

FIRST FINANCIAL CORP /TX/
Form 10-K
April 15, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2008

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

For the transition period from _____ to _____

Commission File Number: 0-5559

FIRST FINANCIAL CORPORATION

(Name of small business issuer as specified in its charter)

Texas
(State or other jurisdiction of
incorporation or organization)

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

800 Washington Avenue, Waco, Texas

76701

Edgar Filing: FIRST FINANCIAL CORP /TX/ - Form 10-K

(Address of principal executive offices)

(Zip Code)

Issuer's telephone number (254) 757-2424

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock (no par value per share)

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark whether the Issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Yes No

Check whether the Issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the Issuer 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Issuer's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. X

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting
company

Indicate by check mark whether the Issuer is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

There is no established trading market for the Issuer's class of voting stock; therefore, the Issuer cannot determine the aggregate value of voting stock held by non-affiliates.

Number of shares of the Issuer's Common Stock outstanding on December 31, 2008, was 402,058.

DOCUMENTS INCORPORATED BY REFERENCE

None.

Part I

Item 1. Business

Forward-looking Information

Certain statements in this Form 10-K constitute forward-looking statements, including but not limited to those identified by the words expect, believe, seek to, intend, will, possible, may and similar expressions that are made by or for the Company or its management. No forward-looking statements of the Company or its management are guarantees of future outcomes. These statements involve risks and uncertainties, and actual results may differ materially from those anticipated by the forward-looking statements.

General

First Financial Corporation was incorporated in the State of Texas in 1964 and its principal place of business is in Waco, Texas. During the four years prior to April 28, 2006, the primary business of the Company, through its subsidiaries, was originating and servicing residential mortgage loans, engaging in insurance activities, providing consulting and data processing services to related companies and servicing a decreasing portfolio of manufactured home loans.

The Company's business historically included originating and servicing residential mortgage loans through its wholly-owned subsidiary, First Preference Mortgage Corp. (FPMC). Prior to April 28, 2006, FPMC operated retail branch offices in Waco, Tyler, College Station and Victoria, Texas, and Tulsa, Oklahoma, each staffed with loan originators who solicited residential mortgage loans in their respective markets. FPMC's business also included originating loans received from approximately 600 independent mortgage loan brokers located throughout Texas. Substantially all of the loans originated by FPMC were sold to third parties. During 2003, 2004, 2005, and 2006, FPMC originated approximately \$706 million, \$347 million, \$296 million, and \$70 million respectively, in new

residential mortgage loans. FPMC originated no loans in 2007 or 2008.

Discontinuance of Operations

In order to participate in the FHA mortgage insurance program, FPMC was required to maintain a minimum net worth requirement. As of December 31, 2005, FPMC was below the minimum net worth requirement of the Department of Housing and Urban Development (HUD), as a result of which FPMC became ineligible for participation in the HUD mortgage insurance programs.

FPMC funded the loans it originated prior to the sale of such loans to investors. The source of money to fund these loans was a warehouse line of credit with Colonial Bank N.A. (Colonial) under which Colonial advanced up to 99% of the amount of each loan that was to be paid by the investor, but not to exceed the unpaid principal of the loan. The advance was repaid when the loan was sold to the investor. Another funding source for loans originated by FPMC was loan participation agreements with Citizens State Bank of Woodville, Texas (CSB). Under these agreements CSB underwrote selected loans originated by FPMC and had the option to purchase up to 100% undivided interest in each loan approved for the program. When a subject mortgage loan was sold in the secondary market, CSB recouped its investment plus a specified yield on its investment. In March and April of 2006, respectively, Colonial and CSB discontinued their agreements with FPMC.

No new mortgage loans have been funded since April 28, 2006. Despite its efforts, management of the Company has been unable to obtain alternate sources of funding for FPMC's mortgage loan operations and management believes that all reasonable avenues for obtaining such funding have been exhausted. FPMC's mortgage loan operations were the Company's only significant source of operating revenue.

First Advisory Services, Inc., (FAS) a wholly-owned subsidiary of the Company, has provided accounting, personnel, general and administrative, and information technology services to entities that are affiliated through common ownership. Due to the discontinuance of the Company's mortgage operation, the services provided by FAS have been substantially reduced.

