HOME BANCSHARES INC
Form 10-Q
November 07, 2012
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

(Mark One)

x **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the Quarterly Period Ended September 30, 2012

or

¨ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the Transition period from to

Commission File Number: 000-51904

HOME BANCSHARES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Arkansas	**71-0682831**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
719 Harkrider, Suite 100,	
Conway, Arkansas	**72032**
(Address of principal executive offices)	**(Zip Code)**

(501) 328-4770

(Registrant s telephone number, including area code)

Not Applicable

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x 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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	¨	Accelerated filer	x
Non-accelerated filer	¨	Smaller reporting company	¨

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

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

Common Stock Issued and Outstanding: 27,993,142 shares as of October 31, 2012.

Table of Contents

HOME BANCSHARES, INC.

FORM 10-Q

September 30, 2012

INDEX

		Page No.
Part I:	Financial Information	
Item 1.	Financial Statements	
	Consolidated Balance Sheets September 30, 2012 (Unaudited) and December 31, 2011	4
	Consolidated Statements of Income (Unaudited) Three and nine months ended September 30, 2012 and 2011	5
	Consolidated Statements of Comprehensive Income (Unaudited) Three and nine months ended September 30, 2012 and 2011	6
	Consolidated Statements of Stockholders Equity (Unaudited) Nine months ended September 30, 2012 and 2011	6-7
	Consolidated Statements of Cash Flows (Unaudited) Nine months ended September 30, 2012 and 2011	8
	Condensed Notes to Consolidated Financial Statements (Unaudited)	9-39
	Report of Independent Registered Public Accounting Firm	40
Item 2.	Management s Discussion and Analysis of Financial Condition and Results of Operations	41-74
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	74-76
Item 4.	Controls and Procedures	77
Part II:	Other Information	
Item 1.	Legal Proceedings	77
Item1A.	Risk Factors	77
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	77
Item 3.	Defaults Upon Senior Securities	77
Item 4.	(Reserved)	77
Item 5.	Other Information	78
Item 6.	Exhibits	78
Signatures		79
Exhibit List		

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

Table of Contents

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of our statements contained in this document, including matters discussed under the caption Management s Discussion and Analysis of Financial Condition and Results of Operation are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements relate to future events or our future financial performance and include statements about the competitiveness of the banking industry, potential regulatory obligations, our entrance and expansion into other markets, our other business strategies and other statements that are not historical facts. Forward-looking statements are not guarantees of performance or results. When we use words like may, plan, contemplate, anticipate, believe, intend, con expect, project, predict, estimate, could, should, would, and similar expressions, you should consider them as identifying forward-look statements, although we may use other phrasing. These forward-looking statements involve risks and uncertainties and are based on our beliefs and assumptions, and on the information available to us at the time that these disclosures were prepared. These forward-looking statements involve risks and uncertainties and may not be realized due to a variety of factors, including, but not limited to, the following:

- the effects of future economic conditions, including inflation or a continued decrease in commercial real estate and residential housing values;
- governmental monetary and fiscal policies, as well as legislative and regulatory changes;
- the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act and regulations to be issued thereunder;
- the risks of changes in interest rates or the level and composition of deposits, loan demand and the values of loan collateral, securities and interest sensitive assets and liabilities;
- the effects of terrorism and efforts to combat it;
- credit risks;
- the effects of competition from other commercial banks, thrifts, mortgage banking firms, consumer finance companies, credit unions, securities brokerage firms, insurance companies, money market and other mutual funds and other financial institutions operating in our market area and elsewhere, including institutions operating regionally, nationally and internationally, together with competitors offering banking products and services by mail, telephone and the Internet;
- the effect of any mergers, acquisitions or other transactions to which we or our subsidiaries may from time to time be a party, including our ability to successfully integrate any businesses that we acquire;
- the failure of assumptions underlying the establishment of our allowance for loan losses; and
- the failure of assumptions underlying the estimates of the fair values for our covered assets and FDIC indemnification receivable.

All written or oral forward-looking statements attributable to us are expressly qualified in their entirety by this Cautionary Note. Our actual results may differ significantly from those we discuss in these forward-looking statements. For other factors, risks and uncertainties that could cause our actual results to differ materially from estimates and projections contained in these forward-looking statements, see the Risk Factors section of our Form 10-K filed with the Securities and Exchange Commission on March 5, 2012.

Table of Contents

PART I: FINANCIAL INFORMATION

Item 1: Financial Statements

Home BancShares, Inc.

Consolidated Balance Sheets

(In thousands, except share data)	September 30, 2012 (Unaudited)	December 31, 2011
Assets		
Cash and due from banks	$ 86,381	$ 57,337
Interest-bearing deposits with other banks	69,248	126,967
Cash and cash equivalents	155,629	184,304
Federal funds sold	1,775	1,100
Investment securities available for sale	755,197	671,221
Loans receivable not covered by loss share	2,076,248	1,760,086
Loans receivable covered by FDIC loss share	407,416	481,739
Allowance for loan losses	(54,440)	(52,129)
Loans receivable, net	2,429,224	2,189,696
Bank premises and equipment, net	105,131	88,465
Foreclosed assets held for sale not covered by loss share	14,942	16,660
Foreclosed assets held for sale covered by FDIC loss share	31,799	35,178
FDIC indemnification asset	153,758	193,856
Cash value of life insurance	53,366	52,700
Accrued interest receivable	14,872	15,551
Deferred tax asset, net	33,680	22,850
Goodwill	77,090	59,663
Core deposit and other intangibles	9,792	8,620
Other assets	51,654	64,253
Total assets	$ 3,887,909	$ 3,604,117
Liabilities and Stockholders Equity		
Deposits:		
Demand and non-interest-bearing	$ 596,746	$ 464,581
Savings and interest-bearing transaction accounts	1,527,829	1,189,098
Time deposits	1,007,894	1,204,352
Total deposits	3,132,469	2,858,031
Securities sold under agreements to repurchase	61,499	62,319
FHLB borrowed funds	130,506	142,777
Accrued interest payable and other liabilities	24,590	22,593
Subordinated debentures	28,867	44,331
Total liabilities	3,377,931	3,130,051
Stockholders equity:		
Common stock, par value $0.01; shares authorized 50,000,000; shares issued and outstanding 28,181,477 in 2012 and 28,275,507 in 2011	282	283

Capital surplus	420,595	425,649
Retained earnings	77,190	40,130
Accumulated other comprehensive income	11,911	8,004
Total stockholders equity	509,978	474,066
Total liabilities and stockholders equity	$ 3,887,909	$ 3,604,117

See Condensed Notes to Consolidated Financial Statements.

Table of Contents

Home BancShares, Inc.

Consolidated Statements of Income

(In thousands, except per share data)	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
	(Unaudited)			
Interest income:				
Loans	$ 39,285	$ 39,199	$ 118,156	$ 117,844
Investment securities				
Taxable	2,598	2,429	8,518	6,793
Tax-exempt	1,541	1,546	4,610	4,617
Deposits other banks	115	84	327	331
Federal funds sold	3	1	8	9
Total interest income	43,542	43,259	131,619	129,594
Interest expense:				
Interest on deposits	3,288	5,638	12,112	17,884
FHLB borrowed funds	1,040	1,250	3,334	3,768
Securities sold under agreements to repurchase	107	120	328	384
Subordinated debentures	482	539	1,527	1,620
Total interest expense	4,917	7,547	17,301	23,656
Net interest income	38,625	35,712	114,318	105,938
Provision for loan losses	167		1,500	1,250
Net interest income after provision for loan losses	38,458	35,712	112,818	104,688
Non-interest income:				
Service charges on deposit accounts	3,834	3,638	11,007	10,428
Other service charges and fees	3,119	2,489	9,366	7,375
Mortgage lending income	1,550	783	3,731	2,089
Insurance commissions	512	428	1,501	1,505
Income from title services	112	126	329	327
Increase in cash value of life insurance	200	323	671	849
Dividends from FHLB, FRB & bankers bank	182	184	532	506
Gain on sale of SBA loans	206		404	259
Gain (loss) on sale of premises and equipment, net	(5)	6	354	79
Gain (loss) on OREO, net	(222)	69	(170)	(1,032)
Gain (loss) on securities, net		5	10	5
FDIC indemnification accretion	373	1,314	1,492	4,614
Other income	765	595	2,555	2,123
Total non-interest income	10,626	9,960	31,782	29,127
Non-interest expense:				
Salaries and employee benefits	11,652	10,691	34,941	32,449
Occupancy and equipment	3,805	3,562	10,788	10,923
Data processing expense	1,137	1,185	3,599	3,607
Other operating expenses	7,387	8,298	23,463	24,474

Total non-interest expense	23,981	23,736	72,791	71,453
Income before income taxes	25,103	21,936	71,809	62,362
Income tax expense	9,008	7,624	25,726	21,788
Net income available to all stockholders	16,095	14,312	46,083	40,574
Preferred stock dividends and accretion of discount on preferred stock		488		1,828
Net income available to common stockholders	$ 16,095	$ 13,824	$ 46,083	$ 38,746
Basic earnings per common share	$ 0.58	$ 0.48	$ 1.64	$ 1.36
Diluted earnings per common share	$ 0.57	$ 0.48	$ 1.63	$ 1.35

See Condensed Notes to Consolidated Financial Statements.

Table of Contents

Home BancShares, Inc.

Consolidated Statements of Comprehensive Income

(In thousands, except per share data)	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
	(unaudited)			
Net income available to all stockholders	$ 16,095	$ 14,312	$ 46,083	$ 40,574
Net unrealized gain (loss) on available-for-sale securities	2,919	5,338	6,440	13,968
Less: reclassification adjustment for realized (gains) losses included in income		(5)	(10)	(5)
Other comprehensive income (loss), before tax effect	2,919	5,333	6,430	13,963
Tax effect	(1,146)	(2,092)	(2,523)	(5,478)
Other comprehensive income (loss)	1,773	3,241	3,907	8,485
Comprehensive income	$ 17,868	$ 17,553	$ 49,990	$ 49,059

Home BancShares, Inc.

Consolidated Statements of Stockholders Equity

Nine Months Ended September 30, 2012 and 2011

(In thousands, except share data)	Preferred Stock	Common Stock	Capital Surplus	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income	Total
Balance at January 1, 2011	$ 49,456	$ 285	$ 432,962	$ (6,079)	$ 301	$ 476,925
Comprehensive income:						
Net income				40,574		40,574
Other comprehensive income:						
Unrealized gain on investment securities available for sale, net of tax effect of $5,478					8,485	8,485
Comprehensive income						49,059
Repurchase of 50,000 shares of preferred stock and common stock warrant	(50,000)		(2,206)	906		(51,300)
Accretion of discount on preferred stock	544			(544)		
Net issuance of 24,477 shares of common stock from exercise of stock options			227			227
Repurchase of 250,000 shares of common stock		(2)	(5,542)			(5,544)
Tax benefit from stock options exercised			126			126
Share-based compensation			285			285
Cash dividends Preferred stock - 5%				(1,286)		(1,286)
Cash dividends Common Stock, $0.188 per share				(5,353)		(5,353)
Balances at September 30, 2011 (unaudited)		283	425,852	28,218	8,786	463,139
Comprehensive income:						
Net income				14,167		14,167

Other comprehensive income:					
Unrealized loss on investment securities available for sale, net of tax effect of $(505)				(782)	(782)
Comprehensive income					13,385
Net issuance of 66,463 shares of common stock from exercise of stock options	1	487			488
Repurchase of 50,000 shares of common stock	(1)	(1,223)			(1,224)
Tax benefit from stock options exercised		436			436
Share-based compensation		97			97
Cash dividends Common Stock, $0.08 per share			(2,255)		(2,255)
Balances at December 31, 2011	283	425,649	40,130	8,004	474,066

See Condensed Notes to Consolidated Financial Statements.

Table of Contents

Home BancShares, Inc.

Consolidated Statements of Stockholders Equity Continued

Nine Months Ended September 30, 2012 and 2011

(In thousands, except share data)	Preferred Stock	Common Stock	Capital Surplus	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income	Total
Comprehensive income:						
Net income				46,083		46,083
Other comprehensive income:						
Unrealized gain on investment securities available for sale, net of tax effect of $2,523					3,907	3,907
Comprehensive income						49,990
Net issuance of 49,253 shares of common stock from exercise of stock options plus issuance of 4,761 bonus shares of unrestricted common stock		1	697			698
Issuance of 104,000 shares of restricted common stock		1	434			435
Repurchase of 252,044 shares of common stock		(3)	(6,557)			(6,560)
Tax benefit from stock options exercised			309			309
Share-based compensation			63			63
Cash dividends Common Stock, $0.20 per share				(9,023)		(9,023)
Balances at September 30, 2012 (unaudited)	$	$ 282	$ 420,595	$ 77,190	$ 11,911	$ 509,978

See Condensed Notes to Consolidated Financial Statements.

Table of Contents

Home BancShares, Inc.

Consolidated Statements of Cash Flows

(In thousands)	Nine Months Ended September 30, 2012	2011
	(Unaudited)	
Operating Activities		
Net income	$ 46,083	$ 40,574
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation	4,460	4,943
Amortization/(accretion)	4,371	489
Share-based compensation	497	285
Tax benefits from stock options exercised	(309)	(126)
(Gain) loss on assets	(194)	645
Provision for loan losses	1,500	1,250
Deferred income tax effect	(2,106)	(8,890)
Increase in cash value of life insurance	(671)	(849)
Originations of mortgage loans held for sale	(133,247)	(82,239)
Proceeds from sales of mortgage loans held for sale	124,760	85,562
Changes in assets and liabilities:		
Accrued interest receivable	679	1,138
Indemnification and other assets	58,806	19,326
Accrued interest payable and other liabilities	(2,496)	(3,398)
Net cash provided by (used in) operating activities	102,133	58,710
Investing Activities		
Net (increase) decrease in federal funds sold	(675)	24,178
Net (increase) decrease in loans net, excluding loans acquired	81,089	79,214
Purchases of investment securities available for sale	(369,943)	(262,286)
Proceeds from maturities of investment securities available for sale	287,319	132,044
Proceeds from sale of investment securities available for sale	1,243	566
Proceeds from foreclosed assets held for sale	25,344	26,738
Proceeds from sale of SBA loans	6,250	4,524
Purchases of premises and equipment, net	(8,276)	(12,819)
Death benefits received		700
Net cash proceeds received in Vision acquisition	140,234	
Net cash provided by (used in) investing activities	162,585	(7,141)
Financing Activities		
Net increase (decrease) in deposits net, excluding deposits acquired	(249,994)	(76,749)
Net increase (decrease) in securities sold under agreements to repurchase	(820)	(12,052)
Net increase (decrease) in FHLB and other borrowed funds	(12,271)	(34,369)
Retirement of subordinated debentures	(15,733)	
Proceeds from exercise of stock options plus issuance of bonus shares of unrestricted common stock	698	227
Proceeds from issuance of common stock	1	
Repurchase of common stock	(6,560)	(5,544)
Repurchase of preferred stock and common stock warrant		(51,300)
Tax benefits from stock options exercised	309	126
Dividends paid on preferred stock		(1,286)
Dividends paid on common stock	(9,023)	(5,353)

Net cash provided by (used in) financing activities	(293,393)	(186,300)
Net change in cash and cash equivalents	(28,675)	(134,731)
Cash and cash equivalents beginning of year	184,304	287,532
Cash and cash equivalents end of period	$ 155,629	$ 152,801

See Condensed Notes to Consolidated Financial Statements.

Home BancShares, Inc.

Condensed Notes to Consolidated Financial Statements

(Unaudited)

1. Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

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

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

Operating Segments

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

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

Principles of Consolidation

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

Reclassifications

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

Interim financial information

The accompanying unaudited consolidated financial statements as of September 30, 2012 and 2011 have been prepared in condensed format, and therefore do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements.

The information furnished in these interim statements reflects all adjustments, which are, in the opinion of management, necessary for a fair statement of the results for each respective period presented. Such adjustments are of a normal recurring nature. The results of operations in the interim statements are not necessarily indicative of the results that may be expected for any other quarter or for the full year. The interim financial information should be read in conjunction with the consolidated financial statements and notes thereto included in the Company s 2011 Form 10-K, filed with the Securities and Exchange Commission.

Earnings per Share

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(In thousands)			
Net income available to common stockholders	$ 16,095	$ 13,824	$ 46,083	$ 38,746
Average shares outstanding	28,150	28,434	28,158	28,464
Effect of common stock options	191	199	186	201
Diluted shares outstanding	28,341	28,633	28,344	28,665
Basic earnings per common share	$ 0.58	$ 0.48	$ 1.64	$ 1.36
Diluted earnings per common share	$ 0.57	$ 0.48	$ 1.63	$ 1.35

2. Business Combinations

Acquisition Premier Bank

On August 14, 2012, Home BancShares, Inc. entered into an Asset Purchase Agreement (the Premier Agreement) with Premier Bank Holding Company, a Florida corporation and bank holding company (PBHC). Pursuant to the terms of and subject to the conditions set forth in the Premier Agreement, HBI has agreed to purchase all of the issued and outstanding shares of common stock (the Premier Acquired Assets) of PBHC s wholly-owned subsidiary, Premier Bank, a Florida state-chartered bank that operates in the Tallahassee, Florida area (Premier) for a cash purchase price of $1,415,000 (the Premier Acquisition). Immediately following the Premier Acquisition, HBI intends to merge Premier with and into HBI s wholly-owned subsidiary, Centennial Bank, an Arkansas state-chartered bank.

As of September 30, 2012, Premier had $272.1 million in total assets, $172.1 million in loans and $245.3 million in customer deposits. They are conducting banking business from six locations in the Florida panhandle cities of Tallahassee (five) and Quincy (one).

Table of Contents

HBI will purchase the Premier Acquired Assets free and clear of all liens, claims and encumbrances and will assume no liabilities of PBHC. The Premier Agreement anticipates PBHC has filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code (the Bankruptcy Code) in the United States Bankruptcy Court for the Northern District of Florida (the Bankruptcy Court). This transaction is pursuant to the terms of and subject to the conditions set forth in the Premier Agreement and dependent on regulatory and legal process. The Company s purchase of the Acquired Assets will be conducted under the provisions of Section 363 of the Bankruptcy Code and will be subject to the bidding procedures, which have been approved by the Bankruptcy Court, and Premier not receiving a more favorable bid at auction. Under the Agreement, HBI will be entitled to a stalking-horse bidder fee in certain circumstances, including the consummation of an acquisition of the Acquired Assets by another bidder.

The closing of the acquisition is expected to occur in fourth quarter of 2012 and is subject to a court approved final sale order relating to the acquired assets; in addition to approval of appropriate regulatory authorities.

Acquisition Vision Bank

On February 16, 2012, Centennial Bank completed the acquisition of operating assets and liabilities of Vision Bank, a Florida state-chartered bank with its principal office located in Panama City, Florida (Vision), pursuant to a Purchase and Assumption Agreement (the Vision Agreement), dated November 16, 2011, between the Company, Centennial, Park National Corporation, parent company of Vision (Park), and Vision. As a result of the acquisition, the Company had an opportunity to increase its deposit base and reduce transaction costs. The Company also reduced costs through economies of scale.

Pursuant to the Vision Agreement, Centennial assumed approximately $522.8 million in customer deposits and acquired approximately $355.8 million in performing loans from Vision for the purchase price of approximately $27.9 million. Centennial did not purchase certain Vision performing loans nor any of its non-performing loans or other real estate owned. As part of the acquisition, Centennial acquired the real estate and other assets related to Vision s 17 banking offices, including eight locations in Baldwin County, Alabama, and nine locations in the Florida Panhandle counties of Bay, Gulf, Okaloosa, Santa Rosa and Walton. On July 12, 2012, the Company closed two of these branches located in Port St. Joe, Florida. These branch closures were completed to eliminate repetitive branches and maximize profitability. Included in the acquisition were the fixed assets located within the Vision offices, the safe deposit business conducted at the Vision offices, cash on hand, prepaid expenses and Vision s rights under contracts related to the Vision offices. Centennial also assumed the liabilities and obligations of Vision with respect to the safe deposit business, the assumed contracts, third-party leases for the real estate leased by Vision and equipment and operating leases related to the Vision offices. In addition, pursuant to the Vision Agreement, Park granted Centennial a put option to sell an aggregate of $7.5 million of the purchased loans back to Park at cost for a period of up to six months after the closing date. As of September 30, 2012, the Company has exercised its option to sell back 45 loans totaling approximately $7.5 million. On the closing date, Park made a cash payment to Centennial of approximately $119.5 million.

