FIRST RELIANCE BANCSHARES INC
Form 10-Q
August 13, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C.

(Mark One) FORM 10-Q

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

For the Quarterly Period Ended June 30, 2012

OR

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

For the Transition Period from _________to_________

Commission File Number 000-49757

FIRST RELIANCE BANCSHARES, INC.

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

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

2170 West Palmetto Street
Florence, South Carolina 29501
(Address of principal executive offices, including zip code)

(843) 656-5000

(Issuer's telephone number, including area code)

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

4,096,774 shares of common stock, par value $0.01 per share, as of July 31, 2012

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

x Yes ¨ No

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

Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ¨ Accelerated filer ¨ Non-accelerated filer ¨ Smaller reporting company x
(Do not check if a smaller reporting company)

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

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FIRST RELIANCE BANCSHARES, INC

Condensed Consolidated Balance Sheets

	June 30, 2012 (Unaudited)	December 31, 2011 (Audited)
Assets		
Cash and cash equivalents:		
Cash and due from banks	$1,760,694	$2,134,864
Interest-bearing deposits with other banks	38,457,523	41,885,966
Total cash and cash equivalents	40,218,217	44,020,830
Time deposits in other banks	100,702	100,373
Securities available-for-sale	82,759,656	84,534,318
Nonmarketable equity securities	1,619,900	2,431,800
Total investment securities	84,379,556	86,966,118
Mortgage loans held for sale	1,591,851	2,863,297
Loans receivable	285,982,883	303,398,403
Less allowance for loan losses	(5,241,995)	(7,743,470)
Loans, net	280,740,888	295,654,933
Premises, furniture and equipment, net	24,945,055	25,205,064
Accrued interest receivable	1,541,441	1,938,807
Other real estate owned	22,261,300	22,135,921
Cash surrender value life insurance	12,418,506	12,228,829
Other assets	3,083,679	3,852,250
Total assets	$471,281,195	$494,966,422
Liabilities and Shareholders' Equity		
Liabilities		
Deposits		
Noninterest-bearing transaction accounts	$57,637,012	$52,299,017
Interest-bearing transaction accounts	44,281,975	42,092,193
Savings	114,509,696	122,528,570
Time deposits $100,000 and over	110,811,598	122,474,202
Other time deposits	71,980,673	88,422,515
Total deposits	399,220,954	427,816,497
Securities sold under agreement to repurchase	4,377,004	-
Advances from Federal Home Loan Bank	13,000,000	13,000,000
Junior subordinated debentures	10,310,000	10,310,000
Accrued interest payable	387,623	317,678

Other liabilities	2,146,634	2,404,257
Total liabilities	429,442,215	453,848,432
Shareholders' Equity		
Preferred stock		
Series A cumulative perpetual preferred stock - 15,349 shares issued and outstanding	$15,022,271	$14,925,265
Series B cumulative perpetual preferred stock - 767 shares issued and outstanding	794,720	802,951
Series C cumulative mandatory convertible preferred stock - 2,293 shares shares issued and outstanding	2,293,000	2,293,000
Common stock, $0.01 par value; 20,000,000 shares authorized, 4,096,774 and 4,084,400 shares issued and outstanding at June 30, 2012 and December 31, 2011, respectively	40,968	40,844
Capital surplus	28,001,244	27,992,485
Treasury stock, at cost, 19,289 and 13,245 shares at June 30, 2012 and December 31, 2011, respectively	(182,072)	(173,650)
Nonvested restricted stock	(215,236)	(320,196)
Retained deficit	(5,934,886)	(6,304,429)
Accumulated other comprehensive income	2,018,971	1,861,720
Total shareholders' equity	41,838,980	41,117,990
Total liabilities and shareholders' equity	$471,281,195	$494,966,422

See notes to condensed consolidated financial statements

FIRST RELIANCE BANCSHARES, INC

Condensed Consolidated Statements of Operations

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Interest income:				
Loans, including fees	$4,103,473	$5,019,414	$8,503,300	$10,089,688
Investment securities:				
Taxable	462,383	367,080	927,033	672,240
Nontaxable	181,098	483,120	378,089	1,017,577
Other interest income	30,114	30,545	57,994	54,608
Total	4,777,068	5,900,159	9,866,416	11,834,113
Interest expense:				
Time deposits	957,333	1,317,783	2,009,891	2,829,527
Other deposits	104,504	303,128	259,138	567,448
Other interest expense	128,374	(15,821)	257,027	62,764
Total	1,190,211	1,605,090	2,526,056	3,459,739
Net interest income	3,586,857	4,295,069	7,340,360	8,374,374
Provision for loan losses	-	282,010	600,000	523,124
Net interest income after provision for loan losses	3,586,857	4,013,059	6,740,360	7,851,250
Noninterest income:				
Service charges on deposit accounts	445,903	447,228	850,518	892,790
Gain on sales of mortgage loans	342,583	178,603	552,738	301,648
Income from bank owned life insurance	95,130	100,176	189,677	200,638
Other charges, commissions and fees	257,536	207,190	469,009	399,243
Gain on sale of securities	347,010	535,581	507,787	580,856
Other non-interest income	263,486	121,086	436,360	221,382
Total	1,751,648	1,589,864	3,006,089	2,596,557
Noninterest expenses:				
Salaries and employee benefits	2,047,370	2,183,814	3,796,265	4,559,859
Occupancy expense	374,494	359,117	732,261	736,313
Furniture and equipment expense	393,277	312,952	752,936	627,622
Other operating expenses	2,443,534	2,451,228	4,006,669	4,407,217
Total	5,258,675	5,307,111	9,288,131	10,331,011
Income before income taxes	79,830	295,812	458,318	116,796

Income tax benefit	-	(125,708)	-	(419,394)
Net income	79,830	421,520	458,318	536,190
Preferred stock dividends	249,247	249,247	498,495	498,495
Deemed dividends on preferred stock resulting from net accretion of discount and amortization of premium	44,388	44,388	88,776	88,288
Net income (loss) available to common shareholders	$(213,805)	$127,885	$(128,953)	$(50,593)
Average common shares outstanding, basic	4,096,774	4,104,808	4,091,314	4,107,626
Average common shares outstanding, diluted	4,096,774	4,457,577	4,091,314	4,107,626
Basic income (loss) per share	$(0.05)	$0.03	$(0.03)	$(0.01)
Diluted income (loss) per share	$(0.05)	$0.03	$(0.03)	$(0.01)

See notes to condensed consolidated financial statements

FIRST RELIANCE BANCSHARES, INC

Condensed Consolidated Statements of Comprehensive Income

(Unaudited)

	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Net income from operations	$79,830	$421,520	$458,318	$536,190
Other Comprehensive income, net of tax:				
Unrealized holding gains on available-for-sale securities arising during period	469,994	1,547,065	492,390	1,734,878
Reclassification adjustment for gains realized in net income from operations	(229,026)	(353,483)	(335,139)	(383,364)
Other comprehensive income	240,968	1,193,582	157,251	1,351,514
Comprehensive income	$320,798	$1,615,102	$615,569	$1,887,704

See notes to condensed consolidated financial statements

FIRST RELIANCE BANCSHARES, INC

Condensed Consolidated Statements of Shareholders' Equity

For the Six Months Ended June 30, 2012 and 2011

(Unaudited)

	Preferred Stock	Common Stock	Capital Surplus	Treasury Stock	Nonvested Restricted Stock	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income (Loss)	Total
Balance, December 31, 2010	$17,843,176	$41,159	$28,140,094	$(168,864)	$(679,264)	$4,002,469	$(586,926)	$48,591,844
Net income						536,190		536,190
Other comprehensive gain, net of tax expense of $696,234							1,351,514	1,351,514
Preferred Stock Dividend						(498,495)		(498,495)
Accretion of Series A Preferred stock discount	96,473					(96,473)		-
Amortization of Series B Preferred stock premium	(8,185)					8,185		-
Issuance Common Stock		3	999					1,002
Net Change in Restricted Stock		(218)	(118,172)		201,345			82,955
				(3,808)				(3,808)

Purchase of treasury stock								
Balance, June 30, 2011	$17,931,464	$40,944	$28,022,921	$(172,672)	$(477,919)	$3,951,876	$764,588	$50,061,202
Balance, December 31, 2011	$18,021,216	$40,844	$27,992,485	$(173,650)	$(320,196)	$(6,304,429)	$1,861,720	$41,117,990
Net income						458,318		458,318
Other comprehensive gain, net of tax expense of $81,008							157,251	157,251
Accretion of Series A Preferred stock discount	97,006					(97,006)		-
Amortization of Series B Preferred stock premium	(8,231)					8,231		-
Issuance Common Stock		8	993					1,001
Net Change in Restricted Stock		116	7,766		104,960			112,842
Purchase of treasury stock				(8,422)				(8,422)
Balance, June 30, 2012	$18,109,991	$40,968	$28,001,244	$(182,072)	$(215,236)	$(5,934,886)	$2,018,971	$41,838,980

See notes to condensed consolidated financial statements

FIRST RELIANCE BANCSHARES, INC

Condensed Consolidated Statements of Cash Flows

(Unaudited)

	Six Months Ended June 30, 2012	2011
Cash flows from operating activities:		
Net income	$458,318	$536,190
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	600,000	523,124
Depreciation and amortization expense	464,735	484,113
Gain on sale of available-for-sale securities	(507,787)	(580,856)
Loss on sale of other real estate owned	35,021	88,487
Write down of other real estate owned	882,189	718,255
Discount accretion and premium amortization	115,246	87,999
Disbursements for mortgage loans held-for-sale	(25,332,201)	(10,018,022)
Proceeds from sale of mortgage loans held-for-sale	26,603,647	10,482,500
Net decrease in valuation allowance for loans held-for-sale	-	(14,017)
Decrease in interest receivable	397,366	329,560
Increase in cash surrender value of life insurance	(189,677)	(200,638)
Increase (decrease) in interest payable	69,945	(327,361)
Amortization of deferred compensation on restricted stock	112,842	82,955
Decrease in other assets	629,303	629,732
Increase (decrease) in other liabilities	(257,623)	391,826
Net cash provided by operating activities	4,081,324	3,213,847
Cash flows from investing activities:		
Net decrease in loans receivable	10,175,412	14,085,167
Purchases of securities available-for-sale	(13,220,603)	(44,587,976)
Proceeds on sales of securities available-for-sale	10,004,866	27,898,732
Maturities of securities available-for-sale	5,621,199	2,537,503
Net decrease of nonmarketable equity securities	811,900	893,500
Net increase in time deposits in other banks	(329)	-
Proceeds from sales of other real estate owned	3,096,044	3,560,925
Purchases of premises and equipment	(146,466)	(79,907)
Net cash provided by investing activities	16,342,023	4,307,944
Cash flows from financing activities:		
Net increase (decrease) in demand deposits, interest-bearing transaction accounts and savings accounts	(491,097)	17,400,276
Net decrease in certificates of deposit and other time deposits	(28,104,446)	(43,679,430)
Net increase (decrease) in securities sold under agreements to repurchase	4,377,004	(216,270)
Increase in advances from the Federal Home Loan Bank	-	7,000,000

Issuance of common stock to employees	1,001	1,002
Preferred stock dividends paid	-	(498,495)
Purchase of treasury stock	(8,422)	(3,808)
Net cash used by financing activities	(24,225,960)	(19,996,725)
Net decrease in cash and cash equivalents	(3,802,613)	(12,474,934)
Cash and cash equivalents, beginning of period	44,020,830	25,670,293
Cash and cash equivalents, end of period	$40,218,217	$13,195,359
Cash paid during the period for:		
Income taxes	$-	$-
Interest	$2,456,111	$3,732,552
Supplemental noncash investing and financing activities:		
Foreclosures on loans	$4,138,633	$9,372,119
Net change in valuation allowance – available-for-sale	$157,252	$1,351,514

See notes to condensed consolidated financial statements

Notes to Condensed Consolidated Financial Statements (Unaudited)

Note 1 - Basis of Presentation

The accompanying condensed consolidated financial statements have been prepared in accordance with the requirements for interim financial statements and, accordingly, they are condensed and omit certain disclosures that would appear in audited annual consolidated financial statements. The consolidated financial statements as of June 30, 2012 and for the interim periods ended June 30, 2012 and 2011 are unaudited and, in the opinion of management, include all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation. The consolidated financial information as of December 31, 2011 has been derived from the audited consolidated financial statements as of that date. For further information, refer to the consolidated financial statements and the notes included in First Reliance Bancshares, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011.

