

HOME BANCSHARES INC

Form 10-Q

November 08, 2011

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

(Mark One)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Quarterly Period Ended September 30, 2011**

or

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

Commission File Number: 000-51904

HOME BANCSHARES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Arkansas

71-0682831

(State or other jurisdiction of
incorporation or organization)

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

719 Harkrider, Suite 100, Conway, Arkansas

72032

(Address of principal executive offices)

(Zip Code)

(501) 328-4770

(Registrant's telephone number, including area code)

Not Applicable

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

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

Yes No

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

Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting
company

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

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

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

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Exhibit List

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

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

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

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

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

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

the effects of terrorism and efforts to combat it;

credit risks;

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

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

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

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

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

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

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

Stockholders equity:

Preferred stock; \$0.01 par value; 5,500,000 shares authorized: Series A fixed rate cumulative perpetual; liquidation preference of \$1,000 per share; zero shares issued or outstanding at September 30, 2011; 50,000 shares issued and outstanding at December 31, 2010.		49,456
Common stock, par value \$0.01; shares authorized 50,000,000; shares issued and outstanding 28,259,044 in 2011 and 28,452,411 in 2010	283	285
Capital surplus	425,852	432,962
Retained earnings (deficit)	28,218	(6,079)
Accumulated other comprehensive income	8,786	301
Total stockholders equity	463,139	476,925
Total liabilities and stockholders equity	\$ 3,622,166	\$ 3,762,646

See Condensed Notes to Consolidated Financial Statements. 4

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Home BancShares, Inc.
Consolidated Statements of Income

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

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

See Condensed Notes to Consolidated Financial Statements. 5

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

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

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

See Condensed Notes to Consolidated Financial Statements. 6

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

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

See Condensed Notes to Consolidated Financial Statements. 7

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Home BancShares, Inc.
Consolidated Statements of Cash Flows

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

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

See Condensed Notes to Consolidated Financial Statements. 8

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

1: Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

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

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

Operating Segments

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

Use of Estimates

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

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

Principles of Consolidation

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

Reclassifications

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

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

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

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

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

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

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

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

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

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

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

Interim financial information

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

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

Earnings per Share

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

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

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2: Business Combinations

Acquisition Old Southern Bank

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

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

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

Acquisition Key West Bank

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

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

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

Acquisition Coastal Community Bank and Bayside Savings Bank

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

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

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

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Acquisition Wakulla Bank

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

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

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

Acquisition Gulf State Community Bank

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

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

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

FDIC-Assisted Acquisitions Other Matters

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	Three Months Ended September 30, 2011							Total
	Construction/ Land Development	Other Commercial Real Estate	Residential Real Estate	Commercial & Industrial	Consumer & Other	Unallocated		
Allowance for loan losses:								
Beginning balance	\$ 11,318	\$ 19,141	\$ 14,324	\$ 7,119	\$ 2,450	\$ 2,432	\$ 56,784	
Loans charged off	(3,166)	(645)	(1,778)	(140)	(641)		(6,370)	
Recoveries of loans previously charged off	741	41	2,030	1,161	121		4,094	
Net loans recovered (charged off)	(2,425)	(604)	252	1,021	(520)		(2,276)	
Provision for loan losses	(850)	4,258	(1,748)	(1,704)	62	(18)		
Balance, September 30	\$ 8,043	\$ 22,795	\$ 12,828	\$ 6,436	\$ 1,992	\$ 2,414	\$ 54,508	

	Nine Months Ended September 30, 2011							Total
	Construction/ Land Development	Other Commercial Real Estate	Residential Real Estate	Commercial & Industrial	Consumer & Other	Unallocated		
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)	
	(1,309)	6,009	(1,185)	(5,406)	3,150	(9)	1,250	

Provision for loan losses

Balance, September 30	\$ 8,043	\$ 22,795	\$ 12,828	\$ 6,436	\$ 1,992	\$ 2,414	\$ 54,508
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As of September 30, 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	\$ 4,301	\$ 17,174	\$ 8,981	\$ 3,510	\$ 918	\$	\$ 34,884
Loans collectively evaluated for impairment	3,742	5,621	3,847	2,926	1,074	2,414	19,624
Balance, September 30	\$ 8,043	\$ 22,795	\$ 12,828	\$ 6,436	\$ 1,992	\$ 2,414	\$ 54,508

Loans receivable:

Period end amount allocated to:

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

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

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

As of December 31, 2010

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

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

**Loans
receivable:**

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

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

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

September 30, 2011

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

December 31, 2010

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

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

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

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

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Mortgage loans held for sale of approximately \$10.7 million and \$14.0 million at September 30, 2011 and December 31, 2010, 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, 2011 and December 31, 2010 were not material.