Centennial Bank has determined that the acquisition of the net assets of Vision constitute a business combination as defined by the FASB ASC Topic 805, *Business Combinations*. Accordingly, the assets acquired and liabilities assumed are presented at their fair values as required. Fair values were determined based on the requirements of FASB ASC Topic 820, *Fair Value Measurements*. In many cases, the determination of these fair values required management to make estimates about discount rates, future expected cash flows, market conditions and other future events that are highly subjective in nature and subject to change. These fair value estimates are subject to change for up to one year after the closing date of the acquisition as additional information relative to closing date fair values becomes available. In addition, the tax treatment is complex and subject to interpretations that may result in future adjustments of deferred taxes as of the acquisition date.

Table of Contents

The following schedule is a breakdown of the assets acquired and liabilities assumed as of the acquisition date:

	Vision Bank		
	Acquired from Park	Fair Value Adjustments	As Recorded by HBI
	(Dollars in thousands)		
Assets			
Cash and due from banks	$ 20,711	$ 119,523	$ 140,234
Loans receivable	355,750		355,750
Loans receivable discount		(15,453)	(15,453)
Total loans receivable	355,750	(15,453)	340,297
Bank premises and equipment, net	12,496		12,496
Deferred tax asset		11,247	11,247
Goodwill		17,427	17,427
Core deposit intangibles		3,190	3,190
Other assets	4,612		4,612
Total assets acquired	$ 393,569	$ 135,934	$ 529,503
Liabilities			
Deposits			
Demand and non-interest-bearing	$ 78,073	$	$ 78,073
Savings and interest-bearing transaction accounts	273,134		273,134
Time deposits	171,627	1,598	173,225
Total deposits	522,834	1,598	524,432
Other liabilities	5,071		5,071
Total liabilities assumed	$ 527,905	$ 1,598	$ 529,503

The following is a description of the methods used to determine the fair values of significant assets and liabilities presented above:

Cash and due from banks   The carrying amount of these assets is a reasonable estimate of fair value based on the short-term nature of these assets. The $119.5 million adjustment is the cash settlement received from Park on the closing date.

Loans   Fair values for loans were based on a discounted cash flow methodology that considered factors including the type of loan and related collateral, classification status, fixed or variable interest rate, term of loan and whether or not the loan was amortizing, and current discount rates. The discount rates used for loans are based on current market rates for new originations of comparable loans and include adjustments for liquidity concerns. The discount rate does not include a factor for credit losses as that has been included in the estimated cash flows.

Core deposit intangible   This intangible asset represents the value of the relationships that Vision Bank had with its deposit customers. The fair value of this intangible asset was estimated based on a discounted cash flow methodology that gave appropriate consideration to expected customer attrition rates, cost of the deposit base, and the net maintenance cost attributable to customer deposits.

Deferred tax asset   The deferred tax asset of $11.2 million as of acquisition date is solely related to the differences between the financial statement and tax bases of assets acquired and liabilities assumed in this transaction.

Goodwill   The consideration paid as a result of the acquisition exceeded the fair value of the assets received; therefore, the Company recorded $17.4 million of goodwill.

Deposits The fair values used for the demand and savings deposits that comprise the transaction accounts acquired, by definition equal the amount payable on demand at the acquisition date. The Bank could not reset deposit rates to current market rates even though the rates were above market; therefore, a $1.6 million fair value adjustment was recorded for time deposits.

Table of Contents

The Company s operating results for 2012, include the operating results of the acquired assets and assumed liabilities subsequent to the acquisition date. Due to the significant fair value adjustments recorded, as well as not obtaining any non-performing assets, historical results are not believed to be relevant to the Company s results, and thus no pro forma information is presented.

For the year ended December 31, 2011, Vision has reported in its call report a net loss before income taxes, extraordinary items and other adjustments of approximately $28.7 million. On a carve-out basis factoring in only the assets and liabilities acquired or assumed by Centennial, the acquired portion of Vision would have resulted in net income before income taxes, extraordinary items and other adjustments for 2011 of approximately $8.8 million. The primary differences are Vision s provision for loan losses, which will not carry over due to Centennial not acquiring Vision s non-performing loans, and certain non-interest expenses which also will not carry over to Centennial.

3. Investment Securities

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

	September 30, 2012 Available for Sale			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
	(In thousands)			
U.S. government-sponsored enterprises	$ 230,582	$ 3,467	$ (70)	$ 233,979
Mortgage-backed securities	311,834	8,082	(168)	319,748
State and political subdivisions	176,708	8,391	(41)	185,058
Other securities	16,472	27	(87)	16,412
Total	$ 735,596	$ 19,967	$ (366)	$ 755,197

	December 31, 2011 Available for Sale			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
	(In thousands)			
U.S. government-sponsored enterprises	$ 344,789	$ 3,587	$ (380)	$ 347,996
Mortgage-backed securities	138,383	4,054	(173)	142,264
State and political subdivisions	160,567	6,531	(29)	167,069
Other securities	14,310		(418)	13,892
Total	$ 658,049	$ 14,172	$ (1,000)	$ 671,221

Assets, principally investment securities, having a carrying value of approximately $520.3 million and $403.2 million at September 30, 2012 and December 31, 2011, respectively, were pledged to secure public deposits and for other purposes required or permitted by law. Also, investment securities pledged as collateral for repurchase agreements totaled approximately $61.5 million and $62.3 million at September 30, 2012 and December 31, 2011, respectively.

During the three month period ended September 30, 2012, no available for sale securities were sold. During the nine month period ended September 30, 2012 approximately $1.2 million in available for sale securities were sold. The gross realized gains and losses on the sales for the nine month period ended September 30, 2012 totaled approximately $21,000 and $11,000, respectively. The income tax expense/benefit to net security gains and losses was 39.225% of the gross amounts.

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

Table of Contents

The amortized cost and estimated fair value of securities at September 30, 2012, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Available-for-Sale	
	Amortized Cost	Estimated Fair Value
	(In thousands)	
Due in one year or less	$ 229,718	$ 232,108
Due after one year through five years	245,332	251,611
Due after five years through ten years	236,752	246,288
Due after ten years	23,794	25,190
Total	$ 735,596	$ 755,197

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

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

During the nine month period ended September 30, 2012, no securities were deemed to have other-than-temporary impairment besides securities for which impairment was taken in prior periods.

As of September 30, 2012, the Company had $105,000 in unrealized losses, which have been in continuous loss positions for more than twelve months. Excluding impairment write downs taken in prior periods, the Company s assessments indicated that the cause of the market depreciation was primarily the change in interest rates and not the issuer s financial condition, or downgrades by rating agencies. In addition, approximately 64.6% of the Company s investment portfolio matures in five years or less. As a result, the Company has the ability and intent to hold such securities until maturity.

Table of Contents

The following shows gross unrealized losses and estimated fair value of investment securities available for sale, aggregated by investment category and length of time that individual investment securities have been in a continuous loss position as of September 30, 2012 and December 31, 2011:

	September 30, 2012					
	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
U.S. government-sponsored enterprises	$ 21,327	$ (55)	$ 2,985	$ (15)	$ 24,312	$ (70)
Mortgage-backed securities	30,287	(167)	1,777	(1)	32,064	(168)
State and political subdivisions	9,209	(39)	882	(2)	10,091	(41)
Other securities			6,008	(87)	6,008	(87)
Total	$ 60,823	$ (261)	$ 11,652	$ (105)	$ 72,475	$ (366)

	December 31, 2011					
	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
U.S. government-sponsored enterprises	$ 89,714	$ (363)	$ 2,569	$ (17)	$ 92,283	$ (380)
Mortgage-backed securities	22,626	(173)			22,626	(173)
State and political subdivisions	1,478	(4)	1,999	(25)	3,477	(29)
Other securities	13,392	(418)			13,392	(418)
Total	$ 127,210	$ (958)	$ 4,568	$ (42)	$ 131,778	$ (1,000)

4. Loans Receivable Not Covered by Loss Share

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

	September 30, 2012	December 31, 2011
	(In thousands)	
Real estate:		
Commercial real estate loans		
Non-farm/non-residential	$ 887,895	$ 698,986
Construction/land development	282,269	361,846
Agricultural	28,403	28,535
Residential real estate loans		
Residential 1-4 family	473,412	349,543
Multifamily residential	105,369	56,909
Total real estate	1,777,348	1,495,819
Consumer	35,433	37,923
Commercial and industrial	200,160	176,276
Agricultural	36,239	21,784
Other	27,068	28,284

Loans receivable not covered by loss share	$ 2,076,248	$ 1,760,086

During the three and nine-month periods ended September 30, 2012, the Company sold $3.0 million and $5.8 million of the guaranteed portions of SBA loans, which resulted in a gain of approximately $206,000 and $404,000, respectively. The Company did not sell any of the guaranteed portions of SBA loans during the three-month month period ended September 30, 2011. During the nine-month period ended September 30, 2011, the Company sold $4.2 million of the guaranteed portion of certain SBA loans, which resulted in a gain of approximately $259,000.

Mortgage loans held for sale of approximately $18.8 million and $10.3 million at September 30, 2012 and December 31, 2011, respectively, are included in residential 1-4 family loans. Mortgage loans held for sale are carried at the lower of cost or fair value, determined using an aggregate basis. Gains and losses resulting from sales of mortgage loans are recognized when the respective loans are sold to investors. Gains and losses are determined by the difference between the selling price and the carrying amount of the loans sold, net of discounts collected or paid. The Company obtains forward commitments to sell mortgage loans to reduce market risk on mortgage loans in the process of origination and mortgage loans held for sale. The forward commitments acquired by the Company for mortgage loans in process of origination are not mandatory forward commitments. These commitments are structured on a best efforts basis; therefore the Company is not required to substitute another loan or to buy back the commitment if the original loan does not fund. Typically, the Company delivers the mortgage loans within a few days after the loans are funded. These commitments are derivative instruments and their fair values at September 30, 2012 and December 31, 2011 were not material.

5. Loans Receivable Covered by FDIC Loss Share

The Company evaluated loans purchased in conjunction with the 2010 acquisitions under purchase and assumption agreements with the Federal Deposit Insurance Corporation (FDIC) for impairment in accordance with the provisions of FASB ASC Topic 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality*. Purchased covered loans are considered impaired if there is evidence of credit deterioration since origination and if it is probable that not all contractually required payments will be collected.

The following table reflects the carrying value of all purchased covered impaired loans as of September 30, 2012 and December 31, 2011 for the Company s FDIC-assisted transactions:

	September 30, 2012	December 31, 2011
	(In thousands)	
Real estate:		
Commercial real estate loans		
Non-farm/non-residential	$ 175,195	$ 189,380
Construction/land development	71,958	103,535
Agricultural	2,289	3,155
Residential real estate loans		
Residential 1-4 family	130,425	148,692
Multifamily residential	10,062	8,933
Total real estate	389,929	453,695
Consumer	70	334
Commercial and industrial	16,878	26,884
Other	539	826
Loans receivable covered by FDIC loss share (1)	$ 407,416	$ 481,739

(1) These loans were not classified as nonperforming assets at September 30, 2012 and December 31, 2011, as the loans are accounted for on a pooled basis and the pools are considered to be performing. Therefore, interest income, through accretion of the difference between the carrying amount of the loans and the expected cash flows, is being recognized on all purchased impaired loans. Additionally, as of September 30, 2012 and December 31, 2011, $72.8 million and $118.6 million, respectively, were accruing past due loans 90 days or more.

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

Table of Contents

Changes in the carrying amount of the accretable yield for purchased impaired and non-impaired loans were as follows for the period ended September 30, 2012 for the Company s FDIC-assisted acquisitions:

	Accretable Yield	Carrying Amount of Loans
	(In thousands)	
Balance at beginning of period	$ 113,553	$ 481,739
Accretion	(26,133)	26,133
Transfers to foreclosed assets held for sale covered by FDIC loss share		(15,874)
Payments received, net		(84,582)
Balance at end of period	$ 87,420	$ 407,416

6. Allowance for Loan Losses and Credit Quality

The following table presents a summary of changes in the allowance for loan losses for the non-covered and covered loan portfolios for the nine months ended September 30, 2012:

	For Loans Not Covered by Loss Share	For Loans Covered by FDIC Loss Share	Total
		(In thousands)	
Allowance for loan losses:			
Beginning balance	$ 52,129	$	$ 52,129
Loans charged off	(7,054)	(354)	(7,408)
Recoveries of loans previously charged off	2,217		2,217
Net loans recovered (charged off)	(4,837)	(354)	(5,191)
Provision for loan losses before benefit attributable to FDIC loss share agreements		7,502	7,502
Benefit attributable to FDIC loss share agreements		(6,002)	(6,002)
Net provision for loan losses		1,500	1,500
Increase in FDIC indemnification asset		6,002	6,002
Balance, September 30	$ 47,292	$ 7,148	$ 54,440

Table of Contents

Allowance for Loan Losses and Credit Quality for Non-Covered Loans

The following tables present the balance in the allowance for loan losses for the non-covered loan portfolio for the three-month and nine-month periods ended September 30, 2012 and the allowance for loan losses and recorded investment in loans not covered by loss share based on portfolio segment by impairment method as of September 30, 2012. Allocation of a portion of the allowance to one type of loans does not preclude its availability to absorb losses in other categories. Additionally, the Company s discount which is accreted into income over the weighted-average life of the loans on non-covered loans acquired was $14.7 million and $2.5 million at September 30, 2012 and December 31, 2011, respectively.

	Three Months Ended September 30, 2012						
	Construction/ Land Development	Other Commercial Real Estate	Residential Real Estate	Commercial & Industrial (In thousands)	Consumer & Other	Unallocated	Total
Allowance for loan losses:							
Beginning balance	$ 5,296	$ 21,158	$ 12,342	$ 7,938	$ 2,580	$ 532	$ 49,846
Loans charged off	(525)	(1,041)	(1,475)	(549)	(394)		(3,984)
Recoveries of loans previously charged off		856	430	20	124		1,430
Net loans recovered (charged off)	(525)	(185)	(1,045)	(529)	(270)		(2,554)
Provision for loan losses	2,012	(1,087)	1,687	(2,518)	198	(292)	
Balance, September 30	$ 6,783	$ 19,886	$ 12,984	$ 4,891	$ 2,508	$ 240	$ 47,292

	Nine Months Ended September 30, 2012						
	Construction/ Land Development	Other Commercial Real Estate	Residential Real Estate	Commercial & Industrial (In thousands)	Consumer & Other	Unallocated	Total
Allowance for loan losses:							
Beginning balance	$ 7,945	$ 20,368	$ 12,196	$ 6,308	$ 3,258	$ 2,054	$ 52,129
Loans charged off	(838)	(1,312)	(2,670)	(758)	(1,476)		(7,054)
Recoveries of loans previously charged off	7	1,128	538	107	437		2,217
Net loans recovered (charged off)	(831)	(184)	(2,132)	(651)	(1,039)		(4,837)
Provision for loan losses	(331)	(298)	2,920	(766)	289	(1,814)	
Balance, September 30	$ 6,783	$ 19,886	$ 12,984	$ 4,891	$ 2,508	$ 240	$ 47,292

	As of September 30, 2012						
	Construction/ Land Development	Other Commercial Real Estate	Residential Real Estate	Commercial & Industrial	Consumer & Other	Unallocated	Total
Allowance for loan losses:							
Period end amount allocated to:							
Loans individually evaluated for impairment	$ 4,704	$ 14,286	$ 8,799	$ 2,601	$ 1,488	$	$ 31,878
Loans collectively evaluated for impairment	2,079	5,600	4,185	2,290	1,020	240	15,414
Balance, September 30	$ 6,783	$ 19,886	$ 12,984	$ 4,891	$ 2,508	$ 240	$ 47,292

Loans receivable:							
Period end amount allocated to:							
Loans individually evaluated for impairment	$ 34,991	$ 106,019	$ 31,905	$ 12,982	$ 2,219	$	$ 188,116
Loans collectively evaluated for impairment	247,278	810,279	546,876	187,178	96,521		1,888,132
Balance, September 30	$ 282,269	$ 916,298	$ 578,781	$ 200,160	$ 98,740	$	$ 2,076,248

Table of Contents

The following tables present the balance in the allowance for loan losses for the non-covered loan portfolio for the year ended December 31, 2011, and the allowance for loan losses and recorded investment in loans not covered by loss share based on portfolio segment by impairment method as of December 31, 2011. Allocation of a portion of the allowance to one type of loans does not preclude its availability to absorb losses in other categories.

	Year Ended December 31, 2011						
	Construction/ Land Development	Other Commercial Real Estate	Residential Real Estate	Commercial & Industrial (In thousands)	Consumer & Other	Unallocated	Total
Allowance for loan losses:							
Beginning balance	$ 12,002	$ 17,247	$ 14,297	$ 6,357	$ 1,022	$ 2,423	$ 53,348
Loans charged off	(3,397)	(665)	(2,562)	(292)	(2,636)		(9,552)
Recoveries of loans previously charged off	747	204	2,278	5,777	456		9,462
Net loans recovered (charged off)	(2,650)	(461)	(284)	5,485	(2,180)		(90)
Provision for loan losses	(1,309)	6,009	(1,185)	(5,406)	3,150	(9)	1,250
Balance, September 30	8,043	22,795	12,828	6,436	1,992	2,414	54,508
Loans charged off	(193)	(3,411)	(737)	(279)	(523)		(5,143)
Recoveries of loans previously charged off	80	74	199	40	121		514
Net loans recovered (charged off)	(113)	(3,337)	(538)	(239)	(402)		(4,629)
Provision for loan losses	15	910	(94)	111	1,668	(360)	2,250
Balance, December 31	$ 7,945	$ 20,368	$ 12,196	$ 6,308	$ 3,258	$ 2,054	$ 52,129

	As of December 31, 2011						
	Construction/ Land Development	Other Commercial Real Estate	Residential Real Estate	Commercial & Industrial	Consumer & Other	Unallocated	Total
Allowance for loan losses:							
Period end amount allocated to:							
Loans individually evaluated for impairment	$ 4,428	$ 15,050	$ 8,485	$ 3,503	$ 2,205	$	$ 33,671
Loans collectively evaluated for impairment	3,517	5,318	3,711	2,805	1,053	2,054	18,458
Balance, December 31	$ 7,945	$ 20,368	$ 12,196	$ 6,308	$ 3,258	$ 2,054	$ 52,129
Loans receivable:							
Period end amount allocated to:							
Loans individually evaluated for impairment	$ 25,534	$ 105,516	$ 29,818	$ 9,535	$ 2,798	$	$ 173,201
Loans collectively evaluated for impairment	336,312	622,005	376,634	166,741	85,193		1,586,885
Balance, December 31	$ 361,846	$ 727,521	$ 406,452	$ 176,276	$ 87,991	$	$ 1,760,086

Table of Contents

The following is an aging analysis for the non-covered loan portfolio as of September 30, 2012 and December 31, 2011:

	Loans Past Due 30-59 Days	Loans Past Due 60-89 Days	Loans Past Due 90 Days or More	Total Past Due	Current Loans	Total Loans Receivable	Accruing Loans Past Due 90 Days or More
	September 30, 2012 (In thousands)						
Real estate:							
Commercial real estate loans							
Non-farm/non-residential	$ 5,654	$	$ 3,291	$ 8,945	$ 878,950	$ 887,895	$ 45
Construction/land development	5,052	1,117	1,763	7,932	274,337	282,269	1
Agricultural		59	149	208	28,195	28,403	
Residential real estate loans							
Residential 1-4 family	4,487	1,313	12,674	18,474	454,938	473,412	2,337
Multifamily residential			1,619	1,619	103,750	105,369	
Total real estate	15,193	2,489	19,496	37,178	1,740,170	1,777,348	2,383
Consumer	436	142	439	1,017	34,416	35,433	29
Commercial and industrial	163	186	1,276	1,625	198,535	200,160	12
Agricultural and other	287	78	1,396	1,761	61,546	63,307	
Total	$ 16,079	$ 2,895	$ 22,607	$ 41,581	$ 2,034,667	$ 2,076,248	$ 2,424

	Loans Past Due 30-59 Days	Loans Past Due 60-89 Days	Loans Past Due 90 Days or More	Total Past Due	Current Loans	Total Loans Receivable	Accruing Loans Past Due 90 Days or More
	December 31, 2011 (In thousands)						
Real estate:							
Commercial real estate loans							
Non-farm/non-residential	$ 764	$ 1,758	$ 7,055	$ 9,577	$ 689,409	$ 698,986	$
Construction/land development	848	650	2,226	3,724	358,122	361,846	
Agricultural			178	178	28,357	28,535	
Residential real estate loans							
Residential 1-4 family	2,064	251	13,617	15,932	333,611	349,543	750
Multifamily residential			92	92	56,817	56,909	92
Total real estate	3,676	2,659	23,168	29,503	1,466,316	1,495,819	842
Consumer	656	268	1,501	2,425	35,498	37,923	132
Commercial and industrial	234	211	1,617	2,062	174,214	176,276	19
Agricultural and other	176	17	1,203	1,396	48,672	50,068	
Total	$ 4,742	$ 3,155	$ 27,489	$ 35,386	$ 1,724,700	$ 1,760,086	$ 993

Non-accruing loans not covered by loss share at September 30, 2012 and December 31, 2011 were $20.2 million and $26.5 million, respectively.