Note 2 - Recently Issued Accounting Pronouncements

The following is a summary of recent authoritative pronouncements:

In April 2011, the criteria used to determine effective control of transferred assets in the Transfers and Servicing topic of the Accounting Standards Codification ("ASC ") was amended by Accounting Standards Update ("ASU") 2011-03. The requirement for the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms and the collateral maintenance implementation guidance related to that criterion were removed from the assessment of effective control. The other criteria to assess effective control were not changed. The amendments were effective for the Company on January 1, 2012 and had no effect on the financial statements.

ASU 2011-04 was issued in May 2011 to amend the Fair Value Measurement topic of the ASC by clarifying the application of existing fair value measurement and disclosure requirements and by changing particular principles or requirements for measuring fair value or for disclosing information about fair value measurements. The amendments were effective for the Company beginning January 1, 2012 and had no effect on the financial statements.

The Comprehensive Income topic of the ASC was amended in June 2011. The amendment eliminates the option to present other comprehensive income as a part of the statement of changes in stockholders' equity and requires consecutive presentation of the statement of net income and other comprehensive income. The amendments were applicable to the Company on January 1, 2012 and have been applied retrospectively. In December 2011, the topic was further amended to defer the effective date of presenting reclassification adjustments from other comprehensive income to net income on the face of the financial statements. Companies should continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect prior to the amendments while the Financial Accounting Standards Board (‘FASB”) redeliberates future requirements.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies are not expected to have a material impact on the Company’s financial position, results of operations or cash flows.

Note 3 - Reclassifications

Certain captions and amounts in the financial statements in the Company’s Form 10-Q for the quarter ended June 30, 2011 were reclassified to conform to the June 30, 2012 presentation.

Note 4 - Investment Securities

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

	Amortized Cost	Gross Unrealized Gains	Losses	Estimated Fair Value
June 30, 2012				
U.S. Government agencies	$7,815,414	$338,836	$-	$8,154,250
Mortgage-backed securities	57,466,979	1,838,919	36,314	59,269,584
Municipals	14,377,792	951,030	-	15,328,822
Other	100,000	-	93,000	7,000
Total	$79,760,185	$3,128,785	$129,314	$82,759,656

	Amortized Cost	Gross Unrealized Gains	Losses	Estimated Fair Value
December 31, 2011				
U.S. Government agencies	$2,839,706	$185,239	$-	$3,024,945
Mortgage-backed securities	59,748,500	1,816,651	4,749	61,560,402
Municipals	19,084,899	853,072	-	19,937,971
Other	100,000	-	89,000	11,000
Total	$81,773,105	$2,854,962	$93,749	$84,534,318

The following is a summary of maturities of securities available-for-sale as of June 30, 2012. The amortized cost and estimated fair values are based on the contractual maturity dates. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without penalty.

	Securities Available-For-Sale	
	Amortized Cost	Estimated Fair Value
Due within one year	$1,415,889	$1,443,524
Due after one year but within five years	1,985,806	2,054,920
Due after five years but within ten years	12,709,603	13,369,999
Due after ten years	6,081,908	6,614,629
	22,193,206	23,483,072
Mortgage-backed securities	57,466,979	59,269,584
Other	100,000	7,000
Total	$79,760,185	$82,759,656

The following table shows gross unrealized losses and fair value, aggregated by investment category, and length of time that individual securities have been in a continuous unrealized loss position, at June 30, 2012 and December 31, 2011.

	June 30, 2012		December 31, 2011	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Less Than 12 Months				
U.S. Government Agencies	$-	$-	$5,085,963	$ 4,749
Mortgage-backed securities	7,885,005	36,314	-	-
	7,885,005	36,314	5,085,963	4,749
12 Months or More				
Other	7,000	93,000	11,000	89,000
Total securities available-for-sale	$7,892,005	$ 129,314	$5,096,963	$ 93,749

At June 30, 2012, securities classified as available-for-sale were recorded at fair market value. Approximately 72% of the unrealized losses is the result of a single security in a continuous loss position for twelve months or more. The Company does not intend to sell this security in the near future and it is more likely than not that the Company will not be required to sell this security before recovery of its amortized cost. The Company believes, based on industry analyst reports and credit ratings, that the deterioration in value is not considered other-than-temporary.

During the first six months of 2012 and 2011, proceeds from the sale of available-for-sale securities were $10,004,866 and $27,898,732, respectively. Net gains on available-for-sale securities totaled $507,787 and $580,856 for the first six months of 2012 and 2011, respectively.

Note 5 – Loans Receivable and Allowance for Loan Losses

Major classifications of loans receivable are summarized as follows:

	June 30, 2012	December 31, 2011
Real estate loans:		
Construction	$36,745,200	$43,320,482
Residential:		
Residential 1-4 family	42,497,952	42,837,510
Multifamily	8,677,406	8,630,232
Second mortgages	4,432,261	4,503,752
Equity lines of credit	23,706,551	24,998,277
Total residential	79,314,170	80,969,771
Nonresidential	129,960,779	133,603,482
Total real estate loans	246,020,149	257,893,735
Commercial and industrial	31,369,008	36,465,095
Consumer	8,531,448	8,649,649
Other	62,278	389,924
Total loans	$285,982,883	$303,398,403

The Company has pledged certain loans as collateral to secure its borrowings from the Federal Home Loan Bank. The total of loans pledged was $35,658,927 and $35,976,783 at June 30, 2012 and December 31, 2011, respectively.

A summary of the allowance for loan losses for the six months ended June 30, 2012 and year ended December 31, 2011 is as follows:

	June 30, 2012	December 31, 2011
Beginning balance	$7,743,470	$ 6,271,045
Provision charged to operations	600,000	5,403,416
Recoveries on loans previously charged-off	592,482	639,211
Loans charged-off	(3,693,957)	(4,570,202)
Ending balance	$5,241,995	$ 7,743,470

The following is an analysis of the allowance for loan losses by class of loans for the six months ended June 30, 2012 and the year ended December 31, 2011.

June 30, 2012

(Dollars in Thousands)	Total	Real Estate Loans Construction	Residential	Non-Residential	Total Real Estate Loans	Commercial	Consumer and Other
Beginning balance	$7,743	$3,291	$ 2,757	$ 1,081	$7,129	$ 575	$ 39
Provisions	600	110	(678)	535	(33)	634	(1)
Recoveries	593	242	39	21	302	283	8
Charge-offs	(3,694)	(2,003)	(289)	(618)	(2,910)	(780)	(4)
Ending balance	$5,242	$1,640	$ 1,829	$ 1,019	$4,488	$ 712	$ 42

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December 31, 2011

(Dollars in Thousands)	Total	Real Estate Loans Construction	Residential	Non-Residential	Total Real Estate Loans	Commercial	Consumer and Other
Beginning balance	$6,271	$2,548	$ 1,730	$ 947	$5,225	$ 998	$ 48
Provisions	5,403	2,212	2,580	602	5,394	(9)	18
Recoveries	639	356	88	70	514	113	12
Charge-offs	(4,570)	(1,825)	(1,641)	(538)	(4,004)	(527)	(39)
Ending balance	$7,743	$3,291	$ 2,757	$ 1,081	$7,129	$ 575	$ 39

The following is a summary of loans evaluated for impairment individually and collectively, by class, for the six months ended June 30, 2012 and the year ended December 31, 2011.

June 30, 2012

(Dollars in Thousands)	Total	Real Estate Loans Construction	Residential	Non-Residential	Total Real Estate Loans	Commercial	Consumer and Other
Allowance							
Evaluated for impairment Individually	$662	$6	$ 145	$ 397	$548	$ 101	$ 13
Collectively	4,580	1,634	1,684	622	3,940	611	29
Allowance for loan losses	$5,242	$1,640	$ 1,829	$ 1,019	$4,488	$ 712	$ 42
Total Loans							
Evaluated for impairment Individually	$25,779	$5,737	$ 6,311	$ 11,145	$23,193	$ 2,562	$ 24
Collectively	260,204	31,008	73,003	118,816	222,827	28,807	8,570
Loans receivable	$285,983	$36,745	$ 79,314	$ 129,961	$246,020	$ 31,369	$ 8,594

December 31, 2011

(Dollars in Thousands)	Total	Real Estate Loans Construction	Residential	Non-Residential	Total Real Estate Loans	Commercial	Consumer and Other
Allowance							
	$2,665	$1,782	$ 344	$ 471	$2,597	$ 55	$ 13

Evaluated for impairment							
Individually							
Collectively	5,078	1,509	2,413	670	4,532	520	26
Allowance for loan losses	$7,743	$3,291	$ 2,757	$ 1,081	$7,129	$ 575	$ 39
Total Loans							
Evaluated for impairment Individually	$26,503	$8,618	$ 4,644	$ 11,895	$22,157	$ 1,299	$ 47
Collectively	276,895	34,702	76,326	121,708	232,736	35,166	8,993
Loans receivable	$303,398	$43,320	$ 80,970	$ 133,603	$257,893	$ 36,465	$ 9,040

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

The following summarizes the Company's impaired loans as of June 30, 2012.

(Dollars in Thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment
With no related allowance recorded:				
Real estate				
Construction	$ 4,277	$ 4,380	$ -	$ 4,392
Residential	5,397	5,506	-	4,398
Nonresidential	7,228	7,571	-	8,741
Total real estate loans	16,902	17,457	-	17,531
Commercial	2,161	2,281	-	1,392
Consumer and other	1	2	-	8
	19,064	19,740	-	18,931
With an allowance recorded:				
Real estate				
Construction	$ 1,460	$ 1,930	$ 6	$ 2,941
Residential	914	1,195	145	955
Nonresidential	3,917	4,288	397	3,041
Total real estate loans	6,291	7,413	548	6,937
Commercial	401	531	101	415
Consumer and other	23	22	13	23
	6,715	7,966	662	7,375
Total				
Real estate				
Construction	$ 5,737	$ 6,310	$ 6	$ 7,333
Residential	6,311	6,701	145	5,353
Nonresidential	11,145	11,859	397	11,782
Total real estate loans	23,193	24,870	548	24,468
Commercial	2,562	2,812	101	1,807
Consumer and other	24	24	13	31
Total	$ 25,779	$ 27,706	$ 662	$ 26,306

The following summarizes the Company's impaired loans as of December 31, 2011.