As of December 31, 2008, the Company and its consolidated subsidiaries employed one employee.

The Company has not spent any significant amounts on research and development or compliance with environmental laws.

Sale of the Assets of First Preference Mortgage Corp.

On December 1, 2006, FPMC and Citizens Mortgage Corporation (CMC) executed an agreement entitled Memorandum of Asset Purchase (the Agreement) under which FPMC sold to CMC substantially all of its furniture, fixtures and equipment and its retail and wholesale loan production operations and going concern value for a purchase price of \$333,873, of which \$78,873 was paid in cash on the date of execution and the \$255,000 balance was paid in the form of CMC's promissory note. The promissory note was unsecured, earned interest at 0.75% below the prime rate published in the Wall Street Journal (initially, 7.50%), and was repayable in 12 quarterly installments of principal and accrued interest starting March 15, 2007. The effective date provided in the Agreement was May 1, 2006. Payments on the promissory note were made periodically in 2007, with the balance paid in full on December 27, 2007. Under the Agreement CMC assumed no liabilities, obligations or commitments of FPMC, other than certain equipment lease agreements. In connection with the discontinuance by FPMC of its loan production operations, CMC employed certain of FPMC's former employees and took over the processing of loan applications that had been received by FPMC.

CMC is a wholly-owned subsidiary of Citizens State Bank of Woodville, Texas, the president and chief executive officer of which is David W. Mann and the parent company of which is majority-owned by Mr. Mann and his affiliates. Mr. Mann is also the chief executive officer and a director of both FPMC and the Company. Mr. Mann and his affiliates have controlling beneficial ownership of the Company and the parent company of CMC.

The purchase price and terms provided in the Agreement were negotiated on behalf of FPMC by the independent Directors of the Company and by legal counsel selected by them. The purchase price was based on an evaluation provided by an independent expert.

Item 1A. Risk Factors

For risk factors applicable to the Company arising from (i) the Company's lack of profitable operations in recent years, (ii) the Company's lack of liquidity and significant negative net worth, and (iii) the lack of a public trading market in the Company's common stock, see "Discontinuance of Operations" under Item 1, Item 5, and "Liquidity and Capital Resources" under Item 7.

Item 1B. Unresolved Staff Comments

There are no unresolved staff comments for the fiscal year covered by this report.

Item 2. Description of Property

The principal office of the Company and its subsidiaries (including FPMC) is located at 800 Washington Ave., Waco, Texas. This property is owned by JRPM Investments, Ltd. (JRPM). Since May 2006, Security Bancshares Service Corp. (SBSC) has leased the building from JRPM, and FPMC has subleased a portion of the building from SBSC. See Item 12 (Certain Relationships and Related Transactions) for more information regarding these leases.

Item 3. Legal Proceedings

On August 28, 2006, CitiMortgage, Inc. (CitiMortgage) initiated an action in the United States District Court for the Eastern District of Missouri naming FPMC, CMC, and David W. Mann as defendants and alleging breach of contract claims and a fraudulent transfer claim (the CitiMortgage Litigation). On March 26, 2008, CitiMortgage, FPMC, and Mr. Mann entered into a settlement agreement to resolve all claims that CitiMortgage may have had against FPMC, Mr. Mann, the Company and all related parties. On November 4, 2008, the CitiMortgage litigation was permanently dismissed with prejudice and Mr. Mann, FPMC, the Company, and all related parties were released from all claims that CitiMortgage made, or could have made, in the litigation. This settlement is described in Item 12 of this Form 10-K.

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

Item 4. Submission of Matters to a Vote of Security Holders

No matters were submitted to a vote of security holders during the fourth quarter of the fiscal year covered by this report.

Part II

Item 5. Market for Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

There is no established public trading market for the Company's no par value common stock. On December 31, 2008, the Company had approximately 440 holders of record of its common stock.

The Company did not pay any cash dividends during the last two fiscal years and does not intend to do so for the foreseeable future. Except in limited circumstances, the Texas Business Corporation Act would prohibit the Company from paying a dividend if, after giving effect to the dividend, the Company would be insolvent or if the dividend exceeded the Company's surplus.

The Company has no equity compensation plans and no securities authorized for issuance under any such plans.

The Company and its affiliates made no purchases of its equity securities during fourth quarter of 2008.