Table of Contents

The following is a summary of the non-covered impaired loans as of September 30, 2012 and December 31, 2011:

	September 30, 2012						
				Three Months Ended		Nine Months Ended	
	Unpaid Contractual Principal Balance	Total Recorded Investment	Allocation of Allowance for Loan Losses	Average Recorded Investment (In thousands)	Interest Recognized	Average Recorded Investment	Interest Recognized
Real estate:							
Commercial real estate loans							
Non-farm/non-residential	$ 76,376	$ 73,590	$ 14,286	$ 72,835	$ 928	$ 74,543	$ 2,888
Construction/land development	26,126	25,890	4,704	21,055	264	20,912	766
Agricultural				17		8	1
Residential real estate loans							
Residential 1-4 family	24,750	22,633	5,910	21,602	207	21,665	608
Multifamily residential	8,256	8,256	2,889	7,457	75	7,016	241
Total real estate	135,508	130,369	27,789	122,966	1,474	124,144	4,504
Consumer	753	738	345	725	12	1,161	38
Commercial and industrial	3,819	3,743	2,601	7,998	59	8,598	383
Agricultural and other	1,203	1,203	1,143	1,203		1,203	21
Total	$ 141,283	$ 136,053	$ 31,878	$ 132,892	$ 1,545	$ 135,106	$ 4,946

	December 31, 2011				
				Year Ended	
	Unpaid Contractual Principal Balance	Total Recorded Investment	Allocation of Allowance for Loan Losses (In thousands)	Average Recorded Investment	Interest Recognized
Real estate:					
Commercial real estate loans					
Non-farm/non-residential	$ 80,316	$ 80,179	$ 15,050	$ 52,757	$ 2,913
Construction/land development	21,600	19,606	4,428	19,077	963
Agricultural				479	10
Residential real estate loans					
Residential 1-4 family	25,419	20,243	6,272	19,914	858
Multifamily residential	6,577	6,576	2,213	7,039	350
Total real estate	133,912	126,604	27,963	99,266	5,094
Consumer	1,611	1,596	1,002	1,348	46
Commercial and industrial	10,537	8,619	3,503	10,984	730
Agricultural and other	1,203	1,203	1,203	241	
Total	$ 147,263	$ 138,022	$ 33,671	$ 111,839	$ 5,870

All of the Company s non-covered impaired loans have a specific allocation of the allowance for loan losses, with the exception of certain troubled debt restructurings (TDR) where the discounted cash flows under the restructuring are greater than or equal to those under the original terms of the loan. Interest recognized on non-covered impaired loans during the three months ended September 30, 2012 and 2011 was approximately $1.5 million. Interest recognized on non-covered impaired loans during the nine months ended September 30, 2012 and 2011 was

approximately $4.9 million and $4.1 million, respectively. The amount of interest recognized on non-covered impaired loans on the cash basis is not materially different than the accrual basis.

Table of Contents

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

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

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

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

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

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

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

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

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

Table of Contents

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

The Company s classified loans include loans in risk ratings 6, 7 and 8. The following is a presentation of classified non-covered loans by class as of September 30, 2012 and December 31, 2011:

	September 30, 2012			
	Risk Rated 6	**Risk Rated 7**	**Risk Rated 8**	**Classified Total**
	(In thousands)			
Real estate:				
Commercial real estate loans				
Non-farm/non-residential	$ 59,494	$ 869	$	$ 60,363
Construction/land development	6,817	77		6,894
Agricultural	149			149
Residential real estate loans				
Residential 1-4 family	22,240	65		22,305
Multifamily residential	3,676			3,676
Total real estate	92,376	1,011		93,387
Consumer	1,323			1,323
Commercial and industrial	4,558	16		4,574
Agricultural and other	1,251			1,251
Total	$ 99,508	$ 1,027	$	$ 100,535

	December 31, 2011			
	Risk Rated 6	**Risk Rated 7**	**Risk Rated 8**	**Classified Total**
	(In thousands)			
Real estate:				
Commercial real estate loans				
Non-farm/non-residential	$ 44,813	$	$	$ 44,813
Construction/land development	6,718			6,718
Agricultural	178			178
Residential real estate loans				
Residential 1-4 family	22,376	382		22,758
Multifamily residential	4,884			4,884
Total real estate	78,969	382		79,351
Consumer	2,224			2,224
Commercial and industrial	8,947	55		9,002
Agricultural and other	1,253			1,253
Total	$ 91,393	$ 437	$	$ 91,830

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

23

Table of Contents

The following is a presentation of non-covered loans by class and risk rating as of September 30, 2012 and December 31, 2011:

	September 30, 2012						
	Risk Rated 1	Risk Rated 2	Risk Rated 3	Risk Rated 4	Risk Rated 5	Classified Total	Total
	(In thousands)						
Real estate:							
Commercial real estate loans							
Non-farm/non-residential	$ 8	$ 55	$ 440,387	$ 352,193	$ 34,889	$ 60,363	$ 887,895
Construction/land development	16	118	95,080	156,140	24,021	6,894	282,269
Agricultural			10,471	17,783		149	28,403
Residential real estate loans							
Residential 1-4 family	499	156	312,526	126,269	11,657	22,305	473,412
Multifamily residential			34,297	64,143	3,253	3,676	105,369
Total real estate	523	329	892,761	716,528	73,820	93,387	1,777,348
Consumer	9,494	132	15,670	7,837	977	1,323	35,433
Commercial and industrial	12,401	1,191	92,347	87,065	2,582	4,574	200,160
Agricultural and other	26	2,279	24,338	35,411	2	1,251	63,307
Total	$ 22,444	$ 3,931	$ 1,025,116	$ 846,841	$ 77,381	$ 100,535	$ 2,076,248

	December 31, 2011						
	Risk Rated 1	Risk Rated 2	Risk Rated 3	Risk Rated 4	Risk Rated 5	Classified Total	Total
	(In thousands)						
Real estate:							
Commercial real estate loans							
Non-farm/non-residential	$ 48	$ 14	$ 341,027	$ 258,252	$ 54,832	$ 44,813	$ 698,986
Construction/land development	8	405	93,913	246,520	14,282	6,718	361,846
Agricultural			10,495	17,862		178	28,535
Residential real estate loans							
Residential 1-4 family	277	157	210,846	106,707	8,798	22,758	349,543
Multifamily residential			36,300	14,032	1,693	4,884	56,909
Total real estate	333	576	692,581	643,373	79,605	79,351	1,495,819
Consumer	7,817	939	17,458	8,163	1,322	2,224	37,923
Commercial and industrial	7,737	1,080	84,923	71,139	2,395	9,002	176,276
Agricultural and other	51	1,583	29,991	17,186	4	1,253	50,068
Total	$ 15,938	$ 4,178	$ 824,953	$ 739,861	$ 83,326	$ 91,830	$ 1,760,086

Table of Contents

The following is a presentation of non-covered TDR s by class:

	September 30, 2012					
	Number of Loans	Pre-Modification Outstanding Balance	Rate Modification	Term Modification	Rate & Term Modification	Post-Modification Outstanding Balance
			(In thousands)			
Real estate:						
Commercial real estate loans						
Non-farm/non-residential	33	$ 52,242	$ 21,635	$ 13,101	$ 10,165	$ 44,901
Construction/land development	4	8,059	7,489		299	7,789
Agricultural						
Residential real estate loans						
Residential 1-4 family	15	8,972	4,488	352	614	5,453
Multifamily residential	3	5,912	5,391			5,391
Total real estate	55	75,185	39,003	13,453	11,078	63,534
Commercial and industrial	4	1,422	399		395	794
Total	59	$ 76,607	$ 39,402	$ 13,453	$ 11,473	$ 64,328

	December 31, 2011					
	Number of Loans	Pre-Modification Outstanding Balance	Rate Modification	Term Modification	Rate & Term Modification	Post-Modification Outstanding Balance
			(In thousands)			
Real estate:						
Commercial real estate loans						
Non-farm/non-residential	27	$ 39,420	$ 22,739	$ 5,319	$ 4,326	$ 32,384
Construction/land development	6	11,114	7,642	34	3,259	10,935
Residential real estate loans						
Residential 1-4 family	16	9,572	5,055	124	771	5,950
Multifamily residential	2	4,586	3,692			3,692
Total real estate	51	64,692	39,128	5,477	8,356	52,961
Commercial and industrial	5	534	115		195	310
Total	56	$ 65,226	$ 39,243	$ 5,477	$ 8,551	$ 53,271

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

	September 30, 2012		December 31, 2011	
	Number of Loans	Recorded Balance	Number of Loans	Recorded Balance
	(In thousands)			
Real estate:				
Commercial real estate loans				
Non-farm/non-residential	3	$ 3,237	3	$ 4,147
Construction/land development			1	112
Residential real estate loans				

Residential 1-4 family	4		2,060	3	1,805
Total real estate	7		5,297	7	6,064
Commercial and industrial				1	10
Total	7	$	5,297	8	$ 6,074

Table of Contents

Allowance for Loan Losses and Credit Quality for Covered Loans

During the second quarter of 2012, impairment testing on the estimated cash flows of the covered loans established that two pools evaluated had experienced material projected credit deterioration. As a result, the Company recorded a $6.6 million provision for loan losses to the allowance for loan losses related to the purchased impaired loans during the three month period ended June 30, 2012. Since these loans are covered by loss share with the FDIC, the Company was able to increase its indemnification asset by $5.3 million resulting in a net provision for loan losses of $1.3 million.

During the third quarter of 2012, impairment testing on the estimated cash flows of the covered loans established that two pools evaluated had experienced projected credit deterioration. As a result, the Company recorded an $837,000 provision for loan losses to the allowance for loan losses related to the purchased impaired loans during the three month period ended September 30, 2012. Since these loans are covered by loss share with the FDIC, the Company was able to increase its indemnification asset by $670,000 resulting in a net provision for loan losses of $167,000.

There were no allowances for loan losses related to the purchased impaired loans at December 31, 2011.

The following tables present the balance in the allowance for loan losses for the covered loan portfolio for the three-month and nine-month periods ended September 30, 2012, and the allowance for loan losses and recorded investment in loans covered by FDIC loss share based on portfolio segment by impairment method as of September 30, 2012. Allocation of a portion of the allowance to one type of loans does not preclude its availability to absorb losses in other categories.

	Three Months Ended September 30, 2012						
	Construction/ Land Development	Other Commercial Real Estate	Residential Real Estate	Commercial & Industrial (In thousands)	Consumer & Other	Unallocated	Total
Allowance for loan losses:							
Beginning balance	$ 1,527	$ 4,391	$ 533	$ 59	$ 155	$	$ 6,665
Loans charged off			(76)		(278)		(354)
Recoveries of loans previously charged off							
Net loans recovered (charged off)			(76)		(278)		(354)
Provision for loan losses before benefit attributable to FDIC loss share agreements	4	854	(163)	19	123		837
Benefit attributable to FDIC loss share agreements	(3)	(684)	130	(15)	(98)		(670)
Net provision for loan losses	1	170	(33)	4	25		167
Increase in FDIC indemnification asset	3	684	(130)	15	98		670
Balance, September 30	$ 1,531	$ 5,245	$ 294	$ 78	$	$	$ 7,148

	Nine Months Ended September 30, 2012						
	Construction/ Land Development	Other Commercial Real Estate	Residential Real Estate	Commercial & Industrial (In thousands)	Consumer & Other	Unallocated	Total
Allowance for loan losses:							
Beginning balance	$	$	$	$	$	$	$
Loans charged off			(76)		(278)		(354)
Recoveries of loans previously charged off							

Net loans recovered (charged off)			(76)		(278)		(354)
Provision for loan losses before benefit attributable to FDIC loss share agreements	1,531	5,245	370	78	278		7,502
Benefit attributable to FDIC loss share agreements	(1,225)	(4,197)	(296)	(63)	(222)		(6,002)
Net provision for loan losses	306	1,049	74	15	56		1,500
Increase in FDIC indemnification asset	1,225	4,196	296	63	222		6,002
Balance, September 30	$ 1,531	$ 5,245	$ 294	$ 78	$	$	$ 7,148

	As of September 30, 2012						
	Construction/ Land Development	Other Commercial Real Estate	Residential Real Estate	Commercial & Industrial	Consumer & Other	Unallocated	Total
Allowance for loan losses:							
Period end amount allocated to:							
Loans individually evaluated for impairment	$	$	$	$	$	$	$
Loans collectively evaluated for impairment	1,531	5,245	294	78			7,148
Balance, September 30	$ 1,531	$ 5,245	$ 294	$ 78	$	$	$ 7,148
Loans receivable:							
Period end amount allocated to:							
Loans individually evaluated for impairment	$	$	$	$	$	$	$
Loans collectively evaluated for impairment	71,958	177,484	140,487	16,878	609		407,416
Balance, September 30	$ 71,958	$ 177,484	$ 140,487	$ 16,878	$ 609	$	$ 407,416

7. Goodwill and Core Deposits and Other Intangibles

Changes in the carrying amount and accumulated amortization of the Company s goodwill and core deposits and other intangibles at September 30, 2012 and December 31, 2011, were as follows:

	September 30, 2012	December 31, 2011
	(In thousands)	
Goodwill		
Balance, beginning of period	$ 59,663	$ 59,663
Vision Bank acquisition	17,427	
Balance, end of period	$ 77,090	$ 59,663

	2012	2011
	(In thousands)	
Core Deposit and Other Intangibles		
Balance, beginning of period	$ 8,620	$ 11,447
Vision Bank acquisition	3,190	
Amortization expense	(2,018)	(2,122)
Balance, September 30	$ 9,792	9,325
Amortization expense		(705)
Balance, end of year		$ 8,620

The carrying basis and accumulated amortization of core deposits and other intangibles at September 30, 2012 and December 31, 2011 were:

	September 30, 2012	December 31, 2011
	(In thousands)	
Gross carrying basis	$ 26,651	$ 23,461
Accumulated amortization	16,859	14,841
Net carrying amount	$ 9,792	$ 8,620

27

Core deposit and other intangible amortization was approximately $694,000 and $705,000 for each of the three-months ended September 30, 2012 and 2011, respectively. Core deposit and other intangible amortization was approximately $2.0 million and $2.1 million for each of the nine-months ended September 30, 2012 and 2011, respectively. Including the Vision acquisition completed as of February 16, 2012, HBI s estimated amortization expense of core deposits and other intangibles for each of the years 2012 through 2016 is approximately: 2012 - $2.7 million; 2013 - $2.8 million; 2014 - $2.6 million; 2015 - $1.8 million; 2016 - $543,000.

The carrying amount of the Company s goodwill was $77.1 million at September 30, 2012 and $59.7 million at December 31, 2011. Goodwill is tested annually for impairment during the fourth quarter. If the implied fair value of goodwill is lower than its carrying amount, goodwill impairment is indicated and goodwill is written down to its implied fair value. Subsequent increases in goodwill value are not recognized in the financial statements.

8. Other Assets

Other assets consists primarily of FDIC claims receivable, equity securities without a readily determinable fair value and other miscellaneous assets. As of September 30, 2012 and December 31, 2011 other assets were $51.7 million and $64.3 million, respectively.

An indemnification asset was created when the Company acquired FDIC covered loans. The indemnification asset represents the carrying amount of the right to receive payments from the FDIC for losses incurred on specified assets acquired from failed insured depository institutions or otherwise purchased from the FDIC that are covered by loss-sharing agreements with the FDIC. When the Company experiences a loss on the covered loans and subsequently requests reimbursement of the loss from the FDIC, the indemnification asset is reduced by the FDIC reimbursable amount. A corresponding claim receivable is consequently recorded in other assets until the cash is received from the FDIC. The FDIC claims receivable were $24.6 million and $30.2 million at September 30, 2012 and December 31, 2011, respectively.

The Company has equity securities without readily determinable fair values. These equity securities are outside the scope of ASC Topic 320, *Investments-Debt and Equity Securities*. They include items such as stock holding in Federal Home Loan Bank, Federal Reserve Bank, Bankers Bank and other miscellaneous holdings. The equity securities without a readily determinable fair value were $20.2 million and $22.4 million at September 30, 2012 and December 31, 2011, respectively.

9. Deposits

The aggregate amount of time deposits with a minimum denomination of $100,000 was $573.7 million and $703.2 million at September 30, 2012 and December 31, 2011, respectively. Interest expense applicable to certificates in excess of $100,000 totaled $1.7 million and $2.9 million for the three months ended September 30, 2012 and 2011, respectively. Interest expense applicable to certificates in excess of $100,000 totaled $6.3 million and $9.3 million for the nine months ended September 30, 2012 and 2011, respectively. As of September 30, 2012 and December 31, 2011, brokered deposits were $74.9 million and $103.4 million, respectively.

Deposits totaling approximately $447.2 million and $279.8 million at September 30, 2012 and December 31, 2011, respectively, were public funds obtained primarily from state and political subdivisions in the United States.

10. Securities Sold Under Agreements to Repurchase

At September 30, 2012 and December 31, 2011, securities sold under agreements to repurchase totaled $61.5 million and $62.3 million, respectively. For the three month periods ended September 30, 2012 and 2011, securities sold under agreements to repurchase daily weighted average totaled $64.8 million and $66.6 million, respectively. For the nine month periods ended September 30, 2012 and 2011, securities sold under agreements to repurchase daily weighted average totaled $68.4 million and $68.6 million, respectively.

11. FHLB Borrowed Funds

The Company s FHLB borrowed funds were $130.5 million and $142.8 million at September 30, 2012 and December 31, 2011. All of the outstanding balance at September 30, 2012 and December 31, 2011 were long-term advances. The FHLB advances mature from the current year to 2025 with fixed interest rates ranging from 2.020% to 4.799% and are secured by loans and investments securities. Expected maturities will differ from contractual maturities, because FHLB may have the right to call or prepay certain obligations.

Additionally, the Company had $90.5 million and $135.0 million at September 30, 2012 and December 31, 2011, respectively, in letters of credit under a FHLB blanket borrowing line of credit, which are used to collateralize public deposits at September 30, 2012 and December 31, 2011, respectively.