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

	September 30, 2011						
	Unpaid Contractual Principal Balance	Total Recorded Investment	Allocation of Allowance for Loan Losses	Three Months Ended		Nine Months Ended	
Average Recorded Investment				Interest Recognized	Average Recorded Investment	Interest Recognized	
	(In thousands)						
Real estate:							
Commercial real estate loans							
Non-farm/non-residential	\$ 64,143	\$ 59,147	\$ 16,775	\$ 52,523	\$ 802	\$ 45,901	\$ 1,974
Construction/land development	21,117	20,942	4,301	19,669	276	18,945	787
Agricultural	598	598	399	598		598	10
Residential real estate loans							
Residential 1-4 family	23,228	20,366	6,366	20,673	188	19,832	515
Multifamily residential	6,586	6,586	2,615	7,045	84	7,154	266
Total real estate	115,672	107,639	30,456	100,508	1,350	92,430	3,552
Consumer	1,178	1,178	918	1,622	8	1,286	34
Commercial and industrial	11,324	9,573	3,510	11,109	140	11,575	528
Agricultural and other							
Total	\$ 128,174	\$ 118,390	\$ 34,884	\$ 113,239	\$ 1,498	\$ 105,291	\$ 4,114

	December 31, 2010				
	Unpaid Contractual	Total Recorded	Allocation of Allowance	Average Recorded	Interest

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	September 30, 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 Construction/land development	27	\$ 40,225	\$ 24,481	\$ 5,398	\$ 5,760	\$ 35,639	
Agricultural	7	11,737	7,659	34	3,702	11,395	
Residential real estate loans	1	598	598			598	
Residential 1-4 family	15	10,740	3,859	125	771	4,755	
Multifamily residential	2	4,586	3,693			3,693	
Total real estate	52	67,886	40,290	5,557	10,233	56,080	
Commercial and industrial	4	517	115		178	293	
Total	56	\$ 68,403	\$ 40,405	\$ 5,557	\$ 10,411	\$ 56,373	

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

	September 30, 2011	
	Number of Loans	Recorded Balance
	(In thousands)	
Real estate:		
Commercial real estate loans		
Non-farm/non-residential Construction/land development	2	\$ 1,642
Agricultural	1	113
Residential real estate loans	1	598
Residential 1-4 family	6	2,602
Multifamily residential		
Total real estate	10	4,955
Commercial and industrial	1	10
Total	11	\$ 4,965

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

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

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

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

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

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

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

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

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

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

6: Deposits

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

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

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

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

8: FHLB Borrowed Funds

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

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

9: Income Taxes

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

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

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

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

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

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

10: Common Stock and Compensation Plans

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

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

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

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

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

12: Concentration of Credit Risks

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

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

Table of Contents**13: Significant Estimates and Concentrations**

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

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

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

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

14: Commitments and Contingencies

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

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

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

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

Table of Contents**15: Regulatory Matters**

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

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

16: Additional Cash Flow Information

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

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

17: Financial Instruments

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

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

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

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

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

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

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

Fair Values of Financial Instruments

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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Report of Independent Registered Public Accounting Firm

Audit Committee, Board of Directors and Stockholders

Home BancShares, Inc.

Conway, Arkansas

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

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

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

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

/s/ BKD, LLP

Little Rock, Arkansas

November 8, 2011

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

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

General

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

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

Key Financial Measures

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Critical Accounting Policies

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Acquisitions***Acquisition Old Southern Bank***

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

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

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

Acquisition Key West Bank

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

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

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

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Acquisition Coastal Community Bank and Bayside Savings Bank

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

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

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

Acquisition Wakulla Bank

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

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

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

Acquisition Gulf State Community Bank

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

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

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

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

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

FDIC-Assisted Acquisitions True Up

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

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

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

Future Acquisitions

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

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

Table of Contents**Branches**

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

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

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

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

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

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

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

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

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

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

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

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

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

Table 1: Analysis of Net Interest Income

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

Table 2: Changes in Fully Taxable Equivalent Net Interest Margin

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

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

Table 3: Average Balance Sheets and Net Interest Income Analysis

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

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

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

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

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

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

Table 4: Volume/Rate Analysis

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

Provision for Loan Losses

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

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

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

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

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

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

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

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

Non-Interest Income

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

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

Table 5: Non-Interest Income

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

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

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

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

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

Non-Interest Expense

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

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

Table 6: Non-Interest Expense

	Three Months Ended		2011 Change from 2010		Nine Months Ended		2011 Change from 2010	
	September 30, 2011	September 30, 2010			September 30, 2011	September 30, 2010		
	(Dollars in thousands)							
Salaries and employee benefits	\$ 10,691	\$ 9,637	\$ 1,054	10.9%	\$ 32,449	\$ 27,251	\$ 5,198	19.1%
Occupancy and equipment	3,562	3,264						