(Dollars in Thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment
With no related allowance recorded:				
Real estate				
Construction	$ 3,308	$ 3,372	$ -	$ 6,914

Residential	3,266	3,266	-	3,170
Nonresidential	10,276	10,642	-	6,892
Total real estate loans	16,580	17,280	-	16,976
Commercial	1,072	1,202	-	919
Consumer and other	24	24	-	23
	17,946	18,506	-	17,918
With an allowance recorded:				
Real estate				
Construction	$ 5,310	$ 6,370	$ 1,782	$ 6,039
Residential	1,378	1,659	344	705
Nonresidential	1,619	1,715	471	744
Total real estate loans	8,307	9,744	2,597	7,488
Commercial	227	227	55	178
Consumer and other	23	23	13	5
	8,557	9,994	2,665	7,671

(*Dollars in Thousands*)	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment
Total				
Real estate				
Construction	$ 8,618	$ 9,742	$ 1,782	$ 12,953
Residential	4,644	4,925	344	3,875
Nonresidential	11,895	12,357	471	7,636
Total real estate loans	25,157	27,024	2,597	24,464
Commercial	1,299	1,429	55	1,097
Consumer and other	47	47	13	28
Total	$ 26,503	$ 28,500	$ 2,665	$ 25,589

Interest income on impaired loans other than nonaccrual loans is recognized on an accrual basis. Interest income on nonaccrual loans is recognized only as collected. For the six months ended June 30, 2012, interest income recognized on nonaccrual loans was $151,094. If the nonaccrual loans had been accruing interest at their original contracted rates, related income would have been $452,772 for the six months ended June 30, 2012.

A summary of current, past due and nonaccrual loans as of June 30, 2012 was as follows:

(*Dollars in Thousands*)	Past Due 30-89 Days	Past Due Over 90 days and Accruing	Non-Accruing	Total Past Due	Current	Total Loans
Real estate						
Construction	$ 50	$ 64	$ 3,430	$ 3,544	$ 33,201	$ 36,745
Residential	867	127	4,032	5,026	74,288	79,314
Nonresidential	6,453	-	9,480	15,933	114,028	129,961
Total real estate loans	7,370	191	16,942	24,503	221,517	246,020
Commercial	183	9	862	1,054	30,315	31,369
Consumer and other	31	-	23	54	8,540	8,594
Totals	$ 7,584	$ 200	$ 17,827	$ 25,611	$ 260,372	$ 285,983

A summary of current, past due and nonaccrual loans as of December 31, 2011 was as follows:

(*Dollars in Thousands*)	Past Due 30-89 Days	Past Due Over 90 days Accruing	Non-Accruing	Total Past Due	Current	Total Loans
Real estate						
Construction	$ 420	$ -	$ 8,194	$ 8,614	$ 34,706	$ 43,320
Residential	816	-	3,852	4,668	76,302	80,970

Nonresidential	5,640	328	9,437	15,405	118,198	133,603
Total real estate loans	6,876	328	21,483	28,687	229,206	257,893
Commercial	542	-	1,300	1,842	34,623	36,465
Consumer and other	38	-	2	40	9,000	9,040
Totals	$ 7,456	$ 328	$ 22,785	$ 30,569	$ 272,829	$ 303,398

At June 30, 2012 and December 31, 2011 loans past due 90 days and still accruing interest totaled $199,790 and $327,899, respectively.

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

At June 30, 2012 there were 42 loans classified as TDRs totaling $12,189,375. Of the 42 loans, 13 loans totaling $6,234,412 were performing while 29 loans totaling $5,954,963 were not performing. As of December 31, 2011 there were 37 loans classified as TDRs totaling $7,258,698. Of the 37 loans, 15 loans totaling $3,163,205 were performing while 22 loans totaling $4,095,493 were not performing. All restructured loans resulted in either extended maturity or lowered rates and were included in the impaired loan balance.

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The following table provides, by class, the number of loans modified in TDRs during the three and six months ended June 30, 2012.

(***Dollars in Thousands***)	Three Months Ended June 30, 2012			Six Months Ended June 30, 2012		
	Number of Loans	Recorded Investment	Unpaid Principal Balance	Number of Loans	Recorded Investment	Unpaid Principal Balance
Extended maturity						
Real estate –						
Construction	1	$ 2,237	$ 2,237	3	$ 3,305	$ 3,305
Residential	1	1,014	1,014	1	1,014	1,014
Nonresidential	-	-	-	1	18	18
Commercial	-	-	-	1	110	110
Consumer and other	-	-	-	2	238	238
Total	2	3,251	3,251	8	4,685	4,685
Reduced Rate						
Real estate –						
Nonresidential	-	-	-	2	446	566
Commercial	2	1,588	1,588	2	1,588	1,588
Total	2	1,588	1,588	4	2,034	2,154
Totals	4	$ 4,839	$ 4,839	12	$ 6,719	$ 6,839

The following table provides the number of loans and leases modified in troubled debt restructurings during the previous 12 months which subsequently defaulted during the three and six months ended June 30, 2012, as well as the recorded investments and unpaid principal balances as of June 30, 2012. Loans in default are those past due greater than 89 days.

(***Dollars in Thousands***)	Three Months Ended June 30, 2012			Six Months Ended June 30, 2012		
	Number of Loans	Recorded Investment	Unpaid Principal Balance	Number of Loans	Recorded Investment	Unpaid Principal Balance
Extended maturity						
Real estate –						
Construction	-	$ -	$ -	3	$ 1,473	$ 1,473
Residential	1	1,014	1,014	2	1,032	1,032
Nonresidential	-	-	-	1	110	110
Commercial	-	-	-	1	222	222
Consumer and other	-	-	-	1	23	23
Total	1	1,014	1,014	8	2,860	2,860

Reduced Rate						
Real estate –						
Residential	-	-	-	2	471	591
Nonresidential	-	-	-	1	16	16
Commercial	-	-	-	1	237	237
Consumer and other	1	4	4	1	4	4
Total	1	4	4	5	728	848
Totals	2	$ 1,018	$ 1,018	13	$ 3,588	$ 3,708

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

Credit Indicators

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

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

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

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

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

As of June 30, 2012, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

(Dollars in Thousands)		Real Estate Loans					
	Total	Construction	Residential	Non-Residential	Total Real Estate Loans	Commercial	Consumer and Other
Pass	$226,945	$26,298	$ 63,246	$ 101,351	$190,895	$ 27,579	$ 8,471
Special mention	33,012	6,694	8,005	17,011	31,710	1,219	83
Substandard	26,026	3,753	8,063	11,599	23,415	2,571	40
Doubtful	-	-	-	-	-	-	-
Totals	$285,983	$36,745	$ 79,314	$ 129,961	$246,020	$ 31,369	$ 8,594

As of December 31, 2011, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

Total

(Dollars in Thousands)		Real Estate Loans			Real Estate Loans		
	Total	Construction	Residential	Non-Residential		Commercial	Consumer and Other
Pass	$237,537	$26,767	$ 66,961	$ 103,120	$196,848	$ 31,811	$ 8,878
Special mention	32,444	6,719	6,623	17,655	30,997	1,356	91
Substandard	33,417	9,834	7,386	12,828	30,048	3,298	71
Doubtful	—	-	-	-	-	-	-
Totals	$303,398	$43,320	$ 80,970	$ 133,603	$257,893	$ 36,465	$ 9,040

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

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

The following table summarizes the Company's off-balance sheet financial instruments as of June 30, 2012 and December 31, 2011 whose contract amounts represent credit risk:

	June 30, 2012	December 31, 2011
Commitments to extend credit	$29,959,428	$34,523,727
Standby letters of credit	33,637	1,595,656

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Note 6 – Other Real Estate Owned

Transactions in other real estate owned for the six months ended June 30, 2012 and year ended December 31, 2011 are summarized below:

	June 30, 2012	December 31, 2011
Beginning balance	$22,135,921	$14,669,051
Additions	4,138,633	14,049,177
Improvements made to properties	-	6,987
Proceeds from sales	(3,096,044)	(5,427,221)
Net gain (loss) on sales	(35,021)	(57,818)
Write downs	(882,189)	(1,104,255)
Ending balance	$22,261,300	$22,135,921

The Company recognized a net loss of $35,021 and $88,487 on the sale of other real estate owned for the six months ended June 30, 2012 and 2011, respectively.

Other real estate owned expense for the six months ended June 30, 2012 and 2011 was $1,362,522 and $1,520,491, respectively, which includes gains and losses on sales.

Note 7 – Shareholders' Equity

Common Stock – The following is a summary of the changes in common shares outstanding for the six months ended June 30, 2012 and 2011.

	Six Months Ended June 30, 2012	2011
Common shares outstanding at beginning of the period	4,084,400	4,115,903
Issuance of common stock	770	334
Issuance of non-vested restricted shares	13,627	20,000
Forfeiture of restricted shares	(2,023)	(41,778)
Common shares outstanding at end of the period	4,096,774	4,094,459

Note 8 – Income Taxes

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

Note 9 – Net Income (Loss) Per Share

Net income (loss) available to common shareholders represents net income (loss) adjusted for preferred dividends including dividends declared, accretions of discounts and amortization of premiums on preferred stock issuances and cumulative dividends related to the current dividend period that have not been declared as of period end.

The following is a summary of the net income (loss) per common share calculations for the three months and six months ended June 30, 2012 and 2011.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Net income (loss) available to common shareholders				
Net income	$79,830	$421,520	$458,318	$536,190
Preferred stock dividends	249,247	249,247	498,495	498,495
Deemed dividends on preferred stock resulting from net accretion of discount and amortization of premium	44,388	44,388	88,776	88,288
Net income (loss) available to common shareholders	$(213,805)	$127,885	$(128,953)	$(50,593)

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	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Basic net income (loss) per common share:				
Net income (loss) available to common shareholders	$(213,805)	$127,885	$(128,953)	$(50,593)
Average common shares outstanding - basic	4,096,774	4,104,808	4,091,314	4,107,626
Basic net income (loss) per share	$(0.05)	$0.03	$(0.03)	$(0.01)
Diluted net income (loss) per common share:				
Net income (loss) available to common shareholders	$(213,805)	$127,885	$(128,953)	$(50,593)
Average common shares outstanding - basic	4,096,774	4,104,808	4,091,314	4,107,626
Dilutive potential common shares	-	352,769	-	-
Average common shares outstanding - diluted	4,096,774	4,457,577	4,091,314	4,107,626
Diluted income (loss) per share	$(0.05)	$0.03	$(0.03)	$(0.01)

Note 10 - Equity Incentive Plan

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

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

Restricted shares may be subject to one or more objective employment, performance or other forfeiture conditions established by the Plan Committee at the time of grant. The restricted shares will not vest unless the Company’s retained earnings at the end of the fiscal quarter preceding the third anniversary of the restricted share award date are greater than the award value of the restricted shares. Any shares of restricted stock that are forfeited will again become available for issuance under the Plan. An employee or director has the right to vote the shares of restricted stock after grant until they are forfeited or vested. Compensation cost for restricted stock is equal to the market value of the shares at the date of the award and is amortized to compensation expense over the vesting period. Dividends, if any, will be paid on awarded but unvested stock.

During the six months ended June 30, 2012 and 2011 the Company issued 13,627 and 20,000 shares, respectively, of restricted stock pursuant to the 2006 Equity Incentive Plan. The shares issued in 2012 and 2011 cliff vest in three years and are fully vested in 2015 and 2014, respectively, subject to meeting the performance criteria of the Plan. The weighted-average fair value of restricted stock issued during the six months ended June 30, 2012 and 2011 was $1.05 and $2.20 per share, respectively. Compensation cost associated with the issuance for 2012 and 2011 was $14,308 and $44,000, respectively, to be amortized over three years. During the first six months of 2012 and 2011, 2,023 and 41,778 shares were forfeited having a weighted average price of $3.18 and $3.39, respectively. Deferred compensation expense of $112,842 and $82,955, relating to restricted stock, was amortized to income during the six months ended June 30, 2012 and 2011, respectively.