12. Subordinated Debentures

Subordinated debentures at September 30, 2012 and December 31, 2011 consisted of guaranteed payments on trust preferred securities with the following components:

	September 30, 2012	December 31, 2011
	(In thousands)	
Subordinated debentures, issued in 2003, due 2033, fixed at 6.40%, during the first five years and at a floating rate of 3.15% above the three-month LIBOR rate, reset quarterly, thereafter, currently callable without penalty	$ 20,619	$ 20,618
Subordinated debentures, issued in 2003, due 2033, floating rate of 3.15% above the three-month LIBOR rate, reset quarterly, currently callable without penalty	5,155	5,155
Subordinated debentures, issued in 2005, due 2035, fixed rate of 6.81% during the first ten years and at a floating rate of 1.38% above the three-month LIBOR rate, reset quarterly, thereafter. Retired during the third quarter of 2012.		15,465
Subordinated debentures, issued in 2006, due 2036, fixed rate of 6.75% during the first five years and at a floating rate of 1.85% above the three-month LIBOR rate, reset quarterly, thereafter, currently callable without penalty	3,093	3,093
Total	$ 28,867	$ 44,331

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

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

The Company currently holds $28.9 million of trust preferred securities which are currently callable without penalty based on the terms of the specific agreements.

During July 2012, the Company requested and was subsequently granted approval from the Federal Reserve Bank of St. Louis to retire one trust preferred security. Upon approval, the Company made the election to pay off this $15.5 million trust preferred security during September 2012. The Company has been approved and is evaluating whether to pay off $20.6 million of subordinated debentures currently at a floating rate of 3.15% during the first part of 2013. The Company is also evaluating the remaining subordinated debentures and may pay off part or all of the remaining subordinated debentures during of 2013.

Table of Contents

13. Income Taxes

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(In thousands)			
Current:				
Federal	$ 10,619	$ 5,171	$ 23,331	$ 25,900
State	2,100	1,331	4,501	4,778
Total current	12,719	6,502	27,832	30,678
Deferred:				
Federal	(3,096)	1,310	(1,757)	(7,531)
State	(615)	(188)	(349)	(1,359)
Total deferred	(3,711)	1,122	(2,106)	(8,890)
Provision for income taxes	$ 9,008	$ 7,624	$ 25,726	$ 21,788

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Statutory federal income tax rate	35.00%	35.00%	35.00%	35.00%
Effect of nontaxable interest income	(2.40)	(2.75)	(2.53)	(2.90)
Cash value of life insurance	(0.28)	(0.52)	(0.33)	(0.48)
State income taxes, net of federal benefit	3.84	3.39	3.76	3.56
Other	(0.28)	(0.36)	(0.07)	(0.24)
Effective income tax rate	35.88%	34.76%	35.83%	34.94%

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

	September 30, 2012	December 31, 2011
	(In thousands)	
Deferred tax assets:		
Allowance for loan losses	$ 21,380	$ 20,474
Deferred compensation	1,622	1,839
Stock options	318	317
Real estate owned	8,068	9,189
Loan discounts	44,977	57,095
Tax basis premium/discount on acquisitions	24,163	14,306

Deposits	556	357
Other	4,599	5,236
Gross deferred tax assets	105,683	108,813
Deferred tax liabilities:		
Accelerated depreciation on premises and equipment	1,918	2,299
Unrealized gain on securities	7,690	5,167
Core deposit intangibles	539	1,159
Indemnification asset	59,735	75,254
FHLB dividends	887	879
Other	1,234	1,205
Gross deferred tax liabilities	72,003	85,963
Net deferred tax assets	$ 33,680	$ 22,850

14. Common Stock and Compensation Plans

Stock Compensation Plans

The Company has a stock option and performance incentive plan. The purpose of the plan is to attract and retain highly qualified officers, directors, key employees, and other persons, and to motivate those persons to improve our business results. On April 19, 2012, our shareholders approved the Amended and Restated 2006 Stock Option and Performance Incentive Plan (the Plan). As a result of the required shareholder approval at the Annual Shareholder Meeting held on April 19, 2012, the Plan has become effective as of February 27, 2012 and increased the number of shares reserved for issuance under the Plan by 540,000 shares. As of April 19, 2012, this plan provided for the granting of incentive nonqualified options to purchase stock or for the issuance of restricted shares up to 2,322,000 of common stock in the Company. As of April 19, 2012, the Company has approximately 896,000 shares of common stock remaining available for grants or issuance under the plan and approximately 1,461,000 shares reserved for issuance of common stock.

The intrinsic value of the stock options outstanding and stock options vested at September 30, 2012 was $12.1 million and $11.7 million, respectively. The intrinsic value of the stock options exercised during the three-month period ended September 30, 2012 was approximately $246,000. The intrinsic value of the stock options exercised during the nine-month period ended September 30, 2012 was approximately $874,000. Total unrecognized compensation cost, net of income tax benefit, related to non-vested awards, which are expected to be recognized over the vesting periods, was approximately $270,000 as of September 30, 2012. For the first nine months of 2012, the Company has expensed $63,000 for the non-vested awards.

The table below summarized the transactions under the Company s stock option plans at September 30, 2012 and December 31, 2011 and changes during the nine-month period and year then ended:

	For the Nine Months Ended September 30, 2012		For the Year Ended December 31, 2011	
	Shares (000)	Weighted Average Exercisable Price	Shares (000)	Weighted Average Exercisable Price
Outstanding, beginning of year	569	$ 11.36	660	$ 10.88
Granted	45	26.25		
Forfeited	(1)	9.29		
Exercised	(49)	11.01	(91)	7.87
Expired				
Outstanding, end of period	564	12.58	569	11.36
Exercisable, end of period	511	$ 11.27	550	$ 11.13

Table of Contents

Stock-based compensation expense for stock-based compensation awards granted is based on the grant date fair value. For stock option awards, the fair value is estimated at the date of grant using the Black-Scholes option-pricing model. This model requires the input of highly subjective assumptions, changes to which can materially affect the fair value estimate. Additionally, there may be other factors that would otherwise have a significant effect on the value of employee stock options granted but are not considered by the model. Accordingly, while management believes that the Black-Scholes option-pricing model provides a reasonable estimate of fair value, the model does not necessarily provide the best single measure of fair value for the Company s employee stock options. The weighted-average fair value of options granted during the nine-months ended September 30, 2012, was $7.18. There were no options granted during 2011. The fair value of each option granted is estimated on the date of grant using the Black-Scholes option-pricing model based on the weighted-average assumptions for expected dividend yield, expected stock price volatility, risk-free interest rate, and expected life of options granted. During first nine months of 2012, none of the stock options granted were to executive officers of the Company.

	For the Nine Months Ended September 30, 2012	For the Year Ended December 31, 2011
Expected dividend yield	1.52%	Not applicable
Expected stock price volatility	30.56%	Not applicable
Risk-free interest rate	1.47%	Not applicable
Expected life of options	6.5 years	Not applicable

The following is a summary of currently outstanding and exercisable options at September 30, 2012:

	Options Outstanding			Options Exercisable	
Exercise Prices	Options Outstanding Shares (000)	Weighted-Average Remaining Contractual Life (in years)	Weighted-Average Exercise Price	Options Exercisable Shares (000)	Weighted-Average Exercise Price
$ 6.17 to $7.01	52	1.46	$ 6.28	52	$ 6.28
$ 7.85 to $8.68	54	1.92	8.52	54	8.52
$ 9.55 to $9.83	49	2.73	9.62	49	9.62
$ 10.66 to $10.66	102	3.15	10.66	102	10.66
$ 11.09 to $11.09	172	3.45	11.09	172	11.09
$ 16.65 to $17.82	53	5.04	17.25	47	17.26
$ 18.50 to $18.62	9	4.77	18.59	9	18.59
$ 20.33 to $22.74	28	4.58	20.72	26	20.55
$ 26.25 to $26.25	45	9.31	26.25		
	564			511	

The table below summarized the activity for the Company s restricted stock issued and outstanding at September 30, 2012 and December 31, 2011 and changes during the period and year then ended:

	As of September 30, 2012	As of December 31, 2011
	(in thousands)	
Beginning of year	49	22
Issued	104	32
Vested	(16)	(5)
End of period	137	49

Amount of expense for nine months and twelve months ended, respectively	$ 435	$ 351

32

Table of Contents

The restricted stock issued through 2011 will vest equally each year over three years beginning on the first anniversary of the issuance. The only exception to this vesting is for 4,999 shares of restricted common stock issued during 2009. These restricted shares will vest equally each year over three years beginning on the third anniversary of the issuance.

On August 2, 2012, 104,000 shares of restricted common stock were issued to our named executive officers and certain other employees of the Company. These shares include 43,000 shares subject to time vesting (Restricted Shares) and 61,000 shares subject to performance based vesting (Performance Shares).

The Restricted Shares will cliff vest on the third annual anniversary of the grant date. The Performance Shares will cliff vest on the third annual anniversary of the date that the performance goal is met. The performance goal will be met as of the end of the calendar quarter when the Company has averaged $0.625 diluted earnings per share for four consecutive quarters or $2.50 total diluted earnings per share over a period of four consecutive quarters. The Committee will have final approval to determine whether the diluted earnings per share performance goal has been met and will exclude one-time and non-reoccurring gains in calculating the applicable diluted earnings per share.

During the first nine months of 2012, the Company utilized a portion of its previously approved stock repurchase program. This program authorized the repurchase of 1,188,000 shares of the Company s common stock. For the third quarter of 2012, the Company repurchased a total of 13,810 shares with a weighted average stock price of $32.46. For the nine-month period ended September 30, 2012, the Company repurchased a total of 252,044 shares with a weighted average stock price of $26.00. The 2012 earnings were used to fund these repurchases. Combining all the shares repurchased to date under the program will bring the total to 552,044 shares. The remaining balance available for repurchase is 635,956 shares at September 30, 2012.

15. Non-Interest Expense

The table below shows the components of non-interest expense for the three months and nine months ended September 30, 2012 and 2011:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(In thousands)			
Salaries and employee benefits	$ 11,652	$ 10,691	$ 34,941	$ 32,449
Occupancy and equipment	3,805	3,562	10,788	10,923
Data processing expense	1,137	1,185	3,599	3,607
Other operating expenses:				
Advertising	534	1,033	1,898	3,046
Merger and acquisition expenses	296		1,988	11
Amortization of intangibles	694	705	2,018	2,122
Electronic banking expense	809	682	2,330	2,038
Directors fees	206	230	611	594
Due from bank service charges	137	119	412	378
FDIC and state assessment	588	1,062	1,742	3,213
Insurance	448	447	1,273	1,226
Legal and accounting	231	367	840	1,276
Other professional fees	411	522	1,263	1,504
Operating supplies	280	260	835	871
Postage	219	243	680	730
Telephone	270	234	792	756
Other expense	2,264	2,394	6,781	6,709
Total other operating expenses	7,387	8,298	23,463	24,474
Total non-interest expense	$ 23,981	$ 23,736	$ 72,791	$ 71,453

33

Table of Contents

16. Concentration of Credit Risks

The Company s primary market areas are in central Arkansas, north central Arkansas, southern Arkansas, central Florida, southwest Florida, the Florida Panhandle, the Florida Keys (Monroe County) and south Alabama. The Company primarily grants loans to customers located within these geographical areas unless the borrower has an established relationship with the Company.

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

17. Significant Estimates and Concentrations

Accounting principles generally accepted in the United States of America require disclosure of certain significant estimates and current vulnerabilities due to certain concentrations. Estimates related to the allowance for loan losses and certain concentrations of credit risk are reflected in Note 6, while deposit concentrations are reflected in Note 9.

Although the Company has a diversified loan portfolio, at September 30, 2012 and December 31, 2011, non-covered commercial real estate loans represented 57.7% and 61.9% of non-covered loans and 235.0% and 229.8% of total stockholders equity, respectively. Non-covered residential real estate loans represented 27.9% and 23.1% of non-covered loans and 113.5% and 85.7% of total stockholders equity at September 30, 2012 and December 31, 2011, respectively.

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

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

18. Commitments and Contingencies

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

At September 30, 2012 and December 31, 2011, commitments to extend credit of $349.3 million and $292.4 million, respectively, were outstanding. A percentage of these balances is participated out to other banks; therefore, the Company can call on the participating banks to fund future draws. Since some of these commitments are expected to expire without being drawn upon, the total commitment amount does not necessarily represent future cash requirements.

Outstanding standby letters of credit are contingent commitments issued by the Company, generally to guarantee the performance of a customer in third-party borrowing arrangements. The term of the guarantee is dependent upon the credit worthiness of the borrower some of which are long-term. The amount of collateral obtained, if deemed necessary, is based on management s credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment, commercial real estate and residential real estate. Management uses the same credit policies in granting lines of credit as it does for on-balance-sheet instruments. The maximum amount of future payments the Company could be required to make under these guarantees at September 30, 2012 and December 31, 2011, is $20.8 million and $22.8 million, respectively.

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

19. Regulatory Matters

The Bank is subject to a legal limitation on dividends that can be paid to the parent company without prior approval of the applicable regulatory agencies. Arkansas bank regulators have specified that the maximum dividend limit state banks may pay to the parent company without prior approval is 75% of the current year earnings plus 75% of the retained net earnings of the preceding year. Since the Bank is also under supervision of the Federal Reserve, it is further limited if the total of all dividends declared in any calendar year by the Bank exceeds the Bank s net profits to date for that year combined with its retained net profits for the preceding two years. During the first nine months of 2012, the Company requested approximately $35.6 million in dividends from its banking subsidiary. This dividend is equal to approximately 75% of the current month earnings December 2011 through August 2012 from its banking subsidiary.

The Federal Reserve Board s risk-based capital guidelines include the definitions for (1) a well-capitalized institution, (2) an adequately-capitalized institution, and (3) and undercapitalized institution. The criteria for a well-capitalized institution are: a 5% Tier 1 leverage capital ratio, a 6% Tier 1 risk-based capital ratio, and a 10% total risk-based capital ratio. As of September 30, 2012, the Bank met the capital standards for a well-capitalized institution. The Company s Tier 1 leverage capital ratio, Tier 1 risk-based capital ratio, and total risk-based capital ratio were 11.3%, 15.6%, and 16.9%, respectively, as of September 30, 2012.

20. Additional Cash Flow Information

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

	Nine Months Ended September 30,	
	2012	2011
	(in thousands)	
Interest paid	$ 18,371	$ 24,396
Income taxes paid	23,070	21,095
Assets acquired by foreclosure	20,082	41,206

Table of Contents

21. Financial Instruments

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

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

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

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

Available-for-sale securities are the only material instruments valued on a recurring basis which are held by the Company at fair value. The Company does not have any Level 1 securities. Primarily all of the Company s securities are considered to be Level 2 securities. These Level 2 securities consist primarily of U.S. government-sponsored enterprises, mortgage-backed securities plus state and political subdivisions. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond s terms and conditions, among other things. As of September 30, 2012, Level 3 securities were immaterial.

The Corporation reviews the prices supplied by the independent pricing service, as well as their underlying pricing methodologies, for reasonableness and to ensure such prices are aligned with traditional pricing matrices. In general, the Company does not purchase investment portfolio securities with complicated structures. Pricing for the Company s investment securities is fairly generic and is easily obtained.

Impaired loans that are collateral dependent are the only material financial assets valued on a non-recurring basis which are held by the Company at fair value. Loan impairment is reported when full payment under the loan terms is not expected. Impaired loans are carried at the net realizable value of the collateral if the loan is collateral dependent. A portion of the allowance for loan losses is allocated to impaired loans if the value of such loans is deemed to be less than the unpaid balance. If these allocations cause the allowance for loan losses to require increase, such increase is reported as a component of the provision for loan losses. The fair value of loans with specific allocated losses was $104.2 million and $104.4 million as of September 30, 2012 and December 31, 2011, respectively. This valuation is considered Level 3, consisting of appraisals of underlying collateral. The Company reversed approximately $101,000 of accrued interest receivable when non-covered impaired loans were put on non-accrual status during the three months ended September 30, 2012. The Company reversed approximately $222,000 of accrued interest receivable when non-covered impaired loans were put on non-accrual status during the nine months ended September 30, 2012.

Foreclosed assets held for sale are the only material non-financial assets valued on a non-recurring basis which are held by the Company at fair value, less estimated costs to sell. At foreclosure, if the fair value, less estimated costs to sell, of the real estate acquired is less than the Company s recorded investment in the related loan, a write-down is recognized through a charge to the allowance for loan losses. Additionally, valuations are periodically performed by management and any subsequent reduction in value is recognized by a charge to income. The fair value of foreclosed assets held for sale is estimated using Level 3 inputs based on appraisals of underlying collateral. As of September 30, 2012 and December 31, 2011, the fair value of foreclosed assets held for sale not covered by loss share, less estimated costs to sell was $14.9 million and $16.7 million, respectively.

The significant unobservable (Level 3) inputs used in the fair value measurement of collateral for collateral-dependent impaired loans and foreclosed assets primarily relate to customized discounting criteria applied to the customer s reported amount of collateral. The amount of the collateral discount depends upon the condition and marketability of the underlying collateral. As the Corporation s primary objective in the event of default would be to monetize the collateral to settle the outstanding balance of the loan, less marketable collateral would receive a larger discount. During the reported periods, collateral discounts ranged from 20% to 50% for commercial and residential real estate collateral.

Fair Values of Financial Instruments

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

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

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

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

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

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

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

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

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

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

Table of Contents

Commitments to extend credit, letters of credit and lines of credit The fair value of commitments is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair values of letters of credit and lines of credit are based on fees currently charged for similar agreements or on the estimated cost to terminate or otherwise settle the obligations with the counterparties at the reporting date. The fair value of these commitments is not material.

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

	September 30, 2012		
	Carrying Amount	Fair Value	Level
	(In thousands)		
Financial assets:			
Cash and cash equivalents	$ 155,629	$ 155,629	1
Federal funds sold	1,775	1,775	1
Loans receivable not covered by loss share, net of non-covered impaired loans and allowance	1,924,781	1,902,070	3
Loans receivable covered by FDIC loss share, net of allowance	400,268	400,268	3
FDIC indemnification asset	153,758	153,758	3
Accrued interest receivable	14,872	14,872	1
Financial liabilities:			
Deposits:			
Demand and non-interest bearing	$ 596,746	$ 596,746	1
Savings and interest-bearing transaction accounts	1,527,829	1,527,829	1
Time deposits	1,007,894	1,009,020	3
Federal funds purchased			N/A
Securities sold under agreements to repurchase	61,499	61,499	1
FHLB and other borrowed funds	130,506	140,010	2
Accrued interest payable	1,403	1,403	1
Subordinated debentures	28,867	28,910	3

	December 31, 2011		
	Carrying Amount	Fair Value	Level
	(In thousands)		
Financial assets:			
Cash and cash equivalents	$ 184,304	$ 184,304	1
Federal funds sold	1,100	1,100	1
Loans receivable not covered by loss share, net of non-covered impaired loans and allowance	1,603,606	1,587,453	3
Loans receivable covered by FDIC loss share	481,739	481,739	3
FDIC indemnification asset	193,856	193,856	3
Accrued interest receivable	15,551	15,551	1
Financial liabilities:			
Deposits:			
Demand and non-interest bearing	$ 464,581	$ 464,581	1
Savings and interest-bearing transaction accounts	1,189,098	1,189,098	1
Time deposits	1,204,352	1,209,689	3
Federal funds purchased			N/A
Securities sold under agreements to repurchase	62,319	62,319	1
FHLB and other borrowed funds	142,777	150,789	2
Accrued interest payable	2,125	2,125	1
Subordinated debentures	44,331	47,109	3

22. Recent Accounting Pronouncements

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

23. Subsequent Events

On November 2, 2012, Centennial Bank entered into a purchase and assumption agreement with the FDIC, as receiver, pursuant to which Centennial Bank acquired the performing loans and certain assets and assumed substantially all of the deposits and certain liabilities of Heritage Bank of Florida (Heritage). This transaction does not include any non-performing loans or other real estate owned of Heritage.

Prior to the acquisition, Heritage operated 3 branch offices located in Tampa, Lutz and Wesley Chapel, Florida. Excluding the effects of purchase accounting adjustments, Centennial Bank acquired approximately $190.2 million in assets plus a cash settlement to balance the transaction and assumed approximately $219.6 million of the deposits of Heritage. Additionally, excluding the effects of purchase accounting adjustments Centennial Bank purchased performing loans of approximately $158.8 million. The third-party valuations on the acquired assets and assumed liabilities associated with the Heritage acquisition are not currently available to the Company; therefore no fair value adjustments have been applied.

