agreement.

In addition, FPMC has a loan participation agreement with another financial institution, which is a related party by common ownership, amounting to \$22,500,000. Under this agreement, the financial institution has the option to purchase an undivided interest in the residential mortgage loans originated by FPMC. When the subject mortgage loan is sold in the secondary market, the financial institution recoups its investment plus a specified yield on its investment. At September 30, 2004, no participations were outstanding under this agreement.

Item 3. Controls and Procedures

As of September 30, 2004, the Company evaluated the effectiveness of the design and operation of its disclosure controls and procedures. The evaluation was carried out under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer. Based on and as of the date of the evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information relating to the Company, including its consolidated subsidiaries, required to be included in reports the Company files with or submits to the Securities and Exchange Commission under the Securities Exchange Act of 1934. There have been no significant changes in the Company's internal controls or in other factors that could significantly affect the Company's internal controls subsequent to the date of the evaluation.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

The Company is involved in routine litigation incidental to its business, both as a plaintiff and a defendant. Management of the Company, after consulting with legal counsel, feels that liability resulting from the litigation, if any, will not have a material effect on this financial position of the Company.

Item 5. Other Information

This report on Form 10-Q is accompanied by a statement of the Chief Executive Officer and the Chief Financial Officer of the registrant making certain certifications as to the contents hereof, as required by Section 906 of the Sarbanes-Oxley Act of 2002.

Item 6. Exhibits and Reports on Form 8-K

No Form 8-K was filed during the quarter ended September 30, 2004.

SIGNATURES

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

First Financial Corporation

Date November 12, 2004

/s/ David W. Mann

David W. Mann
President
Duly Authorized Officer and
Principal Financial Officer

Date November 12, 2004

/s/ Robert L. Harris

Robert L. Harris
Vice President and
Principal Accounting Officer

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