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

During the first quarter of 2012, the Board of Directors cancelled all 84,334 SARs that were outstanding at December 31, 2011. Holders of these SARs were given a cash settlement totaling $37,500 in exchange for the cancellation. The cancellation resulted in the removal of all accrued SARs expense and related unrecognized compensation costs. For the six months ended June 30, 2012, net income of $337,153 was recognized as a result of the cancellation. The SARs compensation expense for the six months ended June 30, 2011 was $26,895.

Note 11 – Fair Value Measurements

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

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

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

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

Fair Value Hierarchy

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

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

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

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

Assets Recorded at Fair Value on a Recurring Basis

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

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

Loans - The Company does not record loans at fair value on a recurring basis, however, from time to time, a loan is considered impaired and an allowance for loan loss is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan are considered impaired. Once a loan is identified as individually impaired, management measures impairment. The fair value of impaired loans is estimated using one of several methods, including the collateral value, market value of similar debt, enterprise value, liquidation value and discounted cash flows. Those impaired loans not requiring a specific allowance represent loans for which the fair value of expected repayments or collateral exceed the recorded investment in such loans. At June 30, 2012 and December 31, 2011, substantially all of the impaired loans were evaluated based upon the fair value of the collateral. Impaired loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the loan as nonrecurring Level 3.

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

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

The tables below present the balances of assets and liabilities measured at fair value on a recurring basis by level within the hierarchy at June 30, 2012 and December 31, 2011.

	Total	Level 1	Level 2	Level 3
June 30, 2012				
Available-for-sale securities:				
U.S. Government agencies	$8,154,250	$ -	$8,154,250	$ -
Mortgage-backed securities	59,269,584	-	59,269,584	-
Municipals	15,328,822	-	15,328,822	-
Other	7,000	-	7,000	-
	82,759,656	-	82,759,656	-
Mortgage loans held for sale (1)	1,591,851	-	1,591,851	-
	$84,351,507	$ -	$84,351,507	$ -

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

	Total	Level 1	Level 2	Level 3
December 31, 2011				
Available-for-sale securities:				
U.S. Government agencies	$3,024,945	$ -	$3,024,945	$ -
Mortgage-backed securities	61,560,402	-	61,560,402	-
Municipals	19,937,971	-	19,937,971	-
Other	11,000	-	11,000	-
	84,534,318	-	84,534,318	-
Mortgage loans held for sale (1)	2,863,297	-	2,863,297	-
	$87,397,615	$ -	$87,397,615	$ -

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

There were no liabilities measured at fair value on a recurring basis at June 30, 2012 and December 31, 2011.

Assets Recorded at Fair Value on a Nonrecurring Basis

Certain assets and liabilities are measured at fair value on a nonrecurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). The following table presents the assets and liabilities measured at fair value on a nonrecurring basis at June 30, 2012 and December 31, 2011, aggregated by level in the fair value hierarchy within which those measurements fall.

	Total	Level 1	Level 2	Level 3
June 30, 2012				
Impaired loans receivable	$25,116,975	$ -	$-	$25,116,975
Other real estate owned	22,261,300	-	22,261,300	-
Total assets at fair value	$47,378,275	$ -	$22,261,300	$25,116,975

	Total	Level 1	Level 2	Level 3
December 31, 2011				
Impaired loans receivable	$23,837,812	$ -	$-	$23,837,812
Other real estate owned	22,135,921	-	22,135,921	-
Total assets at fair value	$45,973,733	$ -	$22,135,921	$23,837,812

There were no liabilities measured at fair value on a nonrecurring basis at June 30, 2012 and December 31, 2011.

Impaired loans which are measured for impairment using the fair value of collateral for collateral dependent loans, had a carrying value of $25,779,121 at June 30, 2012 with a valuation allowance of $662,146. Impaired loans had a carrying value of $26,503,206 at December 31, 2011 with a valuation allowance of $2,665,394.

Other real estate owned, which is measured at the lower of carrying amount or fair value less costs to sell, had a net carrying value of $22,261,300 and $22,135,921 at June 30, 2012 and December 31, 2011, respectively. Write downs of other real estate owned for the six months ended June 30, 2012 and for the year ended December 31, 2011 were $882,189 and $1,104,255, respectively.

Disclosures about Fair Value of Financial Instruments

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

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

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

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

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

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

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

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

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

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

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

The following presents the carrying amount, fair value, and placement in the fair value hierarchy of the Company’s financial instruments as of June 30, 2012 and December 31, 2011. This table excludes financial instruments for which the carrying amount approximates fair value. For short-term financial assets such as cash and cash equivalents, the carrying amount is a reasonable estimate of fair value due to the relatively short time between the origination of the instrument and its expected realization. For financial liabilities such as noninterest-bearing demand, interest-bearing demand, and savings deposits, the carrying amount is a reasonable estimate of fair value due to these products having no stated maturity.

			Fair Value Measurements		
	Carrying Amount	Fair Value	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
June 30, 2012					
Financial Assets:					
Loans receivable	$285,982,883	$286,531,000	$-	$-	$286,531,000
Financial Liabilities:					
Certificates of deposit	$182,792,271	$185,451,000	$-	$185,451,000	$-
Advances from Federal Home Loan Bank	13,000,000	13,087,000	-	13,087,000	-
December 31, 2011					
Financial Assets:					
Loans receivable	$303,398,403	$305,701,000	$-	$-	$305,701,000
Financial Liabilities:					
Certificates of deposit	$210,896,717	$215,293,000	$-	$215,293,000	$-
Advances from Federal Home Loan Bank	13,000,000	13,050,000	-	13,050,000	-

Note 12 - Subsequent Events

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

Included in other real estate owned at June 30, 2012, were two properties with a carrying value of $5,487,175, which was approximately 25% of the total value of other real estate owned at that date. These properties were subsequently sold for a net loss of $14,620.

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

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

Cautionary Note Regarding Forward-Looking Statements

Certain of the statements made under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere throughout this Form 10-Q are forward-looking statements for purposes of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended (the Exchange Act). Forward-looking statements relate to future events or our future financial performance and may involve known or unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of First Reliance to be materially different from future results, performance, or achievements expressed or implied by such forward-looking statements. Forward-looking statements include statements using the words such as “may,” “will,” “anticipate,” “should,” “would,” “project,” “future,” “strategy,” “believe,” “contemplate,” “expect,” “estimate,” “continue,” “i other similar words and expressions of the future.

These forward-looking statements involve risks and uncertainties, and may not be realized due to a variety of factors, including, without limitation: the effects of future economic conditions, governmental monetary and fiscal policies, as well as legislative and regulatory changes, including, but not limited, proposed changes to capital standards and asset risk-weighting (otherwise known as Basel III); the risks of changes in interest rates on the level and composition of deposits, loan demand, and the values of loan collateral, securities, and interest sensitive assets and liabilities; continued economic uncertainly stemming from the adverse economic conditions affecting the European Union; continued political unrest and instability in the Middle East; the historically flat yield curve for investment securities, and its potential effects on our asset mix and asset yields; the costs of evaluating possible strategic and capital alternatives and the risks inherent in integrating acquisitions; 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 First Reliance’s market area and elsewhere, including institutions operating regionally, nationally and internationally, together with such competitors offering banking products and services by mail, telephone, computer and the Internet; and, the failure of assumptions underlying the establishment of reserves for possible loan losses. Additional factors that could cause actual results to differ materially are discussed in our filings with the Securities and Exchange Commission, including, without limitation, our Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q.

Forward-looking statements speak only as of the date on which they are made. We undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made to reflect the occurrence of unanticipated events. All written or oral forward-looking statements attributable to First Reliance are expressly qualified in their entirety by this Cautionary Note.

Overview

The following discussion describes our results of operation for the quarter and six months ended June 30, 2012 as compared to the quarter and six months ended June 30, 2011 and also analyzes our financial condition as of June 30, 2012 as compared to December 31, 2011.

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

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

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

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

Critical Accounting Policies

We have adopted various accounting policies, which govern the application of accounting principles generally accepted in the United States of America in the preparation of our financial statements. Our significant accounting policies are described in the notes to the consolidated financial statements at December 31, 2011 as filed on our annual report on Form 10-K. Certain accounting policies involve significant judgments and assumptions we have made, which have a material impact on the carrying value of certain assets and liabilities. We consider these accounting policies to be critical accounting policies. The judgments and assumptions we use are based on the historical experience and other factors, which we believe to be reasonable under the circumstances. Because of the nature of our judgments and assumptions, actual results could differ from these judgments and estimates which could have a major impact on our carrying values of assets and liabilities and our results of operations.

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

Regulatory Matters

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

In addition, on the basis of the same examination by the FDIC and the SC State Board, the Federal Reserve Bank of Richmond (the "Federal Reserve Bank") requested that the Company enter into a separate Memorandum of Understanding, which the Company entered into in December 2010 (the "Company MOU"). While this agreement provides for many of the same measures suggested by the Memorandum already in place for the Bank, the Company MOU requires that the Company seek pre-approval from the Federal Reserve Bank prior to the declaration or payment of dividends or other interest payments relating to its securities. As a result, until the Company is no longer subject to the Company MOU, it will be required to seek regulatory approval prior to paying scheduled dividends on its preferred stock and trust preferred securities, including the Series A Preferred Stock and Series B Preferred Stock issued to the Treasury as part of our participation in the TARP CPP, as well as the Series C Preferred Stock issued as part of a private offering completed in 2010. This provision will also apply to the Company's common stock, although to date, the Company has not elected to pay a cash dividend on its shares of common stock. The Federal Reserve Bank approved the scheduled payment of dividends on the Company's preferred stock and interest payments on the Company's trust preferred securities for the first three quarters of 2011. The Federal Reserve did not approve the Company's request to pay dividends and interest payments relating to its outstanding classes of preferred stock and trust preferred securities due and payable in the fourth quarter of 2011 and in the first three quarters of 2012. As a result, no assurance can be given as to the ability of the Company to obtain approval from the Federal Reserve Bank to resume the payment of such dividends and interest in future quarters while the Company MOU remains in effect.

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

Effect of Economic Trends

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

Results of Operations

For the second quarter of 2012 our net loss available to common shareholders was $213,805, or a basic and diluted loss per common share of $0.05 compared to a net income available to common shareholders of $127,885, or a basic and diluted income per common share of $0.03 for the second quarter of 2011. Comparing the second quarter of 2012 with the second quarter of 2011 we experienced a reduction of $341,690 in our net income available to common shareholders. This reduction is primarily attributable to the $708,212 reduction in net interest income. Additionally, our net income was negatively impacted by the change in our income tax provision. For 2011 our income tax provision consisted of an income tax benefit of $125,708 compared to no income tax provision required for 2012. However, our earnings for the second quarter of 2012 compared to 2011 were favorably impacted by the $161,784 increase in our noninterest income and to the $282,010 and $48,436 reductions in our provision for loan losses and in our noninterest expenses, respectively.

For the six months ended June 30, 2012 and 2011, we incurred a net loss available to common shareholders of $128,953 and $50,593, respectively. This resulted in basic and diluted loss per common share of $0.03 and $0.01 for 2012 and 2011, respectively. Comparing the first six months of 2012 with the first six months of 2011, we experienced a reduction of $78,360 in our net income available to common shareholders. This reduction is primarily attributable to the $1,034,014 reduction in net interest income. Additionally, our net income was negatively impacted by the change in our income tax provision. For 2011 our income tax provision consisted of an income tax benefit of $419,394 compared to no income tax provision required for 2012. However, our earnings for the first six months of 2012 compared to 2011 were favorably impacted by the $409,532 increase in our noninterest income and to the $1,042,880 reduction in our noninterest expenses.