The deposits were acquired at no premium and assets were acquired at a discount to Heritage s historic book value as of November 2, 2012 of approximately $52.9 million, subject to customary adjustments. In connection with the Acquisition, the FDIC has made a payment to Centennial Bank in the amount of approximately $82.4 million in settlement for the net equity received, assets discount bid and other customary closing adjustments.

This transaction is expected to be immediately accretive to net income by approximately $2.5 million, excluding any one time bargain purchase gain. Also, it is projected to be immediately accretive to book value per share and tangible book value per share as a result of an anticipated one time bargain purchase gain.

In connection with the Heritage acquisition, Centennial Bank has opted to not enter into loss sharing agreements with the FDIC.

Table of Contents

Report of Independent Registered Public Accounting Firm

Audit Committee, Board of Directors and Stockholders

Home BancShares, Inc.

Conway, Arkansas

We have reviewed the accompanying condensed consolidated balance sheet of Home BancShares, Inc. (the Company) as of September 30, 2012, and the related condensed consolidated statements of income and comprehensive income for the three-month and nine-month periods ended September 30, 2012 and 2011, and condensed consolidated statements of stockholders equity and cash flows for the nine-month periods ended September 30, 2012 and 2011. These interim financial statements are the responsibility of the Company s management.

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

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

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2011, and the related consolidated statements of income, stockholders equity and cash flows for the year then ended (not presented herein); and in our report dated March 5, 2012, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2011, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ BKD, LLP

Little Rock, Arkansas

November 7, 2012

Table of Contents

Item 2: MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our Form 10-K, filed with the Securities and Exchange Commission on March 5, 2012, which includes the audited financial statements for the year ended December 31, 2011. *Unless the context requires otherwise, the terms Company , us , we , and our refer to Home BancShares, Inc. on a consolidated basis.*

General

We are a bank holding company headquartered in Conway, Arkansas, offering a broad array of financial services through our wholly owned bank subsidiary, Centennial Bank. As of September 30, 2012, we had, on a consolidated basis, total assets of $3.89 billion, loans receivable of $2.43 billion, total deposits of $3.13 billion, and stockholders equity of $510.0 million.

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

Key Financial Measures

	As of or for the Three Months Ended September 30,		As of or for the Nine Months Ended September 30,	
	2012	2011	2012	2011
	(Dollars in thousands, except per share data)			
Total assets	$ 3,887,909	$ 3,622,166	$ 3,887,909	$ 3,622,166
Loans receivable not covered by loss share	2,076,248	1,826,373	2,076,248	1,826,373
Loans receivable covered by FDIC loss share	407,416	511,326	407,416	511,326
FDIC claims receivable	24,580	33,844	24,580	33,844
Total deposits	3,132,469	2,885,049	3,132,469	2,885,049
Total stockholders equity	509,978	463,139	509,978	463,139
Net income	16,095	14,312	46,083	40,574
Net income available to common stockholders	16,095	13,824	46,083	38,746
Basic earnings per common share	0.58	0.48	1.64	1.36
Diluted earnings per common share	0.57	0.48	1.63	1.35
Diluted earnings per common share excluding intangible amortization (1)	0.58	0.50	1.67	1.40
Annualized net interest margin FTE	4.65%	4.75%	4.65%	4.68%
Efficiency ratio	46.24	49.23	47.35	50.09
Annualized return on average assets	1.61	1.56	1.56	1.48
Annualized return on average common equity	12.78	12.00	12.60	11.67

(1) See Table 17 Diluted Earnings Per Common Share Excluding Intangible Amortization for a reconciliation to GAAP for diluted earnings per common share excluding intangible amortization.

Table of Contents

Overview

Results of Operations for Three Months Ended September 30, 2012 and 2011

Our net income increased 12.5% to $16.1 million for the three-month period ended September 30, 2012, from $14.3 million for the same period in 2011. On a diluted earnings per common share basis, our earnings were $0.57 and $0.48 for the three-month periods ended September 30, 2012 and 2011, respectively. The $1.8 million increase in net income is primarily associated with additional net income and other non-interest income resulting from our 2012 Vision acquisition offset by the expected reduction in income from FDIC indemnification accretion. Additionally, the new costs associated with the asset growth from the Vision acquisition were offset by reductions in assessment fees and advertising expense. The total provision for loan losses was approximately $167,000 and zero for the three-month periods ended September 2012 and 2011, respectively. Merger and acquisition expenses were $296,000 compared to zero for the three-month periods ended September 2012 and 2011, respectively.

Our annualized return on average assets was 1.61% for the three months ended September 30, 2012, compared to 1.56% for the same period in 2011. Our annualized return on average common equity was 12.78% for the three months ended September 30, 2012, compared to 12.00% for the same period in 2011, respectively. The improvements in our ratios from 2011 to 2012 are consistent with the previously discussed changes in earnings for the three months ended September 30, 2012, compared to the same period in 2011.

Our annualized net interest margin, on a fully taxable equivalent basis, was 4.65% for the three months ended September 30, 2012, compared to 4.75% for the same period in 2011. Our ability to improve pricing on interest bearing deposits to offset the lowering of interest rates in the loan portfolio during this lower rate environment allowed the Company to maintain a solid net interest margin. Our FDIC-assisted acquisitions have helped improve the yield on the loan portfolio. For the three months ended September 30, 2012 the effective yield on non-covered loans and covered loans was 6.05% and 7.84%, respectively.

Our efficiency ratio was 46.24% for the three months ended September 30, 2012, compared to 49.23% for the same period in 2011. The improvement in the efficiency ratio is primarily associated with increased net interest income and non-interest income resulting from our 2012 Vision acquisition offset by the expected reduction in income from FDIC indemnification accretion. Additionally, the new costs associated with the asset growth from the Vision acquisition were offset by reductions in assessment fees and advertising expense.

Results of Operations for Nine Months Ended September 30, 2012 and 2011

Our net income increased 13.6% to $46.1 million for the nine-month period ended September 30, 2012, from $40.6 million for the same period in 2011. On a diluted earnings per common share basis, our earnings were $1.63 and $1.35 for the nine-month periods ended September 30, 2012 and 2011, respectively. The $5.5 million increase in net income is primarily associated with additional net income and other non-interest income resulting from our 2012 Vision acquisition combined with non-recurring gains during 2012 versus losses during 2011 offset by $2.0 million of merger expenses and the expected reduction in income from FDIC indemnification accretion. Additionally, the new costs associated with the asset growth from the Vision acquisition were offset by reductions in assessment fees and advertising expense. The total provision for loan losses was approximately $1.5 million and $1.3 million for the nine-month periods ended September 2012 and 2011, respectively.

Our annualized return on average assets was 1.56% for the nine months ended September 30, 2012, compared to 1.48% for the same period in 2011. Our annualized return on average common equity was 12.60% for the nine months ended September 30, 2012, compared to 11.67% for the same period in 2011, respectively. The improvements in our ratios from 2011 to 2012 are consistent with the previously discussed changes in earnings for the nine months ended September 30, 2012, compared to the same period in 2011.

Our annualized net interest margin, on a fully taxable equivalent basis, was 4.65% for the nine months ended September 30, 2012, equal to the 4.68% for the same period in 2011. Our ability to improve pricing on interest bearing deposits to offset the lowering of interest rates in the loan portfolio during this lower rate environment allowed the Company to maintain a solid net interest margin. Our FDIC-assisted acquisitions have helped improve the yield on the loan portfolio. For the nine months ended September 30, 2012 the effective yield on non-covered loans and covered loans was 6.16% and 7.84%, respectively.

Our efficiency ratio was 47.35% for the nine months ended September 30, 2012, compared to 50.09% for the same period in 2011. The improvement in the efficiency ratio is primarily associated with increased net interest income and non-interest income resulting from our 2012 Vision acquisition combined with non-recurring gains during 2012 versus losses during 2011 offset by merger expenses, the expected reduction in income from FDIC indemnification accretion. Additionally, the new costs associated with the asset growth from the Vision acquisition were offset by reductions in assessment fees and advertising expense.

Financial Condition as of and for the Period Ended September 30, 2012 and December 31, 2011

Our total assets as of September 30, 2012 increased $283.8 million to $3.89 billion from the $3.60 billion reported as of December 31, 2011. Excluding the $529.5 million of assets acquired from our 2012 acquisition of Vision, our total assets as of September 30, 2012 decreased $245.7 million, an annualized decline of 9.1%. Our loan portfolio not covered by loss share increased by $316.2 million to $2.08 billion as of September 30, 2012, from $1.76 billion as of December 31, 2011. Excluding the $340.3 million of loans acquired from our 2012 acquisition of Vision, our loan portfolio not covered by loss share decreased by $24.1 million, an annualized reduction of 1.8%. Our loan portfolio covered by loss share decreased by $74.3 million, an annualized reduction of 20.6%, to $407.4 million as of September 30, 2012, from $481.7 million as of December 31, 2011. Stockholders equity increased $35.9 million to $510.0 million as of September 30, 2012, compared to $474.1 million as of December 31, 2011. The annualized improvement in stockholders equity for the first nine months of 2012 was 10.1%. The decrease in loans is primarily associated with historically low loan demand and payoffs in our non-covered and covered loan portfolios. The increase in stockholders equity is primarily associated with the $50.0 million of comprehensive income less the $9.0 million of dividends paid for 2012 and $6.6 million used to repurchase 252,044 shares of common stock.

As of September 30, 2012, our non-performing non-covered loans decreased to $22.6 million, or 1.09%, of total non-covered loans from $27.5 million, or 1.56%, of total non-covered loans as of December 31, 2011. The allowance for loan losses for non-covered loans as a percent of non-performing non-covered loans increased to 209.2% as of September 30, 2012, compared to 189.6% as of December 31, 2011. Non-performing non-covered loans in Arkansas were $8.6 million at September 30, 2012 compared to $7.8 million as of December 31, 2011. Non-performing non-covered loans in Florida were $14.0 million at September 30, 2012 compared to $19.7 million as of December 31, 2011. As of September 30, 2012, no loans in Alabama were non-performing.

As of September 30, 2012, our non-performing non-covered assets improved to $37.6 million, or 1.14%, of total non-covered assets from $44.2 million, or 1.53%, of total non-covered assets as of December 31, 2011. Non-performing non-covered assets in Arkansas were $20.6 million at September 30, 2012 compared to $20.0 million as of December 31, 2011. Non-performing non-covered assets in Florida were $17.0 million at September 30, 2012 compared to $24.2 million as of December 31, 2011. As of September 30, 2012, no assets in Alabama were non-performing.

Critical Accounting Policies

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Foreclosed Assets Held for Sale. Real estate and personal properties acquired through or in lieu of loan foreclosure are to be sold and are initially recorded at fair value at the date of foreclosure, establishing a new cost basis. Valuations are periodically performed by management, and the real estate and personal properties are carried at fair value less cost to sell. Gains and losses from the sale of other real estate and personal properties are recorded in non-interest income, and expenses used to maintain the properties are included in non-interest expenses.

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

Table of Contents

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

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

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

Stock Options. In accordance with FASB ASC 718, *Compensation - Stock Compensation* and FASB ASC 505-50, *Equity-Based Payments to Non-Employees*, the fair value of each option award is estimated on the date of grant. The Company recognizes compensation expense for the grant-date fair value of the option award over the vesting period of the award.

Acquisitions

Acquisition Premier Bank

On August 14, 2012, Home BancShares, Inc. entered into an Asset Purchase Agreement with Premier Bank Holding Company, a Florida corporation and bank holding company. Pursuant to the terms of and subject to the conditions set forth in the Premier Agreement, HBI has agreed to purchase all of the issued and outstanding shares of common stock of PBHC s wholly-owned subsidiary, Premier Bank, a Florida state-chartered bank that operates in the Tallahassee, Florida area for a cash purchase price of $1,415,000. Immediately following the Premier Acquisition, HBI intends to merge Premier with and into HBI s wholly-owned subsidiary, Centennial Bank, an Arkansas state-chartered bank.

See Note 2 Business Combinations to the Condensed Notes to Consolidated Financial Statements for an additional discussion for the acquisition of Premier Bank.

Acquisition Vision Bank

As of February 16, 2012, we acquired seventeen branch locations in the Gulf Coast communities of Baldwin County, Alabama, and the Florida Panhandle through the acquisition of Vision Bank. Including the effects of purchase accounting adjustments, we acquired total assets of $529.5 million, total performing loans (after discount) of $340.3 million, cash and due from banks of $140.2 million, goodwill of $17.4 million, fixed assets of $12.5 million, deferred taxes of $11.2 million, core deposit intangible of $3.2 million and total deposits of $524.4 million. The fair value discount on the $355.8 of gross loans was $15.5 million. We did not purchase certain of Vision s performing loans nor any of its non-performing loans or other real estate owned.

See Note 2 Business Combinations to the Condensed Notes to Consolidated Financial Statements for an additional discussion for the acquisition of Vision Bank.

Table of Contents

Future Acquisitions

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

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

Branches

We intend to continue opening new (commonly referred to as de novo) branches in our current markets and in other attractive market areas if opportunities arise. Presently, we are evaluating additional opportunities but have no firm commitments for any additional de novo branch locations. During July, we closed two branches acquired in the Vision acquisition. These branch closures were completed to eliminate repetitive branches and maximize profitability from the Vision transaction. After these closures the Company now has 47 branches in Arkansas, 46 branches in Florida and 8 branches in Alabama.

Results of Operations

For Three Months Ended September 30, 2012 and 2011

Our net income increased 12.5% to $16.1 million for the three-month period ended September 30, 2012, from $14.3 million for the same period in 2011. On a diluted earnings per common share basis, our earnings were $0.57 and $0.48 for the three-month periods ended September 30, 2012 and 2011, respectively. The $1.8 million increase in net income is primarily associated with additional net income and other non-interest income resulting from our 2012 Vision acquisition offset by the expected reduction in income from FDIC indemnification accretion. Additionally, the new costs associated with the asset growth from the Vision acquisition were offset by reductions in assessment fees and advertising expense. The total provision for loan losses was approximately $167,000 and zero for the three-month periods ended September 2012 and 2011, respectively. Merger and acquisition expenses were $296,000 compared to zero for the three-month periods ended September 2012 and 2011, respectively.

For Nine Months Ended September 30, 2012 and 2011

Our net income increased 13.6% to $46.1 million for the nine-month period ended September 30, 2012, from $40.6 million for the same period in 2011. On a diluted earnings per common share basis, our earnings were $1.63 and $1.35 for the nine-month periods ended September 30, 2012 and 2011, respectively. The $5.5 million increase in net income is primarily associated with additional net income and other non-interest income resulting from our 2012 Vision acquisition combined with non-recurring gains during 2012 versus losses during 2011 offset by $2.0 million of merger expenses and the expected reduction in income from FDIC indemnification accretion. Additionally, the new costs associated with the asset growth from the Vision acquisition were offset by reductions in assessment fees and advertising expense. The total provision for loan losses was approximately $1.5 million and $1.3 million for the nine-month periods ended September 2012 and 2011, respectively.

Net Interest Income

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

The Federal Reserve Board sets various benchmark rates, including the Federal Funds rate, and thereby influences the general market rates of interest, including the deposit and loan rates offered by financial institutions. The Federal Funds rate, which is the cost to banks of immediately available overnight funds, began in 2008 at 4.25%. During 2008, the rate decreased 400 to 425 basis points to a low of 0.25% to 0% on December 16, 2008, where the rate has remained.

Net interest income on a fully taxable equivalent basis increased $2.9 million, or 7.9%, to $39.7 million for the three-month period ended September 30, 2012, from $36.8 million for the same period in 2011. This increase in net interest income was the result of a $283,000 increase in interest income combined with a $2.6 million decrease in interest expense. The $283,000 increase in interest income was primarily the result of a higher level of earning assets offset by the repricing of our earning assets. The higher level of earning assets resulted in an increase in interest income of $2.9 million, while the repricing of our earning assets resulted in a $2.6 million decrease in interest income for the three-month period ended September 30, 2012. The $2.6 million decrease in interest expense for the three-month period ended September 30, 2012, is primarily the result of our interest bearing liabilities repricing in the lower interest rate environment offset by an increase in our interest bearing liabilities. The repricing of our interest bearing liabilities in the lower interest rate environment resulted in a $2.2 million decrease in interest expense. The change in the level of our interest bearing liabilities resulted in a reduction in interest expense of $427,000.

Net interest income on a fully taxable equivalent basis increased $8.4 million, or 7.7%, to $117.7 million for the nine-month period ended September 30, 2012, from $109.3 million for the same period in 2011. This increase in net interest income was the result of a $2.0 million increase in interest income combined with a $6.4 million decrease in interest expense. The $2.0 million increase in interest income was primarily the result of a higher level of earning assets offset by the repricing of our earning assets. The higher level of earning assets resulted in an increase in interest income of $6.2 million, while the repricing of our earning assets resulted in a $4.2 million decrease in interest income for the nine-month period ended September 30, 2012. The $6.4 million decrease in interest expense for the nine-month period ended September 30, 2012, is primarily the result of our interest bearing liabilities repricing in the lower interest rate environment offset by an increase in our interest bearing liabilities. The repricing of our interest bearing liabilities in the lower interest rate environment resulted in a $5.5 million decrease in interest expense. The change in the level of our interest bearing liabilities resulted in a reduction in interest expense of $882,000.

Net interest margin, on a fully taxable equivalent basis, was 4.65% for the three and nine months ended September 30, 2012 compared to 4.75% and 4.68% for the same periods in 2011, respectively. Our ability to improve pricing on interest bearing deposits to offset the lowering of interest rates in the loan portfolio during this lower rate environment allowed the Company to maintain net interest margin at a level consistent with most recent quarterly performance. The effective yield on non-covered loans for the three months ended September 30, 2012 and 2011 was 6.05% and 6.49%, respectively. The effective yield on covered loans for the three months ended September 30, 2012 and 2011 was 7.84% and 7.20%, respectively. The effective yield on non-covered loans for the nine months ended September 30, 2012 and 2011 was 6.16% and 6.49%, respectively. The effective yield on covered loans for the nine months ended September 30, 2012 and 2011 was 7.84% and 7.02%, respectively.

Table of Contents

Tables 1 and 2 reflect an analysis of net interest income on a fully taxable equivalent basis for the three-month and nine-month periods ended September 30, 2012 and 2011, as well as changes in fully taxable equivalent net interest margin for the three-month and nine-month periods ended September 30, 2012, compared to the same periods in 2011.

Table 1: Analysis of Net Interest Income

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(Dollars in thousands)			
Interest income	$ 43,542	$ 43,259	$ 131,619	$ 129,594
Fully taxable equivalent adjustment	1,112	1,112	3,353	3,337
Interest income fully taxable equivalent	44,654	44,371	134,972	132,931
Interest expense	4,917	7,547	17,301	23,656
Net interest income fully taxable equivalent	$ 39,737	$ 36,824	$ 117,671	$ 109,275
Yield on earning assets fully taxable equivalent	5.23%	5.72%	5.33%	5.70%
Cost of interest-bearing liabilities	0.68	1.12	0.80	1.16
Net interest spread fully taxable equivalent	4.55	4.60	4.53	4.54
Net interest margin fully taxable equivalent	4.65	4.75	4.65	4.68

Table 2: Changes in Fully Taxable Equivalent Net Interest Margin

	Three Months Ended September 30, 2012 vs. 2011	Nine Months Ended September 30, 2012 vs. 2011
	(In thousands)	
Increase (decrease) in interest income due to change in earning assets	$ 2,894	$ 6,218
Increase (decrease) in interest income due to change in earning asset yields	(2,611)	(4,177)
(Increase) decrease in interest expense due to change in interest-bearing liabilities	427	882
(Increase) decrease in interest expense due to change in interest rates paid on interest-bearing liabilities	2,203	5,473
Increase (decrease) in net interest income	$ 2,913	$ 8,396

Table of Contents

Table 3 shows, for each major category of earning assets and interest-bearing liabilities, the average amount outstanding, the interest income or expense on that amount and the average rate earned or expensed for the three-month and nine-month periods ended September 30, 2012 and 2011. The table also shows the average rate earned on all earning assets, the average rate expensed on all interest-bearing liabilities, the net interest spread and the net interest margin for the same periods. The analysis is presented on a fully taxable equivalent basis. Non-accrual loans were included in average loans for the purpose of calculating the rate earned on total loans.