Income Statement Review

Net Interest Income

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

Net interest income decreased $708,212 or 16.49%, to $3,586,857 for the quarter ended June 30, 2012, from $4,295,069 for the comparable period of 2011. Our net interest income for the six months ended June 30, 2012 and 2011 was $7,340,360 and $8,374,374, respectively. This represents a decrease of $1,034,014 or 12.35%. The decrease in both periods is due primarily to the significant reduction in the average volume of our loans, which are our highest yielding earning assets. The average volume of our loans was $47,462,364 and $45,563,649, lower for the three and six months ended June 30, 2012, respectively, than they were for comparable 2011 periods.

For the second quarter of 2012, average-earning assets totaled $411,606,803 with an annualized average yield of 4.67% compared to $458,992,658, and 5.16%, respectively, for the second quarter of 2011. Average interest-bearing liabilities totaled $371,133,818 with an annualized average cost of 1.29% for second quarter of 2012 compared to $421,468,754 and 1.53%, respectively, for the second quarter of 2011.

Average earning assets for the six months ended June 30, 2012 and 2011 were $420,741,100 and $461,107,118, respectively, with an annualized average yield of 4.72% and 5.18% respectively. Average interest-bearing liabilities totaled $379,670,084 and $425,955,102 with an annualized average cost of 1.34% and 1.64% for the six months ended June 30, 2012 and 2011, respectively.

Our net interest margin and net interest spread were 3.50% and 3.38%, respectively, for the second quarter of 2012 compared to 3.75% and 3.63%, respectively, for the second quarter of 2011. For the six months ended June 30, 2012, our net interest margin and net interest spread were 3.51% and 3.38%, respectively compared to 3.66% and 3.54%, respectively for the comparable period of 2011.

Because loans often provide a higher yield than other types of earning assets, one of our goals is to maintain our loan portfolio as the largest component of total earning assets. Loans comprised 70.53% and 70.60% of average earning assets for the three and six months ending June 30, 2012, respectively compared to 73.59% and 74.31%, respectively for the comparable period of 2011.

Loan interest income for the three and six months ended June 30, 2012 was $4,103,473 and $8,503,300, respectively, compared to $5,019,414 and $10,089,688, respectively, for the comparable periods of 2011. The annualized average yield on loans was 5.69% and 5.76%, respectively, for the three and six months ended June 30, 2012 compared 5.96% and 5.94%, respectively, for the comparable 2011 periods. For the three and six months ended June 30, 2012, compared to the three and six months ended June 30, 2011, the average balances of our loans decreased $47,462,364, or 14.05% and $45,563,649, or 13.30%, respectively. Our loan interest income for the three and six months ended June 30, 2012, was negatively affected by the significant decrease in the average volume of our loans and the continuation of the downturn in our local real estate markets. Additional information may be found in the "Rate/Volume Analysis" presented below.

Available-for-sale investment securities averaged $85,949,872, or 20.88% of average earning assets, for the second quarter of 2012 compared to $85,044,770, or 18.53% of average earning assets for the second quarter of 2011. Available-for-sale investment securities averaged $86,131,113 and 20.47% of average earning assets for the six months ended June 30, 2012 compared to $83,926,325 and 18.20% for the six months ended June 30, 2011. Interest earned on available-for-sale securities amounted to $643,481 and $1,305,122 for the three and six months ended June 30, 2012, respectively, compared to $850,200 and $1,689,817 respectively, for the same periods in 2011. As our loan demand declined over the past year, we shifted investable funds to investment securities. The annualized average yield on available-for-sale investment securities was 3.01% and 4.01% for the second quarter of 2012 and 2011, respectively. The annualized average yield on available-for-sale investment securities was 3.05% and 4.06% for the six months ended June 30, 2012 and 2011, respectively. The decrease in yield on our available-for-sale investment securities was caused, in part, by a historically flat yield curve for investment yields that has diminished returns available for this asset type.

Our average interest-bearing deposits were $343,389,921 and $391,255,203 for the second quarter of 2012 and 2011, respectively. This represented a decrease of $47,865,282, or 12.23%. Our average interest-bearing deposits were $353,907,101 and $396,241,599 for the six months ended June 30, 2012 and 2011, respectively. This represented a decrease of $42,334,498, or 10.68%. Total interest paid on deposits for the three and six months ended June 30, 2012 was $1,061,837 and 2,269,029, respectively, compared to $1,620,911 and $3,396,975 for the same periods of 2011. The annualized average cost of deposits was 1.24% and 1.66% for the three months ended June 30, 2012 and 2011, respectively. The annualized average cost of deposits was 1.29% and 1.73% for the six months ended June 30, 2012 and 2011, respectively. As our loan demand declined, we concurrently lowered our rates paid for deposits, especially for time deposits, which is the primary reason why the amounts of our average time deposits were 19.66% and 19.93% lower during the three and six months ended June 30, 2012 than during the comparable 2011 periods.

The average balance of other interest-bearing liabilities was $27,743,897 and $30,213,551 for the three months ended June 30, 2012 and 2011, respectively. This represented a decrease of $2,469,654 and 8.17%. For the six months ended June 30, 2012 and 2011 the average balance of other interest bearing liabilities was $25,762,983 and $29,713,503, respectively. This represented a decrease of $3,950,520, or 13.30%. The decrease in both periods is mainly attributable to the decrease in our average borrowings from the Federal Home Loan Bank. With the diminished loan demand we experienced during the past year, we utilized fewer borrowings from the Federal Home Loan Bank to meet our funding needs.

Rate/Volume Analysis

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

Three Months Ended June 30,

	Average Balances, Income and Expenses, and Rates								
	2012			**2011**			**2010**		
(Dollars in thousands)	Average Balance	Income/ Expense	Yield/ **Rate**	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield Rate
Assets									
Earning assets:									
Loans (1)	$290,293	$4,104	5.69%	$337,755	$5,019	5.96 %	$383,866	$5,853	6.12%
Securities, taxable	67,342	462	2.76	40,157	367	3.67	60,929	583	3.84
Securities, nontaxable	18,608	181	3.91	44,888	483	4.32	60,841	654	4.31
Other earning assets	35,364	30	0.34	36,193	31	0.34	37,984	27	0.28
Total earning assets	411,607	4,777	4.67	458,993	5,900	5.16	543,620	7,117	5.25
Non-earning assets:	60,721			61,643			59,094		
Total assets	$472,328			$520,636			$602,714		
Liabilities and Shareholders' Equity									
Interest-bearing deposits:									
Transaction accounts	$42,046	$17	0.16%	$36,423	$44	0.48 %	$37,260	$45	0.48%
Savings and money market accounts	115,765	88	0.30	123,829	259	0.84	106,910	343	1.29
Time deposits	185,579	957	2.07	231,003	1,318	2.29	324,730	2,365	2.93
Total interest-bearing deposits	343,390	1,062	1.24	391,255	1,621	1.66	468,900	2,753	2.36
Other interest-bearing liabilities:									
Federal Home Loan Bank bank borrowing	13,000	67	2.06	19,660	69	1.41	26,077	238	3.66
Junior subordinated debentures	10,310	60	2.36	10,310	(85)	(3.31)	10,310	155	6.01
Other	4,434	1	0.10	244	-	0.00	788	-	0.00
Total other interest-bearing liabilities	27,744	128	1.86	30,214	(16)	(0.21)	37,175	393	4.23
Total interest-bearing liabilities	371,134	1,190	1.29	421,469	1,605	1.53	506,075	3,146	2.49
Noninterest-bearing deposits	56,550			49,374		`	44,076		
Other liabilities	2,985			2,588			5,154		
Shareholders' equity	41,659			47,205			47,409		
Total liabilities and equity	$472,328			$520,636			$602,714		

Net interest income/interest spread	$3,587	3.38%	$4,295	3.63 %	$3,971	2.76%
Net yield on earning assets		3.50%		3.75 %		2.93%

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

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Six Months Ended June 30,

	Average Balances, Income and Expenses, and Rates								
	2012			2011			2010		
(Dollars in thousands)	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield Rate
Assets									
Earning assets:									
Loans (1)	$297,062	$8,503	5.76%	$342,626	$10,090	5.94 %	$393,496	$12,066	6.18
Securities, taxable	66,750	927	2.79	37,504	672	3.61	61,031	1,193	3.94
Securities, nontaxable	19,381	378	3.92	46,422	1,017	4.42	60,685	1,307	4.34
Other earning assets	37,548	58	0.31	34,555	55	0.32	39,522	55	0.28
Total earning assets	420,741	9,866	4.72	461,107	11,834	5.18	554,734	14,621	5.32
Non earning assets:	59,660			62,401			56,346		
Total assets	$480,401			$523,508			$611,080		
Liabilities and Shareholders' Equity									
Interest-bearing deposits:									
Transaction accounts	$42,247	$49	0.23%	$37,381	$96	0.52 %	$39,295	$88	0.45
Savings and money market accounts	118,248	210	0.36	117,294	472	0.81	104,040	680	1.32
Time deposits	193,412	2,010	2.09	241,567	2,829	2.36	335,501	4,858	2.92
Total interest-bearing deposits	353,907	2,269	1.29	396,242	3,397	1.73	478,836	5,626	2.37
Other interest-bearing liabilities:									
Federal Home Loan Bank bank borrowing	13,000	133	2.05	19,094	137	1.44	26,924	474	3.55
Junior subordinated debentures	10,310	123	1.19	10,310	(74)	(1.45)	10,310	307	6.01
Other	2,453	1	0.10	309	-	0.00	780	-	0.00
Total other interest-bearing liabilities	25,763	257	2.01	29,713	63	0.43	38,014	781	4.14
Total interest-bearing liabilities	379,670	2,526	1.34	425,955	3,460	1.64	516,850	6,407	2.50
Noninterest-bearing deposits	56,239			47,254			43,724		
Other liabilities	2,840			2,531			3,983		
Shareholders' equity	41,652			47,768			46,523		
Total liabilities and equity	$480,401			$523,508			$611,080		
Net interest income/interest spread		$7,340	3.38%		$8,374	3.54 %		$8,214	2.82
Net yield on earning assets			3.51%			3.66 %			2.99

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

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

Three Months Ended June 30,

	2012 Compared to 2011 Due to increase (decrease) in			2011 Compared to 2010 Due to increase (decrease) in		
(Dollars in thousands)	Volume	Rate	Total	Volume	Rate	Total
Interest income:						
Loan	$ (693)	$ (223)	$ (916)	$ (685)	$ (149)	$ (834)
Securities, taxable	203	(107)	96	(191)	(25)	(216)
Securities, tax exempt	(260)	(42)	(302)	(173)	2	(171)
Other earning assets	-	-	-	-	4	4
Total interest income	(750)	(372)	(1,122)	(1,049)	(168)	(1,217)
Interest expense:						
Interest-bearing deposits						
Interest-bearing transaction accounts	6	(33)	(27)	(1)	-	(1)
Savings and money market accounts	(16)	(156)	(172)	48	(132)	(84)
Time deposits	(242)	(118)	(360)	(599)	(448)	(1,047)
Total interest-bearing deposits	(252)	(307)	(559)	(552)	(580)	(1,132)

	2012 Compared to 2011 Due to increase (decrease) in			2011 Compared to 2010 Due to increase (decrease) in		
(Dollars in thousands)	Volume	Rate	Total	Volume	Rate	Total
Other interest-bearing liabilities						
Federal Home Loan Bank borrowings	(28)	26	(2)	(49)	(120)	(169)
Junior subordinated debentures	1	146	147	-	(240)	(240)
Total other interest-bearing liabilities	(27)	172	145	(49)	(360)	(409)
Total interest expense	(279)	(135)	(414)	(601)	(940)	(1,541)
Net interest income	$ (471)	$ (237)	$ (708)	$ (448)	$ 772	$ 324

Six Months Ended June 30,

	2012 Compared to 2011 Due to increase (decrease) in			2011 Compared to 2010 Due to increase (decrease) in		
(Dollars in thousands)	Volume	Rate	Total	Volume	Rate	Total
Interest income:						
Loans	$ (1,292)	$ (294)	$ (1,586)	$ (1,519)	$ (457)	$ (1,976)
Securities, taxable	434	(179)	255	(428)	(93)	(521)
Securities, tax exempt	(535)	(104)	(639)	(314)	24	(290)
Other earning assets	5	(2)	3	(7)	7	-
Total interest income	(1,388)	(579)	(1,967)	(2,268)	(519)	(2,787)
Interest expense:						
Interest-bearing deposits						
Interest-bearing transaction accounts	12	(58)	(46)	(4)	12	8
Savings and money market accounts	4	(266)	(262)	79	(287)	(208)
Time deposits	(521)	(299)	(820)	(1,204)	(825)	(2,029)
Total interest-bearing deposits	(505)	(623)	(1,128)	(1,129)	(1,100)	(2,229)
Other interest-bearing liabilities						
Federal Home Loan Bank borrowings	(51)	48	(3)	(111)	(226)	(337)
Junior subordinated debentures	-	197	197	-	(381)	(381)
Other	-	-	-	-	-	-
Total other interest-bearing liabilities	(51)	245	194	(111)	(607)	(718)
Total interest expense	(556)	(378)	(934)	(1,240)	(1,707)	(2,947)
Net interest income	$ (832)	$ (201)	$ (1,033)	$ (1,028)	$ 1,188	$ 160

Provision and Allowance for Loan Losses

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

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

The allowance represents an amount which management believes will be adequate to absorb inherent losses on existing loans that may become uncollectible. Our judgment as to the adequacy of the allowance for loan losses is based on a number of assumptions about future events, which we believe to be reasonable, but which may or may not prove to be accurate. Our determination of the allowance for loan losses is based on regular evaluations of the collectability of loans, including consideration of factors such as the balance of impaired loans, the quality, mix, and size of our overall loan portfolio, economic conditions that may affect the borrower's ability to repay, the amount and quality of collateral securing the loans, our historical loan loss experience, and a review of specific problem loans. We also consider subjective issues such as changes in our lending policies and procedures, changes in the local and national economy, changes in volume or type of credits, changes in the volume or severity of problem loans, quality of loan review and board of director oversight, concentrations of credit, and peer group comparisons.

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

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

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

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

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

As of June 30, 2012 and 2011, the allowance for loan losses was $5,241,995 and $4,695,843, respectively, an increase of $546,152, or 11.63%, from the 2011 allowance. The increase was largely tied to the increased charge-offs due to the continued weaknesses in our market over the first six months of 2012 as compared to the same period of 2011. As a percentage of total loans, the allowance for loan losses was 1.83% and 1.43% at June 30, 2012 and 2011, respectively. See the discussion regarding the provision expense and “Activity in the Allowance for Loan Losses” below for additional information regarding our asset quality and loan portfolio.

The provision for loan losses was $600,000 and $523,124 for the six months ended June 30, 2012 and 2011, respectively. This represents an increase of $76,876, or 14.70%. The increase in the provision expense for the six months ended June 30, 2012 is due partially to an increase in historical loss ratios in our coastal markets, but mainly to the deterioration of certain large credits, relating to real estate construction, during the first quarter of 2012. We did not record a provision for loan losses for the second quarter of 2012, whereas we recorded a provision of $282,010 for the second quarter of 2011. Our analysis of the allowance for loan losses as of June 30, 2012 showed that our overall loss rates have been stabilizing over the past several allowance calculations and that our credit exposure in the Myrtle Beach market and the Charleston market, which were particularly hard-hit by the downturn in the real estate markets, is phasing out.

We believe the allowance for loan losses at June 30, 2012, is adequate to meet potential loan losses inherent in the loan portfolio and, as described earlier, to maintain the flexibility to adjust the allowance should our local economy and loan portfolio either improve or decline in the future.

Noninterest Income

Noninterest income increased $161,784, or 10.18%, to $1,751,648 for the second quarter of 2012 from $1,589,864 for the second quarter of 2011. Noninterest income increased $409,532, or 15.77%, to $3,006,089 for the first half of 2012 from $2,596,557 for the first half of 2011. The increase in our noninterest income for both periods is due primarily to the increase of $163,980 and $251,090 in gain on sale of mortgage loans for the three and six months ended June 30, 2012, respectively. Because of historically low mortgage rates in effect during the first six months of 2012, we experienced an increase in the volume of homeowners refinancing their existing mortgages.

Noninterest Expense

For the quarter ended June 30, 2012, noninterest expense totaled $5,258,675 which is $48,436, or 0.91%, lower than our noninterest expense for the quarter ended June 30, 2011. For the six months ended June 30, 2012 and 2011, noninterest expense totaled $9,288,131 and $10,331,011, respectively, a decrease of $1,042,880, or 10.09% for 2012 compared to 2011.

During the latter part of 2011, we made a vigorous review of our expense categories. Based on this review, we implemented a number of operational changes that resulted in a reduction of a number of our noninterest expenses for the three and six months ended June 30, 2012 versus the comparable 2011 periods. The largest reduction realized was $136,444 and $763,594 in our expense for salaries and benefits for the three and six months ended June 30, 2012, respectively. Included in the expense achieved in the first six months of 2012 is $353,003 attributable to the cancellation of all stock appreciation rights that were outstanding at December 31, 2011, during the first quarter of

2012. Additional information regarding the cancellation of the stock appreciation rights is provided in Note 10 to our financial statements.

Additionally, with the reduction in our deposits base, the cost of our Federal Deposit Insurance premiums were $97,687 and $197,779 lower for the three and six months ended June 30, 2012, respectively, compared to same periods in 2011.

The favorable factors mentioned above were offset by increases in the following noninterest expenses for the three and six months ended June 30, 2012 compared to the same 2011 periods.

1. Professional fees for the quarters ended June 30, 2012 and 2011, were $295,934 and $204,539, respectively, which represents an increase of $91,395. For the six months ended June 30, 2012, the professional fees were $469,646 and $425,483, respectively, an increase of $44,163. In both periods, the increase is attributable to consultant fees for the development of a new risk management program.

2. Insurance expense was $36,943 and $76,453 higher for the three and six months ended June 30, 2012, respectively, compared to the comparable 2011 periods. The increases are due to the expanded policy coverage and higher insurance premiums.

3. Furniture and equipment expense for the quarters ended June 30, 2012 and 2011 was $393,277 and $312,952, respectively, which represents an increase of $80,325. For the six months ended June 30, 2012, the expense was $752,936 and $627,622, respectively, an increase of $125,314. The increases are due to the recent outsourcing of our data processing and servers to a vendor. While we will have more processing costs in the future, we believe these costs will be offset by lower computer hardware and maintenance costs in the future.

Income Taxes

The income tax expense related to the Company's pre-tax income for the first two quarters of 2012 was offset by a reversal of an equal amount of the Company's valuation allowance related to its deferred tax assets. Therefore, no income tax provision was recorded for the three and six months ended June 30, 2012.

Balance Sheet Review

General

At June 30, 2012, we had total assets of $471.3 million, consisting principally of $286.0 million in loans, $84.4 million in investment securities, and $40.2 million in cash and due from banks. Our liabilities at June 30, 2012, totaled $429.4 million, which consisted principally of $399.2 million in deposits, $13.0 million in FHLB advances, and $14.7 million in other borrowings. At June 30, 2012, our shareholders' equity was $41.8 million.

At December 31, 2011, we had total assets of $495.0 million, consisting principally of $303.4 million in loans, $87.0 million in investments, and $44.0 million in cash and due from banks. Our liabilities at December 31, 2011 totaled $453.8 million, consisting principally of $427.8 million in deposits, $13.0 million in FHLB advances, and $10.3 million in other borrowings. At December 31, 2011, our shareholders' equity was $41.1 million.

Investment Securities

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

At June 30, 2012 our investment in available-for-sale securities was $82,759,656, this is $1,774,662, or 2.10%, lower than our investment of $84,534,318 in available-for-sale securities at December 31, 2011.

The amortized costs and the fair value of our securities available-for-sale at June 30, 2012 and December 31, 2011 are shown in the following table.

	June 30, 2012		December 31, 2011	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Government sponsored enterprises	$7,815,414	$8,154,250	$2,839,706	$3,024,945
Mortgage-backed securities	57,466,979	59,269,584	59,748,500	61,560,402
Municipal securities	14,377,792	15,328,822	19,084,899	19,937,971
Other	100,000	7,000	100,000	11,000
Total	$79,760,185	$82,759,656	$81,773,105	$84,534,318

At June 30, 2012, securities classified as available-for-sale are recorded at fair market value. Approximately 72% of the unrealized losses is the result of a single security in a continuous loss position for twelve months or more. We do not intend to sell this security in the near future and it is more likely than not that we will not be required to sell this security before recovery of its amortized cost. Based on industry analyst reports and credit ratings, we believe that the deterioration in value is not considered other-than-temporary. Please see Note 4 to our financial statements for additional information.

Securities Available-for-Sale Maturity Distribution and Yields

Contractual maturities and yields on our available-for-sale securities at June 30, 2012 are shown in the following table. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	U.S Government Agencies and Corporations		Municipals		Total	
(Dollars in thousands)	Amount	Yield	Amount	Yield	Amount	Yield
Due within one year	$ -	0.00 %	$ 1,444	4.09 %	$ 1,444	4.09 %
Due after one year but within five years	-	0.00	2,054	6.92	2,054	6.92
Due after five years but within ten years	8,154	3.09	5,216	4.13	13,370	3.48
Due after ten years	-	0.00	6,615	4.23	6,615	4.23
Total securities (1)	$ 8,154	3.09 %	$ 15,329	4.15 %	$ 23,483	4.04 %

(1) Excludes mortgage-backed securities totaling $59,269,584 with a yield of 3.20% and other securities totaling $7,000.

At June 30, 2012 and December 31, 2011, nonmarketable equity securities totaled $1,619,900 and $2,431,800, respectively, consisting of Federal Home Loan Bank stock and Community Bankers Bank stock. These stocks are recorded at their original cost. At June 30, 2012 and December 31, 2011 the Federal Home Loan Bank stock totaled $1,561,800 and $2,373,700, respectively. The Community Bankers Bank stock totaled $58,100 at June 30, 2012 and December 31, 2011.

Loans

Loans, including loans held for sale, are the largest category of earning assets and typically provide higher yields than the other types of earning assets. Associated with the higher loan yields are the inherent credit and liquidity risks that we attempt to control and counterbalance. Loans averaged $297,061,801 during the six months ended June 30, 2012 compared to $342,625,450 during the six months ended June 30, 2011, a decrease of $45,563,649, or 13.30%. At June 30, 2012, total loans were $287,574,734 compared to $306,261,700 at December 31, 2011, a decrease of $18,686,966, or 6.10%. Excluding loans held for sale, loans were $285,982,883 at June 30, 2012, compared to $303,398,403 at December 31, 2011, which equated to a decrease of $17,415,520, or 5.74%. During six months of 2012 we charged off loans totaling $3,693,957 and foreclosed on loans totaling $4,138,633, whereby the loan balances were transferred to other real estate owned. The remainder of this decrease is the result of the economic downturn in our markets and worldwide deleveraging that caused the volume of new loan customers and average loan balances carried by current customers to decrease.