Table 3: Average Balance Sheets and Net Interest Income Analysis

	Three Months Ended September 30,					
	2012			2011		
	Average Balance	Income / Expense	Yield / Rate	Average Balance	Income / Expense	Yield / Rate
	(Dollars in thousands)					
ASSETS						
Earnings assets						
Interest-bearing balances due from banks	$ 192,192	$ 115	0.24%	$ 147,296	$ 84	0.23%
Federal funds sold	3,749	3	0.32	1,895	1	0.21
Investment securities taxable	573,083	2,598	1.80	431,913	2,429	2.23
Investment securities non-taxable	160,252	2,512	6.24	148,995	2,506	6.67
Loans receivable	2,468,151	39,426	6.35	2,346,663	39,351	6.65
Total interest-earning assets	3,397,427	44,654	5.23	3,076,762	44,371	5.72
Non-earning assets	578,519			551,584		
Total assets	$ 3,975,946			$ 3,628,346		
LIABILITIES AND STOCKHOLDERS EQUITY						
Liabilities						
Interest-bearing liabilities						
Savings and interest-bearing transaction accounts	$ 1,523,346	$ 774	0.20%	$ 1,126,746	$ 1,214	0.43%
Time deposits	1,095,268	2,514	0.91	1,288,919	4,424	1.36
Total interest-bearing deposits	2,618,614	3,288	0.50	2,415,665	5,638	0.93
Federal funds purchased	15		0.00			0.00
Securities sold under agreement to repurchase	64,779	107	0.66	66,562	120	0.72
FHLB borrowed funds	131,599	1,040	3.14	148,641	1,250	3.34
Subordinated debentures	41,978	482	4.57	44,331	539	4.82
Total interest-bearing liabilities	2,856,985	4,917	0.68	2,675,199	7,547	1.12
Non-interest bearing liabilities						
Non-interest bearing deposits	597,287			464,760		
Other liabilities	20,695			28,823		
Total liabilities	3,474,967			3,168,782		
Stockholders equity	500,979			459,564		
Total liabilities and stockholders equity	$ 3,975,946			$ 3,628,346		
Net interest spread			4.55%			4.60%
Net interest income and margin		$ 39,737	4.65%		$ 36,824	4.75%

Table of Contents

Table 3: Average Balance Sheets and Net Interest Income Analysis

	Nine Months Ended September 30,					
	2012			2011		
	Average Balance	Income / Expense	Yield / Rate	Average Balance	Income / Expense	Yield / Rate
	(Dollars in thousands)					
ASSETS						
Earnings assets						
Interest-bearing balances due from banks	$ 188,874	$ 327	0.23%	$ 188,456	$ 331	0.23%
Federal funds sold	4,527	8	0.24	6,735	9	0.18
Investment securities taxable	580,492	8,518	1.96	382,011	6,793	2.38
Investment securities non-taxable	155,636	7,505	6.44	150,587	7,480	6.64
Loans receivable	2,451,553	118,614	6.46	2,392,102	118,318	6.61
Total interest-earning assets	3,381,082	134,972	5.33	3,119,891	132,931	5.70
Non-earning assets	577,227			555,009		
Total assets	$ 3,958,309			$ 3,674,900		
LIABILITIES AND STOCKHOLDERS EQUITY						
Liabilities						
Interest-bearing liabilities						
Savings and interest-bearing transaction accounts	$ 1,457,121	$ 2,788	0.26%	$ 1,120,279	$ 4,045	0.48%
Time deposits	1,188,074	9,324	1.05	1,346,247	13,839	1.37
Total interest-bearing deposits	2,645,195	12,112	0.61	2,466,526	17,884	0.97
Federal funds purchased	232		0.00			0.00
Securities sold under agreement to repurchase	68,425	328	0.64	68,601	384	0.75
FHLB borrowed funds	138,288	3,334	3.22	152,619	3,768	3.30
Subordinated debentures	43,541	1,527	4.68	44,331	1,620	4.89
Total interest-bearing liabilities	2,895,681	17,301	0.80	2,732,077	23,656	1.16
Non-interest bearing liabilities						
Non-interest bearing deposits	551,628			437,964		
Other liabilities	22,563			27,385		
Total liabilities	3,469,872			3,197,426		
Stockholders equity	488,437			477,474		
Total liabilities and stockholders equity	$ 3,958,309			$ 3,674,900		
Net interest spread			4.53%			4.54%
Net interest income and margin		$ 117,671	4.65%		$ 109,275	4.68%

Table of Contents

Table 4 shows changes in interest income and interest expense resulting from changes in volume and changes in interest rates for the three-month and nine-month periods ended September 30, 2012 compared to the same periods in 2011, on a fully taxable basis. The changes in interest rate and volume have been allocated to changes in average volume and changes in average rates, in proportion to the relationship of absolute dollar amounts of the changes in rates and volume.

Table 4: Volume/Rate Analysis

	Three Months Ended September 30, 2012 over 2011			Nine Months Ended September 30, 2012 over 2011		
	Volume	Yield/Rate	Total	Volume	Yield/Rate	Total
	(In thousands)					
Increase (decrease) in:						
Interest income:						
Interest-bearing balances due from banks	$ 27	$ 4	$ 31	$ 1	$ (5)	$ (4)
Federal funds sold	1	1	2	(3)	2	(1)
Investment securities taxable	697	(528)	169	3,067	(1,342)	1,725
Investment securities non-taxable	182	(176)	6	247	(222)	25
Loans receivable	1,987	(1,912)	75	2,906	(2,610)	296
Total interest income	2,894	(2,611)	283	6,218	(4,177)	2,041
Interest expense:						
Interest-bearing transaction and savings deposits	338	(778)	(440)	994	(2,251)	(1,257)
Time deposits	(596)	(1,314)	(1,910)	(1,498)	(3,017)	(4,515)
Federal funds purchased						
Securities sold under agreement to repurchase	(3)	(10)	(13)	(1)	(55)	(56)
FHLB borrowed funds	(138)	(72)	(210)	(348)	(86)	(434)
Subordinated debentures	(28)	(29)	(57)	(29)	(64)	(93)
Total interest expense	(427)	(2,203)	(2,630)	(882)	(5,473)	(6,355)
Increase (decrease) in net interest income	$ 3,321	$ (408)	$ 2,913	$ 7,100	$ 1,296	$ 8,396

Provision for Loan Losses

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

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

Table of Contents

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

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

Our Company is primarily a real estate lender in Arkansas and Florida. As such we are subject to declines in asset quality when real estate prices fall during a recession. The current recession has harshly impacted the real estate market in Florida. During 2008, many real estate values declined in the 20 plus percent range in Florida. The Florida real estate prices continue to be significantly below the historical levels but for now the rate of decline has not been as dramatic. The Arkansas economy in our markets has been more stable over the past several years with no boom or bust. As a result, the Arkansas economy did fare better with its real estate values.

During the first quarter of 2008, we began to experience a decline in our asset quality, particularly in the Florida market. In 2008, non-performing non-covered loans started the year at $3.3 million but ended the year at $29.9 million. As of December 31, 2009 and 2010, non-performing non-covered loans were $39.9 million and $49.5 million, respectively. During 2011, we decreased the balance in non-performing non-covered loans $22.0 million to $27.5 million at December 31, 2011. Non-performing non-covered loans at September 30, 2012 were $22.6 million.

The provision for loan losses represents management s determination of the amount necessary to be charged against the current period s earnings, to maintain the allowance for loan losses at a level that is considered adequate in relation to the estimated risk inherent in the loan portfolio. The total provision was $167,000 for the three months ended September 30, 2012 and zero for the same period in 2011 for an increase of $167,000. The total provision for loan losses was approximately $1.5 million and $1.3 million for the nine month periods ended September 30, 2012 and 2011, respectively.

Impairment testing on the estimated cash flows of the covered loans during the third quarter of 2012 established that two pools evaluated had experienced projected credit deterioration. As a result of this projection, we recorded an $837,000 provision for loan losses to the allowance for loan losses related to the purchased impaired loans during the three-month period ended September 30, 2012. Since these loans are covered by loss share with the FDIC, we were able to increase its indemnification asset by $670,000 resulting in a net provision for loan losses of $167,000.

Impairment testing on the estimated cash flows of the covered loans during the second quarter of 2012 established that two pools evaluated had experienced material projected credit deterioration. As a result of this projection, we recorded a $6.6 million provision for loan losses to the allowance for loan losses related to the purchased impaired loans during the three-month period ended June 30, 2012. Since these loans are covered by loss share with the FDIC, we were able to increase its indemnification asset by $5.3 million resulting in a net provision for loan losses of $1.3 million.

Impairment testing on the estimated cash flows of the covered loans during the first quarter of 2012 did not reveal any pools with projected credit deterioration.

The combined effect of these quarterly analysis results in the provision for loan losses being $1.5 million for the nine months ended September 30, 2012.

The net loans charged off for non-covered loans for the three and nine-month periods ended September 30, 2012 were $2.6 million and $4.8 million compared to $2.3 million and $90,000 for the same periods in 2011, respectively. The allowance for loan losses to total non-covered loans was 2.28% and 2.96% at September 30, 2012 and December 31, 2011, respectively. Excluding the acquisition of solely performing loans from Vision during the first quarter, our allowance for loan losses to total non-covered loans would have been 2.71% at September 30, 2012. The allowance for loan losses for non-covered loans was deemed adequate for the third quarter of 2012 without a provision for loan loss.

Our current or historical provision levels should not be relied upon as a predictor or indicator of future levels going forward.

53

Table of Contents

Non-Interest Income

Total non-interest income was $10.6 million and $31.8 million for the three-month and nine-month periods ended September 30, 2012 compared to $10.0 million and $29.1 million for the same periods in 2011, respectively. Our recurring non-interest income includes service charges on deposit accounts, other service charges and fees, mortgage lending, insurance, title fees, increase in cash value of life insurance, dividends and FDIC indemnification accretion.

Table 5 measures the various components of our non-interest income for the three-month and nine-month periods ended September 30, 2012 and 2011, respectively, as well as changes for the three-month and nine-month periods ended September 30, 2012 compared to the same periods in 2011.

Table 5: Non-Interest Income

	Three Months Ended September 30,		2012 Change from 2011		Nine Months Ended September 30,		2012 Change from 2011	
	2012	2011			2012	2011		
	(Dollars in thousands)							
Service charges on deposit accounts	$ 3,834	$ 3,638	$ 196	5.4%	$ 11,007	$ 10,428	$ 579	5.6%
Other service charges and fees	3,119	2,489	630	25.3	9,366	7,375	1,991	27.0
Mortgage lending income	1,550	783	767	98.0	3,731	2,089	1,642	78.6
Insurance commissions	512	428	84	19.6	1,501	1,505	(4)	(0.3)
Income from title services	112	126	(14)	(11.1)	329	327	2	0.6
Increase in cash value of life insurance	200	323	(123)	(38.1)	671	849	(178)	(21.0)
Dividends from FHLB, FRB & bankers bank	182	184	(2)	(1.1)	532	506	26	5.1
Gain on sale of SBA loans	206		206	100.0	404	259	145	56.0
Gain (loss) on sale of premises and equipment, net	(5)	6	(11)	(183.3)	354	79	275	348.1
Gain (loss) on OREO, net	(222)	69	(291)	(421.7)	(170)	(1,032)	862	(83.5)
Gain (loss) on securities, net		5	(5)	(100.0)	10	5	5	100.0
FDIC indemnification accretion	373	1,314	(941)	(71.6)	1,492	4,614	(3,122)	(67.7)
Other income	765	595	170	28.6	2,555	2,123	432	20.3
Total non-interest income	$ 10,626	$ 9,960	$ 666	6.7%	$ 31,782	$ 29,127	$ 2,655	9.1%

Non-interest income increased $666,000, or 6.7%, to $10.6 million for the three-month period ended September 30, 2012 from $10.0 million for the same period in 2011. Non-interest income increased $2.7 million, or 9.1%, to $31.8 million for the nine-month period ended September 30, 2012 from $29.1 million for the same period in 2011.

The primary factors that resulted in this increase were improvements related to service charges on deposits, other service charges and fees, mortgage lending income, changes in OREO gains and losses, gain on sales and other income offset by the expected reduction in income from FDIC indemnification accretion.

Additional details on some of the more significant changes are as follows:

The increase in service charges on deposit accounts and other service charges and fees are primarily from our acquisition of Vision Bank plus increased inter-change transaction activity.

The increase in mortgage lending income is primarily related to increased mortgage lending activities resulting from the historically low rate environment during 2012 plus additional volume from the acquisition of Vision.

54

Table of Contents

The increase in other income is primarily from our acquisition of Vision plus new rental income. In the Florida Keys we were able to lease out part of our excess facilities capacity. This lease is expected to produce approximately $246,000 of rental income during 2012.

A $359,000 gain was realized on the sale of an adjacent property next to one of our existing branch locations during the second quarter of 2012.

Because the FDIC will reimburse us for certain acquired loans should we experience a loss, an indemnification asset was recorded at fair value at the acquisition date. The difference between the fair value recorded at the acquisition date and the gross reimbursements expected to be received from the FDIC are accreted into income over the life of the indemnification asset using an appropriate discount rate, which reflects counterparty credit risk and other uncertainties. Because of this time value of money type accretion, the accretion amounts are expected to be higher in initial periods and decline during future periods. In addition, we will see further reductions as pools evaluated by the Company are determined to have a materially projected credit improvement. Improvements in credit quality decrease the basis in the related indemnification assets. This positive event will reduce the indemnification asset. This reduction will be amortized over the weighted average life of the loans or the life of the shared-loss agreements, whichever is shorter. The amortization will be shown as a reduction to FDIC indemnification non-interest income going forward. During future periods, the amortization could offset the accretion in its entirety.

Non-Interest Expense

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

Table 6 below sets forth a summary of non-interest expense for the three-month and nine-month periods ended September 30, 2012 and 2011, as well as changes for the three-month and nine-month periods ended September 30, 2012 compared to the same periods in 2011.

Table 6: Non-Interest Expense

	Three Months Ended September 30,		2012 Change from 2011		Nine Months Ended September 30,		2012 Change from 2011	
	2012	2011			2012	2011		
	(Dollars in thousands)							
Salaries and employee benefits	$ 11,652	$ 10,691	$ 961	9.0%	$ 34,941	$ 32,449	$ 2,492	7.7%
Occupancy and equipment	3,805	3,562	243	6.8	10,788	10,923	(135)	(1.2)
Data processing expense	1,137	1,185	(48)	(4.1)	3,599	3,607	(8)	(0.2)
Other operating expenses:								
Advertising	534	1,033	(499)	(48.3)	1,898	3,046	(1,148)	(37.7)
Merger and acquisition expenses	296		296	100.0	1,988	11	1,977	17,972.7
Amortization of intangibles	694	705	(11)	(1.6)	2,018	2,122	(104)	(4.9)
Electronic banking expense	809	682	127	18.6	2,330	2,038	292	14.3
Directors fees	206	230	(24)	(10.4)	611	594	17	2.9
Due from bank service charges	137	119	18	15.1	412	378	34	9.0
FDIC and state assessment	588	1,062	(474)	(44.6)	1,742	3,213	(1,471)	(45.8)
Insurance	448	447	1	0.2	1,273	1,226	47	3.8
Legal and accounting	231	367	(136)	(37.1)	840	1,276	(436)	(34.2)
Other professional fees	411	522	(111)	(21.3)	1,263	1,504	(241)	(16.0)
Operating supplies	280	260	20	7.7	835	871	(36)	(4.1)
Postage	219	243	(24)	(9.9)	680	730	(50)	(6.8)
Telephone	270	234	36	15.4	792	756	36	4.8
Other expense	2,264	2,394	(130)	(5.4)	6,781	6,709	72	1.1
Total non-interest expense	$ 23,981	$ 23,736	$ 245	1.0%	$ 72,791	$ 71,453	$ 1,338	1.9%

Non-interest expense increased $245,000, or 1.0%, to $24.0 million for the three-month period ended September 30, 2012, from $23.7 million for the same period in 2011. Non-interest expense increased $1.3 million, or 1.9%, to $72.8 million for the nine-month period ended September 30, 2012, from $71.5 million for the same period in 2011. The primary factors that resulted in the some of the more significant changes include:

An increase in personnel costs primarily resulting from additional expense associated with the acquisition of Vision on February 16, 2012.

The decrease in advertising is primarily the result of management at its discretion deciding to spend a reduced amount of advertising during 2012.

The decrease in FDIC and state assessment is primarily a result of our successful efforts to decrease net charge-offs during 2011 as compared to the prior year. The FDIC and state assessment is calculated in part based upon our level of net charge-offs during the prior year.

$2.0 million of merger expenses during the nine-month period ended September 30, 2012 related to our acquisition of Vision anticipated acquisition of Premier.

Income Taxes

The provision for income taxes increased $1.4 million, or 18.2%, to $9.0 million for the three-month period ended September 30, 2012, from $7.6 million as of September 30, 2011. The provision for income taxes increased $3.9 million, or 18.1%, to $25.7 million for the nine-month period ended September 30, 2012, from $21.8 million as of September 30, 2011. The effective income tax rate was 35.9% and 35.8% for the three-month and nine-month periods ended September 30, 2012, compared to 34.8% and 34.9% for the same periods in 2011. The primary cause of the increase in taxes is the result of our higher earnings combined with our marginal tax rate of 39.225%.

Financial Condition as of and for the Period Ended September 30, 2012 and December 31, 2011

Our total assets as of September 30, 2012 increased $283.8 million to $3.89 billion from the $3.60 billion reported as of December 31, 2011. Excluding the $529.5 million of assets acquired from our 2012 acquisition of Vision, our total assets as of September 30, 2012 decreased $245.7 million, an annualized decline of 9.1%. Our loan portfolio not covered by loss share increased by $316.2 million to $2.08 billion as of September 30, 2012, from $1.76 billion as of December 31, 2011. Excluding the $340.3 million of loans acquired from our 2012 acquisition of Vision, our loan portfolio not covered by loss share decreased by $24.1 million, an annualized reduction of 1.8%. Our loan portfolio covered by loss share decreased by $74.3 million, an annualized reduction of 20.6%, to $407.4 million as of September 30, 2012, from $481.7 million as of December 31, 2011. Stockholders equity increased $35.9 million to $510.0 million as of September 30, 2012, compared to $474.1 million as of December 31, 2011. The annualized improvement in stockholders equity for the first nine months of 2012 was 10.1%. The decrease in loans is primarily associated with historically low loan demand and payoffs in our non-covered and covered loan portfolios. The increase in stockholders equity is primarily associated with the $50.0 million of comprehensive income less the $9.0 million of dividends paid for 2012 and $6.6 million used to repurchase 252,044 shares of common stock.

Loans Receivable Not Covered by Loss Share

Our non-covered loan portfolio averaged $2.05 billion and $1.81 billion during the three-month periods ended September 30, 2012 and 2011, respectively. Our non-covered loan portfolio averaged $2.00 billion and $1.84 billion during the nine-month periods ended September 30, 2012 and 2011, respectively. Non-covered loans were $2.08 billion as of September 30, 2012, compared to $1.76 billion as of December 31, 2011. Excluding the $340.3 million of loans acquired from our 2012 acquisition of Vision, our loan portfolio not covered by loss share decreased by $24.1 million, an annualized reduction of 1.6%. The decline in the legacy loan portfolio from our historical expansion rates was not unexpected. The decrease in loans is primarily associated with historically low loan demand and payoffs in our non-covered and covered loan portfolios as our customers have grown more cautious in this weaker economy.