The following table summarizes the composition of our loan portfolio June 30, 2012 and December 31, 2011.

	June 30, 2012	% of Total	December 31, 2011	% of Total
Mortgage loans on real estate				
Construction	$36,745,200	12.85 %	$43,320,482	14.28 %
Residential 1-4 family	42,497,952	14.86	42,837,510	14.13
Multifamily	8,677,406	3.04	8,630,232	2.84
Second mortgages	4,432,261	1.55	4,503,752	1.48
Equity lines of credit	23,706,551	8.29	24,998,277	8.24
Total residential	79,314,170	27.74	80,969,771	26.69
Nonresidential	129,960,779	45.44	133,603,482	44.03
Total real estate loans	246,020,149	86.03	257,893,735	85.00
Commercial and industrial	31,369,008	10.97	36,465,095	12.02
Consumer	8,531,448	2.98	8,649,649	2.85
Other, net	62,278	0.02	389,924	0.13
Total loans	$285,982,883	100.00%	$303,398,403	100.00%

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

The largest component of our loan portfolio is real estate mortgage loans. At June 30, 2012, real estate mortgage loans totaled $246,020,149 and represented 86.03% of the total loan portfolio, compared to $257,893,735, or 85.00%, at December 31, 2011.

Real estate construction loans were $36,745,200 and $43,320,482 at June 30, 2012 and December 31, 2011, respectively, and represented 12.85% and 14.28% of the total loan portfolio, respectively.

Residential mortgage loans totaled $79,314,170 at June 30, 2012 and represented 27.74% of the total loan portfolio, compared to $80,969,771 and 26.69%, respectively, at December 31, 2011. Residential real estate loans consist of first and second mortgages on single or multi-family residential dwellings.

Nonresidential mortgage loans, which include commercial loans and other loans secured by multi-family properties and farmland, totaled $129,960,779 at June 30, 2012 compared to $133,603,482 at December 31, 2011.

Currently, the demand for all types of real estate mortgage loans in our market area is very weak, largely because of the general economic downturn that has affected many businesses and individuals in our market area.

Commercial and industrial loans decreased to $31,369,008 at June 30, 2012, from $36,465,095 at December 31, 2011. The decrease is mainly due to the economic downturn in our markets that caused demand for these types of loans to decrease. At June 30, 2012 and December 31, 2011, commercial and industrial loans represented 10.97% and 12.02%, respectively, of the total loan portfolio.

Our loan portfolio is also comprised of consumer and other loans that totaled $8,593,726 and $9,039,573 at June 30, 2012 and December 31, 2011, respectively. At June 30, 2012 and December 31, 2011, these loans represented 3.00% and 2.98%, respectively, of the total loan portfolio.

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

Maturities and Sensitivity of Loans to Changes in Interest Rates

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

Loan Maturity Schedule and Sensitivity to Changes in Interest Rates

The following table summarizes the loan maturity distribution by collateral type and related interest rate characteristics at June 30, 2012.

(Dollars in thousands)	One Year or Less	Over One Year Through Five Years	Over Five Years	Total
Commercial and industrial	$ 15,333	$ 16,036	$ -	$ 31,369
Real estate	100,347	120,368	25,305	246,020
Consumer and other	1,912	6,111	571	8,594
	$ 117,592	$ 142,515	$ 25,876	$ 285,983
Loans maturing after one year with:				
Fixed interest rates				$ 107,535
Floating interest rates				60,856
				$ 168,391

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Activity in the Allowance for Loan Losses

The following table summarizes the activity related to our allowance for loan losses for the six months ended June 30, 2012 and 2011.

	Six Months Ended June 30,	
(Dollars in thousands)	2012	2011
Balance, January 1	$7,743	$6,271
Loans charged off:		
Real estate – Construction	2,003	1,035
Real estate – Residential	289	977
Real estate – Nonresidential	618	75
Commercial and industrial	780	415
Consumer and other	4	15
Total loan losses	3,694	2,517
Recoveries of previous loan losses:		
Real estate – Construction	242	253
Real estate – Residential	39	58
Real estate – Nonresidential	21	70
Commercial and industrial	283	38
Consumer and other	8	-
Total recoveries	593	419
Net charge-offs	(3,101)	(2,098)
Provision for loan losses	600	523
Balance, June 30	$5,242	$4,696
Total loans outstanding, end of period	$285,983	$328,772
Allowance for loan losses to loans outstanding	1.83%	1.43%

Risk Elements in the Loan Portfolio

The following table shows the nonperforming assets at June 30, 2012 and 2011.

	June 30,	
(Dollars in thousands)	2012	2011
Loans over 90 days past due and still accruing	$200	$4,615
Loans on nonaccrual:		

Real estate – Construction	3,430	9,528
Real estate – Residential	4,032	3,445
Real estate – Nonresidential	9,480	6,496
Commercial and industrial	862	739
Consumer and other	23	9
Total nonaccrual loans	17,827	20,217
Total of nonperforming loans	18,027	24,832
Other nonperforming assets	22,261	19,674
Total nonperforming assets	$40,288	$44,506
Percentage of nonperforming assets to total assets	8.55 %	8.69 %
Percentage of nonperforming loans to total loans	6.30 %	7.55 %
Allowance for loan losses as a percentage of non-performing loans	29.08 %	18.91 %

Loans over 90 days past due and still accruing – As of June 30, 2012 and 2011, we had loans totaling $199,790 and $4,614,678, respectively, that were past due over 90 days and still accruing interest. All loans are secured by real estate and included in our impaired loan classification at June 30, 2012 and 2011.

Nonaccruing loans – At June 30, 2012 and 2011, loans totaling $17,827,261 and $20,217,438, respectively, were in nonaccrual status. Generally, loans are placed on nonaccrual status if principal or interest payments become 90 days past due and/or we deem the collectability of the principal and/or interest to be doubtful. Generally, once a loan is placed in nonaccrual status, all previously accrued and uncollected interest is reversed against interest income, unless collection of interest accrued to date is expected. Interest income on nonaccrual loans is recognized on a cash basis when the ultimate collectability is no longer considered doubtful. Loans are returned to accrual status when the principal and interest amounts contractually due are brought current and future payments are reasonably assured. If interest on our loans classified as nonaccrual at June 30, 2012 and 2011 had been recognized on a fully accruing basis, we would have recorded approximately $302,000 and $478,000 of additional interest income for the six months ended June 30, 2012 and 2011, respectively. We note that the increased volume of nonaccrual real estate mortgage loans was roughly offset by a reduction in the volume of non-accrual real estate construction loans that were primarily located in coastal markets that were harder hit by the economic downturn. All nonaccruing loans at June 30, 2012 and 2011 were included in our classification of impaired loans at those dates.

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

At June 30, 2012 there were 42 loans classified as TDR totaling $12,189,375. Of the 42 loans, 13 loans totaling $6,234,412 were performing while 29 loans totaling $5,954,963 were not performing. At June 30, 2011, there were 10 loans classified as TDR totaling $2,827,504. All 10 loans were performing at that date. From June 30, 2011 to June 30, 2012 TDR loans increased by $9,361,871 due to the increase in the volume of problem loans that were modified to enhance the borrowers' repayment ability. All restructured loans resulted in either extended maturity or lowered rates and were included in the impaired loan balance.

Impaired loans - At June 30, 2012, we had impaired loans totaling $25,779,121, as compared to $28,402,226 at June 30, 2011. Included in the impaired loans at June 30, 2012 were 15 borrowers that accounted for approximately 74.75% of the total amount of the impaired loans at that date. These loans were primarily commercial real estate loans located in coastal South Carolina. Impaired loans, as a percentage of total loans, were 9.01% at June 30, 2012 as compared to 8.64% at June 30, 2011.

During the first six months of 2012, the average investment in impaired loans was approximately $26,306,000 as compared to $25,419,000 during the first six months of 2011. Impaired loans with a specific allocation of the allowance for loan losses totaled approximately $6,715,000 and $1,393,000 at June 30, 2012 and 2011, respectively. The amount of the specific allocation at June 30, 2012 and 2011 was $662,146 and $173,755, respectively.

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

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

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

As of June 30, 2012, we had OREO properties totaling $22,261,300, geographically located in the following South Carolina areas - 80% in the Coastal area, 11% in the Columbia area and 9% in the Florence area. The combined nature of these properties is 88% commercial and 12% residential and other. While we are diligently trying to dispose of our OREO properties, the currently depressed real estate market in many of these market segments affects our ability to do so in a timely manner without experiencing additional losses. Additionally, there can be no assurance that these properties can be sold for their carrying values.

From June 30, 2011 to June 30, 2012, OREO increased $2,587,796, or 13.15% due to a number of large foreclosures. While OREO properties that consist of raw land continue to be difficult to sell, the majority of our OREO inventory with improvements is income producing, either through sale or interim leasing. This cash flow helps offset direct costs such as taxes and insurance, while offsetting opportunity cost during marketing. During the first two quarters of 2012 and 2011, income earned on OREO was $98,803 and $12,126, respectively.

Deposits and Other Interest-Bearing Liabilities

Average interest-bearing liabilities decreased $46,285,018 or 10.87%, to $379,670,084 for the six months ending June 30, 2012 from $425,955,102 for the six months ended June 30, 2011.

Deposits - For the six months ended June 30, 2012 and 2011, average total deposits were $410,146,392 and $443,495,143, respectively, which is a decrease of $33,348,751, or 7.52%. At June 30, 2012 and December 31, 2011, total deposits were $399,220,954 and $427,816,497 respectively, a decrease of $28,595,543, or 6.68%.

Average interest-bearing deposits decreased $42,334,498, or 10.68%, to $353,907,101 for the six months ended June 30, 2012, from $396,241,599 for the six months ended June 30, 2011.

The average balance of non-interest bearing deposits increased $8,985,747, or 19.02%, to $56,239,291 for the six months ended June 30, 2012, from $47,253,544 for the six months ended June 30, 2011.

The following table shows the average balance amounts and the average rates paid on deposits held by us for the six months ended June 30, 2012 and 2011.

	Six Months Ended June 30,					
	2012			2011		
	Average Amount	Average Rate		Average Amount	Average Rate	
Noninterest bearing demand deposits	$56,239,291	0.00	%	$47,253,544	0.00	%
Interest bearing demand deposits	42,247,296	0.16		37,380,951	0.52	
Savings accounts	118,248,247	0.30		117,293,516	0.81	
Time deposits	193,411,558	2.07		241,567,132	2.36	
Total	$410,146,392	1.11	%	$443,495,143	1.54	%

Core deposits, which exclude time deposits of $100,000 or more, provide a relatively stable funding source for our loan portfolio and other earning assets. Our core deposits were $288,409,356 and $305,342,295 at June 30, 2012 and December 31, 2011, respectively. As of June 30, 2012 and December 31, 2011, our core deposits were 72.24% and 71.37% of total deposits, respectively.

Included in time deposits of $100,000 and over, at June 30, 2012 and December 31, 2011 are brokered time deposits of $76,860,000 and $90,860,000, respectively, equating to a decrease of $14,000,000. In accordance with our asset/liability management strategy, we do not intend to renew or replace the outstanding brokered deposits at June 30, 2012, when they mature.

Deposits, and particularly core deposits, have been our primary source of funding and have enabled us to meet successfully both our short-term and long-term liquidity needs. We anticipate that such deposits will continue to be our primary source of funding in the future. Our loan-to-deposit ratio was 71.64% and 70.92% on June 30, 2012 and December 31, 2011, respectively.

The maturity distribution of our time deposits of $100,000 or more at June 30, 2012, is set forth in the following table:

	June 30, 2012
Three months or less	$30,598,735
Over three through twelve months	38,607,818
Over one year through three years	32,371,749
Over three years	9,233,296
Total	$110,811,598

Approximately 62.45% of our time deposits of $100,000 or more had scheduled maturities within one year. Large certificate of deposit customers tend to be extremely sensitive to interest rate levels, making these deposits less reliable sources of funding for liquidity planning purposes than core deposits. We expect most certificates of deposits with maturities less than one year to be renewed upon maturity. However, there is the possibility that some certificates may not be renewed. We believe that, should these certificates of deposit not be renewed, the impact would be minimal on our operations and liquidity due to the availability of other funding sources.

Other Borrowings – Other borrowings at June 30, 2012 and December 31, 2011, consist of the following:

	June 30, 2012	December 31, 2011
Securities sold under agreement to repurchase	$4,377,004	$ -
Advances from the Federal Home Loan Bank	13,000,000	13,000,000
Junior subordinated debentures	10,310,000	10,310,000

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

Capital Resources

Total shareholders' equity at June 30, 2012 and December 31, 2011 was $41,838,980 and $41,117,990, respectively. The $720,990 increase during the first half of 2012 resulted mainly from our net income of $458,318 and our other comprehensive income of $157,251 for the first six months of 2012.

The following table shows the return on average assets (net income divided by average total assets), return on average equity (net income divided by average equity), and equity to assets ratio (average equity divided by average total assets) for the six months ended June 30, 2012 and 2011. While we have not paid a cash dividend on our common stock since our inception, the Company has declared and paid dividends on its outstanding shares of preferred stock, and made quarterly interest payments on its trust-preferred securities. Under the terms of the Company MOU, the terms of which are more fully described as part of “Management’s Discussion and Analysis of Financial Condition and Results of Operation – Regulatory Matters,” the Company must request prior approval from the Federal Reserve prior to declaring or paying dividends on our common stock or preferred stock, or making scheduled interest payments on our trust-preferred securities. Such approval was not granted by the Federal Reserve for payment of the Company’s dividends and interest payments due and payable in the fourth quarter of 2011 or for the first three quarters of 2012.

	Six Months Ended June 30,	
	2012	2011
Return on average assets	0.19 %	0.21 %
Return on average equity	2.21	2.26
Average equity to average assets ratio	8.67	9.12

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

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

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

The Company and the Bank were each considered to be “well capitalized” for regulatory purposes at June 30, 2012 and December 31, 2011. The following table shows the regulatory capital ratios for the Company and the Bank at June 30, 2012 and December 31, 2011.

	June 30, 2012		December 31, 2011	
	Holding Company	Bank	Holding Company	Bank
Tier 1 capital (to risk-weighted assets)	15.79%	14.43%	14.80%	13.59%
Total capital (to risk-weighted assets)	14.54%	13.18%	13.54%	12.33%
Leverage or Tier 1 capital (to total average assets)	10.58%	9.64%	9.85%	8.96%

Effect of Inflation and Changing Prices

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

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

Off-Balance Sheet Risk

Through our operations, we have made contractual commitments to extend credit in the ordinary course of our business activities. These commitments are legally binding agreements to lend money to our customers at predetermined interest rates for a specified period of time. At June 30, 2012 we had issued commitments to extend credit of $30.0 million and standby letters of credit of $34 thousand through various types of commercial lending arrangements. Approximately $27.1 million of these commitments to extend credit had variable rates.

The following table sets forth the length of time until maturity for unused commitments to extend credit and standby letters of credit at June 30, 2012:

(***Dollars in Thousands***)	Within One Month	After One Through Three Months	After Three Through Twelve Months	Within One Year	Greater Than One Year	Total
Unused commitments to extend credit	$2,784	$ 3,277	$ 6,273	$12,334	$ 17,625	$29,959
Standby letters of credit	-	-	34	34	-	34
Totals	$2,784	$ 3,277	$ 6,307	$12,368	$ 17,625	$29,993

Market Risk

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

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

We were liability sensitive during the year ended December 31, 2011 and during the six months ended June 30, 2012. As of June 30, 2012, we expect to be liability sensitive for the next six months because a majority of our deposits reprice over a 12-month period. Approximately 39% of our loans were variable rate loans at June 30, 2012. The ratio of cumulative gap to total earning assets after 12 months was a negative 18.11% because $74.3 million more liabilities will reprice in a 12-month period than assets. However, our gap analysis is not a precise indicator of our interest sensitivity position. The analysis presents only a static view of the timing of maturities and repricing opportunities, without taking into consideration that changes in interest rates do not affect all assets and liabilities equally. For example, rates paid on a substantial portion of core deposits may change contractually within a relatively short time frame, but those rates are viewed by us as significantly less interest-sensitive than market-based rates such as those paid on noncore deposits. Net interest income may be affected by other significant factors in a given interest rate environment, including changes in the volume and mix of interest-earning assets and interest-bearing liabilities.

Liquidity and Interest Rate Sensitivity

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

At June 30, 2012, our liquid assets, consisting of cash and cash equivalents amounted to $40.2 million, or 8.53% of total assets. Our investment securities, excluding nonmarketable securities, at June 30, 2012, amounted to $82.8 million, or 17.56% of total assets. Investment securities traditionally provide a secondary source of liquidity since they can be converted into cash in a timely manner. However, $15.7 million of these securities were pledged as collateral to secure public deposits and borrowings as of June 30, 2012. At December 31, 2011, our liquid assets, consisting of cash and cash equivalents, amounted to $44.0 million, or 8.90% of total assets. Our investment securities, excluding nonmarketable securities, at December 31, 2011 amounted to $84.5 million, or 17.08% of total assets. Investment securities traditionally provide a secondary source of liquidity since they can be converted into cash in a timely manner. However, $17.4 million of these securities were pledged as collateral to secure public deposits and borrowings as of December 31, 2011.

Our ability to maintain and expand our deposit base and borrowing capabilities serves as our primary source of liquidity. For the near future, it is our intention to reduce the use of wholesale funding to fund loan demand. We plan to meet our future cash needs through the liquidation of temporary investments, the generation of deposits, and from additional borrowings. In addition, we will receive cash upon the maturity and sale of loans and the maturity of investment securities. At June 30, 2012, we had a $6.4 million unused line of credit with the Federal Reserve Bank and had sufficient unpledged securities that would have allowed us to borrow up to $67.1 million from the Federal Reserve Bank. Also, as member of the Federal Home Loan Bank of Atlanta, (the “FHLB”) we can make applications for borrowings that can be made for leverage purposes. The FHLB requires that securities, qualifying mortgage loans, and stock of the FHLB owned by the bank be pledged to secure any advances from the FHLB. We have an available line to borrow funds from the Federal Home Loan Bank up to 30% of the Bank's total assets, which provide available funds of $145.8 million at June 30, 2012. At that date the bank had drawn $13.0 million on this line. We believe that the sources described above will be sufficient to meet our future liquidity needs.

The Company is largely dependent upon dividends from the Bank as a source of cash. The Bank MOU restricts the ability of the Bank to declare and pay dividends to the Company. The Company MOU requires the Company to obtain approval of the Federal Reserve Bank prior to declaring dividends. The Federal Reserve did not approve the Company's request to pay dividends and interest payments relating to its outstanding classes of preferred stock and trust preferred securities due and payable in the fourth quarter of 2011 and for the first three quarters of 2012. As a result, these payments were not paid in the fourth quarter of 2011 and the first two quarters of 2012 and will not be paid in the third quarter of 2012. See "Management's Discussion and Analysis of Financial Condition and Results of Operation—Regulatory Matters" for additional information relating to the Company MOU.

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

Interest Sensitivity Analysis

The following table sets forth information regarding our rate sensitivity as of June 30, 2012, for each of the time intervals indicated. The information in the table may not be indicative of our rate sensitivity position at other points in time. In addition, the maturity distribution indicated in the table may differ from the contractual maturities of the earning assets and interest-bearing liabilities presented due to consideration of prepayment speeds under various interest rate change scenarios in the application of the interest rate sensitivity methods described above.

(Dollars in Thousands)	Within One Month	After One Through Three Months	After Three Through Twelve Months	Within One Year	Greater Than One Year or Non-Sensitive	Total
Interest-Earning Assets						
Interest-bearing deposits in other banks	$38,458	$-	$-	$38,458	$-	$38,458
Loans (1)	57,955	34,973	87,112	180,040	107,535	287,575
Securities, taxable	-	-	-	-	67,431	67,431
Securities, nontaxable	-	-	1,444	1,444	13,885	15,329
Nonmarketable securities	1,620	-	-	1,620	-	1,620
Time deposits in other banks	-	-	101	101	-	101
Total earning assets	98,033	34,973	88,657	221,663	188,851	410,514
Interest-Bearing Liabilities						
Interest-bearing deposits:						
Demand deposits	$44,282	$-	$-	$44,282	$-	$44,282
Savings deposits	114,510	-	-	114,510	-	114,510
Time deposits	22,364	39,561	68,895	130,820	51,972	182,792
Total interest-bearing deposits	181,156	39,561	68,895	289,612	51,972	341,584
Federal Home Loan Bank Advances	-	-	2,000	2,000	11,000	13,000
Junior subordinated debentures	-	-	-	-	10,310	10,310
Repurchase agreements	4,377	-	-	4,377	-	4,377
Total interest-bearing liabilities	185,533	39,561	70,895	295,989	73,282	369,271
Period gap	$(87,500)	$(4,588)	$17,762	$(74,326)	$115,569	
Cumulative gap	$(87,500)	$(92,088)	$(74,326)	$(74,326)	$41,243	
Ratio of cumulative gap to total earning assets	(21.31)%	(22.43)%	(18.11)%	(18.11)%	10.05%	

(1) Including mortgage loans held for sale.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

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

Item 4. Controls and Procedures

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

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

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

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

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Part II - Other Information

Item 1. Legal Proceedings

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

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2011, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

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

(a) Not applicable.

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

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
April 1, 2012 – April 30, 2012	-	$ -	-	-

May 1, 2012 - May 31, 2012	-	$ -	-	-
June 1, 2012 – June 30, 2012	6,255	$ 1.30	-	-
	6,255	$ 1.30	-	-

<u>Item 6. Exhibits</u>

Exhibit Number	Exhibit
31.1	Certification pursuant to Rule 13a-15 under the Securities Exchange Act of 1934, as amended.
31.2	Certification pursuant to Rule 13a-15 under the Securities Exchange Act of 1934, as amended.
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Interactive Data Files providing financial information from the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 in XBRL. Pursuant to Regulation 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, or Section 18 of the Securities Exchange Act of 1934, as amended, and are otherwise not subject to liability.

SIGNATURE

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

FIRST RELIANCE BANCSHARES, INC.

Date: August 13, 2012 By: /s/ F.R. SAUNDERS, JR.
F. R. Saunders, Jr.
President and Chief Executive Officer

Date: August 13, 2012 By: /s/ JEFFERY A. PAOLUCCI
Jeffery A. Paolucci
Senior Vice President and Chief Financial Officer