Table of Contents

The most significant components of the non-covered loan portfolio were commercial real estate, residential real estate, consumer, and commercial and industrial loans. These non-covered loans are primarily originated within our market areas of central Arkansas, north central Arkansas, southern Arkansas, the Florida Keys, southwestern Florida, central Florida, the Florida Panhandle and south Alabama, and are generally secured by residential or commercial real estate or business or personal property within our market areas.

As of September 30, 2012, we had $152.8 million of construction land development loans which were collateralized by land. This consisted of $94.5 million for raw land and $58.3 million for land with commercial and or residential lots.

Certain of our credit markets have experienced difficult conditions and volatility, particularly Florida. Excluding the acquisition of Vision, our legacy Florida market currently is approximately 14.6% of our loan portfolio not covered by loss share.

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

Table 7: Loan Portfolio Not Covered by Loss Share

	As of September 30, 2012	As of December 31, 2011
	(In thousands)	
Real estate:		
Commercial real estate loans:		
Non-farm/non-residential	$ 887,895	$ 698,986
Construction/land development	282,269	361,846
Agricultural	28,403	28,535
Residential real estate loans:		
Residential 1-4 family	473,412	349,543
Multifamily residential	105,369	56,909
Total real estate	1,777,348	1,495,819
Consumer	35,433	37,923
Commercial and industrial	200,160	176,276
Agricultural	36,239	21,784
Other	27,068	28,284
Loans receivable not covered by loss share	$ 2,076,248	$ 1,760,086

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

As of September 30, 2012, non-covered commercial real estate loans totaled $1.20 billion, or 57.7% of our non-covered loan portfolio, compared to $1.09 billion, or 61.9% of our non-covered loan portfolio, as of December 31, 2011. Excluding the approximately $159.6 million of non-covered commercial real estate loans acquired from Vision, non-covered commercial real estate loans decreased by approximately $50.4 million. This decrease is primarily related to the reclassification of $61.2 million of non-covered construction/land development loans to permanent financing of residential real estate during the second quarter of 2012. The remaining change is associated with a slight increase in loan demand for these types of loans offset by normal loan pay downs. Our Florida and Alabama non-covered commercial real estate loans are approximately 12.8% and 3.7% of our non-covered loan portfolio, respectively.

57

Table of Contents

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

As of September 30, 2012, non-covered residential real estate loans totaled $578.8 million, or 27.9% of our non-covered loan portfolio, compared to $406.5 million, or 23.1% of our non-covered loan portfolio, as of December 31, 2011. Excluding the approximately $142.9 million of non-covered residential real estate loans acquired from Vision, non-covered residential real estate loans increased by approximately $29.4 million. This increase is primarily related to the reclassification of $61.2 million of non-covered construction/land development loans offset by normal payoffs and pay downs combined with limited loan demand for these types of loans. Our Florida and Alabama non-covered residential real estate loans are approximately 8.1% and 2.8% of our non-covered loan portfolio, respectively.

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

As of September 30, 2012, our non-covered consumer loan portfolio totaled $35.4 million, or 1.7% of our total non-covered loan portfolio, compared to the $37.9 million, or 2.2% of our non-covered loan portfolio as of December 31, 2011. Excluding the approximately $3.4 million of non-covered consumer loans acquired from Vision, non-covered consumer loans decreased by approximately $5.9 million. This decrease is associated with normal payoffs and pay downs combined with limited loan demand. Our Florida and Alabama non-covered consumer loans are approximately 0.8% and 0.1% of our non-covered loan portfolio, respectively.

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

As of September 30, 2012, non-covered commercial and industrial loans outstanding totaled $200.2 million, or 9.6% of our non-covered loan portfolio, compared to $176.3 million, or 10.0% of our non-covered loan portfolio, as of December 31, 2011. Excluding the approximately $29.9 million of non-covered commercial and industrial loans acquired from Vision, non-covered commercial and industrial loans decreased by approximately $6.0 million. This decrease is primarily related to normal loan pay downs combined with limited loan demand. Our Florida and Alabama non-covered commercial and industrial loans are approximately 1.0% and 0.9% of our non-covered loan portfolio, respectively.

Table of Contents

Total Loans Receivable

Table 8 presents total loans receivable by category.

Table 8: Total Loans Receivable

As of September 30, 2012

	Loans Receivable Not Covered by Loss Share	Loans Receivable Covered by FDIC Loss Share	Total Loans Receivable
		(In thousands)	
Real estate:			
Commercial real estate loans			
Non-farm/non-residential	$ 887,895	$ 175,195	$ 1,063,090
Construction/land development	282,269	71,958	354,227
Agricultural	28,403	2,289	30,692
Residential real estate loans			
Residential 1-4 family	473,412	130,425	603,837
Multifamily residential	105,369	10,062	115,431
Total real estate	1,777,348	389,929	2,167,277
Consumer	35,433	70	35,503
Commercial and industrial	200,160	16,878	217,038
Agricultural	36,239		36,239
Other	27,068	539	27,607
Total	$ 2,076,248	$ 407,416	$ 2,483,664

Non-Performing Assets Not Covered by Loss Share

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

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

Table of Contents

Table 9 sets forth information with respect to our non-performing non-covered assets as of September 30, 2012 and December 31, 2011. As of these dates, all non-performing non-covered restructured loans are included in non-accrual non-covered loans.

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

	As of September 30, 2012	As of December 31, 2011
	(Dollars in thousands)	
Non-accrual non-covered loans	$ 20,183	$ 26,496
Non-covered loans past due 90 days or more (principal or interest payments)	2,424	993
Total non-performing non-covered loans	22,607	27,489
Other non-performing non-covered assets		
Non-covered foreclosed assets held for sale, net	14,942	16,660
Other non-performing non-covered assets	1	8
Total other non-performing non-covered assets	14,943	16,668
Total non-performing non-covered assets	$ 37,550	$ 44,157
Allowance for loan losses for non-covered loans to non- performing non-covered loans	209.19%	189.64%
Non-performing non-covered loans to total non-covered loans	1.09	1.56
Non-performing non-covered assets to total non-covered assets	1.14	1.53

Our non-performing non-covered loans are comprised of non-accrual non-covered loans and accruing non-covered loans that are contractually past due 90 days. Our bank subsidiary recognizes income principally on the accrual basis of accounting. When loans are classified as non-accrual, the accrued interest is charged off and no further interest is accrued, unless the credit characteristics of the loan improve. If a loan is determined by management to be uncollectible, the portion of the loan determined to be uncollectible is then charged to the allowance for loan losses.

Total non-performing non-covered loans were $22.6 million as of September 30, 2012, compared to $27.5 million as of December 31, 2011 for a decrease of $4.9 million. Of the $4.9 million decrease in non-performing loans, $779,000 is from an increase in non-performing loans in our Arkansas market, a $5.7 million from a decrease in non-performing loans in our Florida market and no change in non-performing loans in Alabama from our Vision acquisition. Non-performing loans at September 30, 2012 are $8.6 million and $14.0 million in the Arkansas and Florida markets, respectively. Alabama had zero non-performing loans at September 30, 2012.

Since December 31, 2007, the weakened real estate market, particularly in Florida, has and may continue to impact our level of non-performing non-covered loans. While we believe our allowance for loan losses is adequate at September 30, 2012, as additional facts become known about relevant internal and external factors that affect loan collectability and our assumptions, it may result in us making additions to the provision for loan losses during the remainder of 2012 and or 2013. Our current or historical provision levels should not be relied upon as a predictor or indicator of future levels going forward.

Troubled debt restructurings (TDR) generally occur when a borrower is experiencing, or is expected to experience, financial difficulties in the near term. As a result, the Bank will work with the borrower to prevent further difficulties, and ultimately to improve the likelihood of recovery on the loan.

In this current real estate crisis, for the Nation in general and Florida in particular, it has become more common to restructure or modify the terms of certain loans under certain conditions. In those circumstances it may be beneficial to restructure the terms of a loan and work with the borrower for the benefit of both parties, versus forcing the property into foreclosure and having to dispose of it in an unfavorable and depressed real estate market. When we have modified the terms of a loan, we usually either reduce the monthly payment and/or interest rate for generally about three to twelve months. For our troubled debt restructurings that accrue interest at the time the loan is restructured, it would be a rare exception to have charged-off any portion of the loan. Only non-performing restructured loans are included in our non-performing non-covered loans. As of September 30, 2012, we had $59.0 million of non-covered restructured loans that are in compliance with the modified terms and are not reported as past due or non-accrual in Table 9. Our Florida market contains $31.7 million of these non-covered restructured loans.

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

The majority of the Bank s loan modifications relate to commercial lending and involve reducing the interest rate, changing from a principal and interest payment to interest-only, a lengthening of the amortization period, or a combination of some or all of the three. In addition, it is common for the Bank to seek additional collateral or guarantor support when modifying a loan. The amount of troubled debt restructurings has increased during 2012 as the Bank continues to work with borrowers who are experiencing financial difficulties. The amount of troubled debt restructurings has increased by 20.8% from $53.3 million at December 31, 2011 to $64.3 million at September 30, 2012. 91.8% and 88.6% of all restructured loans were performing to the terms of the restructure as of September 30, 2012 and December 31, 2011, respectively.

Total foreclosed assets held for sale not covered by loss share were $14.9 million as of September 30, 2012, compared to $16.7 million as of December 31, 2011 for a decrease of $1.7 million. The foreclosed assets held for sale not covered by loss share are comprised of $3.0 million of assets located in Florida with the remaining $11.9 million of assets located in Arkansas.

During the first nine months of 2012, we had one non-covered foreclosed property greater than $1.0 million. This large development loan in northwest Arkansas was moved into foreclosed assets during the first quarter of 2011 with no additional charge-off required at the time of foreclosure. The carrying value was $3.7 million at September 30, 2012. The losses on this loan were addressed during the fourth quarter of 2010 and the Company does not currently anticipate any additional losses on this property. No other foreclosed assets held for sale not covered by loss share have a carrying value greater than $1.0 million.

Table of Contents

At September 30, 2012, total foreclosed assets held for sale were $46.7 million. Table 10 shows the summary of foreclosed assets held for sale as of September 30, 2012 and December 31, 2011.

Table 10: Total Foreclosed Assets Held For Sale

	As of September 30, 2012			As of December 31, 2011		
	Not Covered by Loss Share	Covered by FDIC Loss Share	Total	Not Covered by Loss Share	Covered by FDIC Loss Share	Total
	(In thousands)					
Commercial real estate loans						
Non-farm/non-residential	$ 7,035	$ 6,542	$ 13,577	$ 8,159	$ 10,166	$ 18,325
Construction/land development	3,677	16,503	20,180	4,822	14,796	19,618
Agricultural		599	599	525	599	1,124
Residential real estate loans						
Residential 1-4 family	4,230	8,155	12,385	3,154	9,617	12,771
Total foreclosed assets held for sale	$ 14,942	$ 31,799	$ 46,741	$ 16,660	$ 35,178	$ 51,838

A loan is considered impaired when it is probable that we will not receive all amounts due according to the contracted terms of the loans. Impaired loans may include non-performing loans (loans past due 90 days or more and non-accrual loans) and certain other loans identified by management that are still performing. As of September 30, 2012, average non-covered impaired loans were $135.1 million compared to $111.8 million as of December 31, 2011. The adoption of ASU No. 2011-02 during the third quarter of 2011 which required troubled debt restructurings to be classified as impaired loans was primarily the reason for the increase in average non-covered impaired loans. As of September 30, 2012, non-covered impaired loans were $136.1 million compared to $138.0 million as of December 31, 2011 for a decrease of $2.0 million. A $13.0 million reduction in loan balances for impaired loans not classified as TDR s offset by an $11.0 million increase in impaired loans classified as TDRs as of September 30, 2012 when compared to December 31, 2011 accounted for this decrease. As of September 30, 2012, our Florida and Alabama markets accounted for $70.0 million and $2.2 million of the non-covered impaired loans, respectively.

We evaluated loans purchased in conjunction with the FDIC-assisted acquisitions for impairment in accordance with the provisions of FASB ASC Topic 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality*. Purchased covered loans are considered impaired if there is evidence of credit deterioration since origination and if it is probable that not all contractually required payments will be collected. All covered loans acquired in these transactions were deemed to be covered impaired loans. These loans were not classified as non-performing assets at September 30, 2012 and 2011, as the loans are accounted for on a pooled basis and the pools are considered to be performing. Therefore, interest income, through accretion of the difference between the carrying amount of the loans and the expected cash flows, is being recognized on all purchased impaired loans.

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

Table of Contents

Past Due and Non-Accrual Loans

Table 11 shows the summary non-accrual loans as of September 30, 2012 and December 31, 2011:

Table 11: Total Non-Accrual Loans

	As of September 30, 2012			As of December 31, 2011		
	Not Covered by Loss Share	Covered by FDIC Loss Share	Total	Not Covered by Loss Share	Covered by FDIC Loss Share	Total
	(In thousands)					
Real estate:						
Commercial real estate loans						
Non-farm/non-residential	$ 3,246	$	$ 3,246	$ 7,055	$	$ 7,055
Construction/land development	1,762		1,762	2,226		2,226
Agricultural	149		149	178		178
Residential real estate loans						
Residential 1-4 family	10,337		10,337	12,867		12,867
Multifamily residential	1,619		1,619			
Total real estate	17,113		17,113	22,326		22,326
Consumer	410		410	1,369		1,369
Commercial and industrial	1,264		1,264	1,598		1,598
Other	1,396		1,396	1,203		1,203
Total non-accrual loans	$ 20,183	$	$ 20,183	$ 26,496	$	$ 26,496

If the non-accrual non-covered loans had been accruing interest in accordance with the original terms of their respective agreements, interest income of approximately $359,000 and $462,000 for the three-month periods ended September 30, 2012 and 2011, would have been recorded. If the non-accrual non-covered loans had been accruing interest in accordance with the original terms of their respective agreements, interest income of approximately $1.1 million and $1.8 million for the nine-month periods ended September 30, 2012 and 2011, would have been recorded. The interest income recognized on the non-covered non-accrual loans for the three-month and nine-month periods ended September 30, 2012 and 2011 was considered immaterial.

Table 12 shows the summary of accruing past due loans 90 days or more as of September 30, 2012 and December 31, 2011:

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

	As of September 30, 2012			As of December 31, 2011		
	Not Covered by Loss Share	Covered by FDIC Loss Share	Total	Not Covered by Loss Share	Covered by FDIC Loss Share	Total
	(In thousands)					
Real estate:						
Commercial real estate loans						
Non-farm/non-residential	$ 45	$ 31,455	$ 31,500	$	$ 34,765	$ 34,765
Construction/land development	1	15,163	15,164		42,808	42,808
Agricultural		455	455		328	328
Residential real estate loans						

Residential 1-4 family	2,337	21,963	24,300	750	35,452	36,202
Multifamily residential				92		92
Total real estate	2,383	69,036	71,419	842	113,353	114,195
Consumer	29	25	54	132	265	397
Commercial and industrial	12	3,728	3,740	19	4,995	5,014
Total loans accruing past due 90 days or more	$ 2,424	$ 72,789	$ 75,213	$ 993	$ 118,613	$ 119,606

The Company s total past due and non-accrual covered loans to total covered loans was 17.9% and 24.6% as of September 30, 2012 and December 31, 2011, respectively.

Allowance for Loan Losses

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

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

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

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

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

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

Table of Contents

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

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

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

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

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

Charge-offs and Recoveries. Total charge-offs decreased to $4.0 million for the three months ended September 30, 2012, compared to $6.4 million for the same period in 2011. Total charge-offs decreased to $7.1 million for the nine months ended September 30, 2012, compared to $9.6 million for the same period in 2011. Total recoveries decreased to $1.4 million for the three months ended September 30, 2012, compared to $4.1 million for the same period in 2011. Total recoveries decreased to $2.2 million for the nine months ended September 30, 2012, compared to $9.5 million for the same period in 2011. For the three months ended September 30, 2012, the net charge-offs were $1.1 million for Arkansas and $1.5 million for Florida, respectively, equaling a net charge-off position of $2.6 million. For the nine months ended September 30, 2012, the net charge-offs were $2.2 million for Arkansas and $2.6 million for Florida, respectively, equaling a net charge-off position of $4.8 million.

During the third quarter of 2012, there were $4.0 million in charge-offs and $1.4 million in recoveries. During the first nine months of 2012, there were $7.1 million in charge-offs and $2.2 million in recoveries. While the charge-offs and recoveries consisted of many relationships, there were no individual relationships consisting of charge-offs greater than $1.0 million

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

Table 13 shows the allowance for loan losses, charge-offs and recoveries for non-covered loans as of and for the three-month and nine-month periods ended September 30, 2012 and 2011.

Table 13: Analysis of Allowance for Loan Losses for Non-Covered Loans

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(Dollars in thousands)			
Balance, beginning of period	$ 49,846	$ 56,784	$ 52,129	$ 53,348
Loans charged off				
Real estate:				
Commercial real estate loans:				
Non-farm/non-residential	1,041	645	1,312	665
Construction/land development	525	3,166	838	3,397
Agricultural				
Residential real estate loans:				
Residential 1-4 family	1,475	784	2,575	1,268
Multifamily residential		994	95	1,294
Total real estate	3,041	5,589	4,820	6,624
Consumer	47	641	618	2,167
Commercial and industrial	549	140	758	292
Agricultural				
Other	347		858	469
Total loans charged off	3,984	6,370	7,054	9,552
Recoveries of loans previously charged off				
Real estate:				
Commercial real estate loans:				
Non-farm/non-residential	856	24	895	154
Construction/land development		741	7	747
Agricultural		17	233	50
Residential real estate loans:				
Residential 1-4 family	430	71	535	319
Multifamily residential		1,959	3	1,959
Total real estate	1,286	2,812	1,673	3,229
Consumer	28	121	96	164
Commercial and industrial	20	1,161	107	5,777
Agricultural				
Other	96		341	292
Total recoveries	1,430	4,094	2,217	9,462
Net loans charged off (recovered)	2,554	2,276	4,837	90
Provision for loan losses for non-covered loans				1,250
Balance, September 30	$ 47,292	$ 54,508	$ 47,292	$ 54,508
Discount on non-covered loans acquired	14,712	3,596	14,712	3,596
Net charge-offs (recoveries) to average non-covered loans	0.50%	0.50%	0.32%	0.01%
	2.28	2.98	2.28	2.98

Allowance for loan losses for non-covered loans to period end non-covered loans				
Allowance for loan losses for non-covered loans plus acquisition discount to period end total non-covered loans plus acquisition discount	2.97	3.18	2.97	3.18
Allowance for loan losses for non-covered loans to net charge-offs (recoveries)	465	604	732	45,299

66

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

The changes for the period ended September 30, 2012 and the year ended December 31, 2011 in the allocation of the allowance for loan losses for the individual types of loans are primarily associated with changes in the ASC 310 calculations, both individual and aggregate, and changes in the ASC 450 calculations. These calculations are affected by changes in individual loan impairments, changes in asset quality, net charge-offs during the period and normal changes in the outstanding loan portfolio, as well any changes to the general allocation factors due to changes within the actual characteristics of the loan portfolio.

Table 14 presents the allocation of allowance for loan losses for non-covered loans as of September 30, 2012 and December 31, 2011.

Table 14: Allocation of Allowance for Loan Losses for Non-Covered Loans

	As of September 30, 2012		As of December 31, 2011	
	Allowance Amount	% of loans(1)	Allowance Amount	% of loans(1)
	(Dollars in thousands)			
Real estate:				
Commercial real estate loans:				
Non-farm/non-residential	$ 19,708	42.8%	$ 20,160	39.7%
Construction/land development	6,783	13.6	7,945	20.6
Agricultural	178	1.4	208	1.6
Residential real estate loans:				
Residential 1-4 family	9,380	22.8	9,586	19.9
Multifamily residential	3,604	5.1	2,610	3.2
Total real estate	39,653	85.7	40,509	85.0
Consumer	921	1.7	1,780	2.2
Commercial and industrial	4,891	9.6	6,308	10.0
Agricultural	1,587	1.7	1,478	1.2
Other		1.3		1.6
Unallocated	240		2,054	
Total	$ 47,292	100.0%	$ 52,129	100.0%

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

Investments and Securities

Our securities portfolio is the second largest component of earning assets and provides a significant source of revenue. Securities within the portfolio are classified as held-to-maturity, available-for-sale, or trading based on the intent and objective of the investment and the ability to hold to maturity. Fair values of securities are based on quoted market prices where available. If quoted market prices are not available, estimated fair values are based on quoted market prices of comparable securities. As of September 30, 2012, we had no held-to-maturity or trading securities.

Securities available-for-sale are reported at fair value with unrealized holding gains and losses reported as a separate component of stockholders equity as other comprehensive income. Securities that are held as available-for-sale are used as a part of our asset/liability management strategy. Securities may be sold in response to interest rate changes, changes in prepayment risk, the need to increase regulatory capital, and other similar factors are classified as available for sale. Available-for-sale securities were $755.2 million as of September 30, 2012, compared to $671.2 million as of December 31, 2011. The estimated effective duration of our securities portfolio was 2.6 years as of September 30, 2012.

As of September 30, 2012, $319.7 million, or 42.3%, of our available-for-sale securities were invested in mortgage-backed securities, compared to $142.3 million, or 21.2%, of our available-for-sale securities as of December 31, 2011. To reduce our income tax burden, $185.1 million, or 24.5%, of our available-for-sale securities portfolio as of September 30, 2012, was primarily invested in tax-exempt obligations of state and political subdivisions, compared to $167.1 million, or 24.9%, of our available-for-sale securities as of December 31, 2011. Also, we had approximately $234.0 million, or 31.0%, invested in obligations of U.S. Government-sponsored enterprises as of September 30, 2012, compared to $348.0 million, or 51.8%, of our available-for-sale securities as of December 31, 2011.

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

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

Deposits

Our deposits averaged $3.22 billion and $3.20 billion for the three-month and nine-month periods ended September 30, 2012, respectively. Total deposits increased $274.4 million, or an increase of 9.6%, to $3.13 billion as of September 30, 2012, from $2.86 billion as of December 31, 2011. Excluding the $524.4 million of deposits acquired from our 2012 acquisition of Vision, our deposits decreased by $250.0 million, an annualized reduction of 11.7%. Deposits are our primary source of funds. We offer a variety of products designed to attract and retain deposit customers. Those products consist of checking accounts, regular savings deposits, NOW accounts, money market accounts and certificates of deposit. Deposits are gathered from individuals, partnerships and corporations in our market areas. In addition, we obtain deposits from state and local entities and, to a lesser extent, U.S. Government and other depository institutions.

Our policy also permits the acceptance of brokered deposits. As of September 30, 2012 and December 31, 2011, brokered deposits were $74.9 million and $103.4 million, respectively. Included in these brokered deposits are $44.7 million and $41.9 million of Certificate of Deposit Account Registry Service (CDARS) as of September 30, 2012 and December 31, 2011, respectively. CDARS are deposits of our customers we have swapped with other institutions. This gives our customers the potential for FDIC insurance of up to $50 million.

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

The Federal Reserve Board sets various benchmark rates, including the Federal Funds rate, and thereby influences the general market rates of interest, including the deposit and loan rates offered by financial institutions. The Federal Funds rate, which is the cost to banks of immediately available overnight funds, began in 2008 at 4.25%. During 2008, the rate decreased 400 to 425 basis points to a low of 0.25% to 0% on December 16, 2008, where the rate has remained.

Table of Contents

Table 15 reflects the classification of the average deposits and the average rate paid on each deposit category, which is in excess of 10 percent of average total deposits, for the three-month and nine-month periods ended September 30, 2012 and 2011.

Table 15: Average Deposit Balances and Rates

	Three Months Ended September 30,			
	2012		2011	
	Average Amount	Average Rate Paid	Average Amount	Average Rate Paid
	(Dollars in thousands)			
Non-interest-bearing transaction accounts	$ 597,287	%	$ 464,760	%
Interest-bearing transaction accounts	1,351,319	0.28	991,807	0.44
Savings deposits	172,027	0.16	134,939	0.33
Time deposits:				
$100,000 or more	606,410	1.13	758,804	1.33
Other time deposits	488,858	0.64	530,115	1.40
Total	$ 3,215,901	0.44%	$ 2,880,425	0.78%

	Nine Months Ended September 30,			
	2012		2011	
	Average Amount	Average Rate Paid	Average Amount	Average Rate Paid
	(Dollars in thousands)			
Non-interest-bearing transaction accounts	$ 551,628	%	$ 437,964	%
Interest-bearing transaction accounts	1,294,434	0.19	990,613	0.49
Savings deposits	162,687	0.11	129,666	0.40
Time deposits:				
$100,000 or more	665,521	1.27	794,364	1.27
Other time deposits	522,553	0.77	551,883	1.53
Total	$ 3,196,823	0.47%	$ 2,904,490	0.82%

Securities Sold Under Agreements to Repurchase

We enter into short-term purchases of securities under agreements to resell (resale agreements) and sales of securities under agreements to repurchase (repurchase agreements) of substantially identical securities. The amounts advanced under resale agreements and the amounts borrowed under repurchase agreements are carried on the balance sheet at the amount advanced. Interest incurred on repurchase agreements is reported as interest expense. Securities sold under agreements to repurchase decreased $820,000, or 1.3%, from $62.3 million as of December 31, 2011 to $61.5 million as of September 30, 2012.

FHLB Borrowed Funds

Our FHLB borrowed funds were $130.5 million and $142.8 at September 30, 2012 and December 31, 2011, respectively. All of the outstanding balance for September 30, 2012 and December 31, 2011 were issued as long-term advances. Our remaining FHLB borrowing capacity was $414.5 million and $468.8 million as of September 30, 2012 and December 31, 2011, respectively. Expected maturities will differ from contractual maturities, because FHLB may have the right to call or prepay certain obligations.

Table of Contents

Subordinated Debentures

Subordinated debentures, which consist of guaranteed payments on trust preferred securities, were $28.9 million and $44.3 million as of September 30, 2012 and December 31, 2011, respectively.

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

Presently, the funds raised from the trust preferred offerings qualify as Tier 1 capital for regulatory purposes, subject to the applicable limit, with the balance qualifying as Tier 2 capital. The Board of Governors of the Federal Reserve System recently announced the planned implementation of Basel III capital rules. Under these rules trust preferred securities will be phased out as Tier 1 capital for future periods.

The Company holds $28.9 million of trust preferred securities which are currently callable without penalty based on the terms of the specific agreements. Since these trust preferred securities are being phased out of Tier 1 capital, we have decided to begin the process of redeeming these instruments. During the third quarter of 2012, we redeemed approximately $15.5 million in trust preferred securities. We are evaluating the remaining subordinated debentures and may pay off part or all of the remaining subordinated debentures during 2013.

Stockholders Equity

Stockholders equity was $510.0 million at September 30, 2012 compared to $474.1 million at December 31, 2011, an increase of 7.6%. As of September 30, 2012 and December 31, 2011 our equity to asset ratio was 13.1% and 13.2%, respectively. Book value per share was $18.10 at September 30, 2012 compared to $16.77 at December 31, 2011.

Common Stock Cash Dividends. We declared cash dividends on our common stock of $0.12 and $0.08 per share for the three-month periods ended September 30, 2012 and 2011 and $0.32 and 0.188 per share for the nine-month periods ended September 30, 2012 and 2011, respectively. The common stock dividend payout ratio for the three months ended September 30, 2012 and 2011 was 21.0% and 15.9%, respectively. The common stock dividend payout ratio for the nine months ended September 30, 2012 and 2011 was 19.6% and 13.2%, respectively. For the fourth quarter of 2012, the Board of Directors declared a regular $0.13 per share quarterly cash dividend payable December 5, 2012, to shareholders of record November 14, 2012.

Stock Repurchase Program. During the first nine months of 2012, the Company utilized a portion of its previously approved stock repurchase program. This program authorized the repurchase of 1,188,000 shares of the Company s common stock. For the first three quarters of 2012, the Company repurchased a total of 252,044 shares with a weighted average stock price of $26.00. For the third quarter of 2012, the Company repurchased a total of 13,810 shares with a weighted average stock price of $32.46. The Company believes the stock repurchased at this price is an excellent investment. The 2012 earnings were used to fund these repurchases. Combining all the shares repurchased to date under the program will bring the total to 552,044 shares. The remaining balance available for repurchase is 635,956 shares at September 30, 2012.

Table of Contents

Liquidity and Capital Adequacy Requirements

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

Quantitative measures established by regulation to ensure capital adequacy require us to maintain minimum amounts and ratios (set forth in the table below) of total and Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets. Management believes that, as of September 30, 2012 and December 31, 2011, we met all regulatory capital adequacy requirements to which we were subject.

Table 16 presents our risk-based capital ratios as of September 30, 2012 and December 31, 2011.

Table 16: Risk-Based Capital

	As of September 30, 2012	As of December 31, 2011
	(Dollars in thousands)	
Tier 1 capital		
Stockholders equity	$ 509,978	$ 474,066
Qualifying trust preferred securities	28,000	43,000
Goodwill and core deposit intangibles, net	(85,875)	(67,131)
Unrealized (gain) loss on available-for-sale securities	(11,911)	(8,004)
Total Tier 1 capital	440,192	441,931
Tier 2 capital		
Qualifying allowance for loan losses	35,494	32,670
Total Tier 2 capital	35,494	32,670
Total risk-based capital	$ 475,686	$ 474,601
Average total assets for leverage ratio	$ 3,890,071	$ 3,541,739
Risk weighted assets	$ 2,820,556	$ 2,594,155
Ratios at end of period		
Leverage ratio	11.32%	12.48%
Tier 1 risk-based capital	15.61	17.04
Total risk-based capital	16.86	18.30
Minimum guidelines		
Leverage ratio	4.00%	4.00%
Tier 1 risk-based capital	4.00	4.00
Total risk-based capital	8.00	8.00

As of the most recent notification from regulatory agencies, our bank subsidiary was well-capitalized under the regulatory framework for prompt corrective action. To be categorized as well-capitalized , our banking subsidiary and we must maintain minimum leverage, Tier 1 risk-based capital, and total risk-based capital ratios as set forth in the table. There are no conditions or events since that notification that we believe have changed the bank subsidiary s category.

Table of Contents

Non-GAAP Financial Measurements

We had $86.9 million, $68.3 million, and $69.0 million total goodwill, core deposit intangibles and other intangible assets as of September 30, 2012, December 31, 2011 and September 30, 2011, respectively. Because of our level of intangible assets and related amortization expenses, management believes diluted earnings per common share excluding intangible amortization, tangible book value per common share, return on average assets excluding intangible amortization, return on average tangible common equity excluding intangible amortization and tangible common equity to tangible assets are useful in evaluating our company. These calculations, which are similar to the GAAP calculation of diluted earnings per common share, book value, return on average assets, return on average common equity, and common equity to assets, are presented in Tables 17 through 21, respectively.

Table 17: Diluted Earnings Per Common Share Excluding Intangible Amortization

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(In thousands, except per share data)			
GAAP net income available to common stockholders	$ 16,095	$ 13,824	$ 46,083	$ 38,746
Intangible amortization after-tax	421	429	1,226	1,290
Earnings available to common stockholders excluding intangible amortization	$ 16,516	$ 14,253	$ 47,309	$ 40,036
GAAP diluted earnings per common share	$ 0.57	$ 0.48	$ 1.63	$ 1.35
Intangible amortization after-tax	0.01	0.02	0.04	0.05
Diluted earnings per common share excluding intangible amortization	$ 0.58	$ 0.50	$ 1.67	$ 1.40

Table 18: Tangible Book Value Per Share

	As of September 30, 2012	As of December 31, 2011
	(Dollars in thousands, except per share data)	
Book value per common share: A/B	$ 18.10	$ 16.77
Tangible book value per common share: (A-C-D)/B	15.01	14.35
(A) Total common equity	$ 509,978	$ 474,066
(B) Common shares outstanding	28,181	28,276
(C) Goodwill	$ 77,090	$ 59,663
(D) Core deposit and other intangibles	9,792	8,620

Table 19: Annualized Return on Average Assets Excluding Intangible Amortization

	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
	(Dollars in thousands)			
Return on average assets: A/C	1.61%	1.56%	1.56%	1.48%
Return on average assets excluding intangible amortization: B/(C-D)	1.69	1.64	1.63	1.55
(A) Net income available to all stockholders	$ 16,095	$ 14,312	$ 46,083	$ 40,574
Intangible amortization after-tax	421	429	1,226	1,290
(B) Earnings excluding intangible amortization	$ 16,516	$ 14,741	$ 47,309	$ 41,864
(C) Average assets	$ 3,975,946	$ 3,628,346	$ 3,958,309	$ 3,674,900
(D) Average goodwill, core deposits and other intangible assets	87,213	69,333	84,869	70,031

Table 20: Annualized Return on Average Tangible Common Equity Excluding Intangible Amortization

	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
	(Dollars in thousands)			
Return on average common equity: A/C	12.78%	12.00%	12.60%	11.67%
Return on average tangible common equity excluding intangible amortization: B/(C-D)	15.88	14.59	15.66	14.32
(A) Net income available to common stockholders	$ 16,095	$ 13,824	$ 46,083	$ 38,746
(B) Earnings available to common stockholders excluding intangible amortization after-tax	16,516	14,253	47,309	40,036
(C) Average common equity	500,979	456,974	488,437	443,784
(D) Average goodwill, core deposits and other intangible assets	87,213	69,333	84,869	70,031

Table 21: Tangible Equity to Tangible Assets

	As of September 30, 2012	As of December 31, 2011
	(Dollars in thousands)	
Equity to assets: B/A	13.12%	13.02%
Tangible equity to tangible assets: (B-C-D)/(A-C-D)	11.13	11.36
(A) Total assets	$ 3,887,909	$ 3,604,117
(B) Total equity	509,978	474,066
(C) Goodwill	77,090	59,663
(D) Core deposit and other intangibles	9,792	8,620

Recently Issued Accounting Pronouncements

See Note 22 to the Condensed Notes to Consolidated Financial Statements for a discussion of certain recently issued and recently adopted accounting pronouncements.

Item 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Liquidity and Market Risk Management

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

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

Liquidity needs can be met from either assets or liabilities. On the asset side, our primary sources of liquidity include cash and due from banks, federal funds sold, available-for-sale investment securities and scheduled repayments and maturities of loans. We maintain adequate levels of cash and cash equivalents to meet our day-to-day needs. As of September 30, 2012, our cash and cash equivalents were $155.6 million, or 4.0% of total assets, compared to $184.3 million, or 5.1% of total assets, as of December 31, 2011. Our investment securities and federal funds sold were $757.0 million as of September 30, 2012 and $672.3 million as of December 31, 2011.

As of September 30, 2012 and December 31, 2011, $520.3 million and $403.2 million, respectively, of securities were pledged as collateral for various public fund deposits and securities sold under agreements to repurchase.

On the liability side, our principal sources of liquidity are deposits, borrowed funds, and access to capital markets. Customer deposits are our largest sources of funds. As of September 30, 2012, our total deposits were $3.13 billion, or 80.6% of total assets, compared to $2.86 billion, or 79.3% of total assets, as of December 31, 2011. We attract our deposits primarily from individuals, business, and municipalities located in our market areas.

We may occasionally use our Fed funds lines of credit in order to temporarily satisfy short-term liquidity needs. We have Fed funds lines with three other financial institutions pursuant to which we could have borrowed up to $35.0 million on an unsecured basis as of September 30, 2012 and December 31, 2011. These lines may be terminated by the respective lending institutions at any time.

We also maintain lines of credit with the Federal Home Loan Bank. Our FHLB borrowed funds were $130.5 million at September 30, 2012 and $142.8 million at December 31, 2011. All of the outstanding balances at September 30, 2012 and December 31, 2011 were issued as long-term advances. Our FHLB borrowing capacity was $414.5 million and $468.8 million as of September 30, 2012 and December 31, 2011.

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

Market Risk Management. Our primary component of market risk is interest rate volatility. Fluctuations in interest rates will ultimately impact both the level of income and expense recorded on a large portion of our assets and liabilities, and the market value of all interest-earning assets and interest-bearing liabilities, other than those which possess a short term to maturity. We do not hold market risk sensitive instruments for trading purposes. The information provided should be read in connection with our audited consolidated financial statements included in our Form 10-K filed with the Securities and Exchange Commission on March 5, 2012.

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

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

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

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

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

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

Gap analysis attempts to capture the amounts and timing of balances exposed to changes in interest rates at a given point in time. Our gap position as of September 30, 2012 was asset sensitive with a one-year cumulative repricing gap of 7.5%. During these periods, the amount of change our asset base realizes in relation to the total change in market interest rate exceeds that of the liability base.

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

Table of Contents

Table 22 presents a summary of the repricing schedule of our interest-earning assets and interest-bearing liabilities (gap) as of September 30, 2012.

Table 22: Interest Rate Sensitivity

	Interest Rate Sensitivity Period							
	0-30 Days	**31-90 Days**	**91-180 Days**	**181-365 Days**	**1-2 Years**	**2-5 Years**	**Over 5 Years**	**Total**
	(Dollars in thousands)							
Earning assets								
Interest-bearing deposits due from banks	$ 69,248	$	$	$	$	$	$	$ 69,248
Federal funds sold	1,775							1,775
Investment securities	39,192	87,625	65,273	88,178	127,443	134,583	212,903	755,197
Loans receivable	601,032	216,492	318,961	451,984	376,026	436,965	27,764	2,429,224
Total earning assets	711,247	304,117	384,234	540,162	503,469	571,548	240,667	3,255,444
Interest-bearing liabilities								
Interest-bearing transaction and savings deposits	65,922	131,844	197,765	395,531	252,319	244,884	239,564	1,527,829
Time deposits	125,985	152,100	203,845	310,694	108,723	106,447	100	1,007,894
Federal funds purchased								
Securities sold under repurchase agreements	52,274				1,230	3,690	4,305	61,499
FHLB borrowed funds	108	17	27	30,150	311	10,580	89,313	130,506
Subordinated debentures	28,867							28,867
Total interest- bearing liabilities	273,156	283,961	401,637	736,375	362,583	365,601	333,282	2,756,595
Interest rate sensitivity gap	$ 438,091	$ 20,156	$ (17,403)	$ (196,213)	$ 140,886	$ 205,947	$ (92,615)	$ 498,849
Cumulative interest rate sensitivity gap	$ 438,091	$ 458,247	$ 440,844	$ 244,631	$ 385,517	$ 591,464	$ 498,849	
Cumulative rate sensitive assets to rate sensitive liabilities	260.4%	182.3%	146.0%	114.4%	118.7%	124.4%	118.1%	
Cumulative gap as a % of total earning assets	13.5%	14.1%	13.5%	7.5%	11.8%	18.2%	15.3%	

Table of Contents

Item 4: CONTROLS AND PROCEDURES

Article I. **Evaluation of Disclosure Controls**

Based on their evaluation as of the end of the period covered by this Quarterly Report on Form 10-Q, the Chief Executive Officer and Chief Financial Officer have concluded that the disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934) are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. Additionally, our disclosure controls and procedures were also effective in ensuring that information required to be disclosed in our Exchange Act report is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer to allow timely decisions regarding required disclosures.

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

There have not been any changes in the Company s internal controls over financial reporting during the quarter ended September 30, 2012, which have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II: OTHER INFORMATION

Item 1. Legal Proceedings

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

Item 1A. Risk Factors

There were no material changes from the risk factors set forth in Part I, Item 1A, Risk Factors, of our Form 10-K for the year ended December 31, 2011. See the discussion of our risk factors in the Form 10-K, as filed with the SEC. The risks described are not the only risks facing the Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

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

Not applicable.

Item 3: Defaults Upon Senior Securities

Not applicable.

Item 4: (Reserved)

Item 5: Other Information

Not applicable.

Item 6: Exhibits

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

* Filed herewith

Table of Contents

SIGNATURES

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

HOME BANCSHARES, INC.

(Registrant)

Date: November 7, 2012	/s/ C. Randall Sims C. Randall Sims, Chief Executive Officer
Date: November 7, 2012	/s/ Randy E. Mayor Randy E. Mayor, Chief Financial Officer