Item 6. Selected Financial Data

This item is not required for smaller reporting companies.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Operations

As a result of FPMC's discontinuation of the mortgage loan production as of April 28, 2006, the Company originated no new residential mortgage loans in 2007 or 2008. Prior to the discontinuation of the mortgage loan production, the Company's revenue was derived from loan origination fees, interest on mortgage loans until their sale to investors and revenue on the sale of mortgage loans to investors.

The Company's only current operations consist of seeking negotiated resolutions of the claims of its creditors.

Results of Operations

The Company had a net gain before discontinued operations and other comprehensive gain (loss) of \$788,451 for 2008, compared to a net loss of \$1,669,980 for that item in 2007.

Loan administration and production revenue for 2008 was \$886 compared to \$1,394 for 2007. No loans were originated during 2007 or 2008. In 2007 and 2008, loan administration and production revenue consisted of only loan servicing fees.

Interest income for 2008 amounted to \$341 compared to \$16,711 in 2007. In 2007, FPMC earned \$15,295 in interest from a promissory note from CMC. The balance on the note was paid in full on December 27, 2007. This promissory note is described further in Item 1 (Description of Business).

During 2008, the Company earned oil and gas royalties in the amount of \$131,859 compared to \$77,102 in 2007.

The Company realized no gain (loss) on sale of mortgage loans during 2008. For the year ended December 31, 2007, the Company realized a gain on sale of mortgage loans of \$7,405.

Salaries and related expenses for 2008 were \$103,621 compared to \$147,614 in 2007. At December 31, 2008, the Company had one employee.

Interest expense for the year ended December 31, 2008, amounted to \$179,819 compared to \$10,293 for the same period in 2007. The increase in interest expense is due to the \$2,500,000 consent judgment entered into in connection with the settlement of the CitiMortgage Litigation described in Item 12 (Certain Relationships and Related Transactions). The judgment bears interest at a rate of 9% per year.

During 2008, the Company recorded a reverse provision for loan losses of \$1,222,865. During 2007, the Company recorded a provision for loan losses of \$1,050,153. The reverse provision for loan losses recorded in 2008 was largely the result of the settlement of the CitiMortgage litigation described in Item 12 (Certain Relationships and Related Transactions). At December 31, 2008, the reserve for loan losses amounted to \$2,610,011 compared to \$4,332,843 at December 31, 2007. In 2007, the Company recovered approximately \$170,000 from errors and omissions insurance claim with regard to certain defaulted loans. There was no such recovery in 2008. Loss charge-offs amounted to \$84,000 for the year ended December 31, 2008, and \$7,614 for the year ended December 31, 2007. During 2005 and 2004, the Company experienced an increase in the delinquency and default rate on the mortgage loans it originated and sold to investors. No loans have been funded since April 28, 2006, but the Company is at risk under certain of its agreements with these investors for credit losses and cost of foreclosure on default of the borrower.

Operating expenses for 2008 were \$349,407 compared to \$663,430 in 2007. This is primarily due to a decrease in legal fees from 2007 to 2008. Legal fees were \$184,081 in 2008 compared to \$478,774 in 2007.

Other comprehensive income consists of unrealized holding gains (losses) on marketable investment securities. For the year ended December 31, 2008, unrealized holding losses amounted to \$1,134,760 compared to gains of \$1,002,544 for the same period in 2007.

Financial Condition

At December 31, 2008, the Company's total assets were \$266,682 compared to \$1,664,841 at December 31, 2007. The decrease in total assets is primarily due to the decreased value of marketable investment securities of \$1,155,425 from a balance of \$1,371,507 at December 31, 2007, to a balance of \$216,081 at December 31, 2008. In addition, \$83,999 of accounts receivable was written-off against the reserve for loan losses. Cash and cash equivalents also decreased by \$80,940 from December 31, 2007 to December 31, 2008. The Company's primary source of potential value is its net operating loss carryforward in the amount of approximately \$17.2 million which, in circumstances permitted by United States federal income tax laws and regulations, could be available to shelter taxable income produced by the operations of certain entities if those operations and the Company's operations were combined. Under those laws and regulations, entities that could make maximum use of the Company's net operating loss carry forwards would be those controlled by David W. Mann.

Liquidity and Capital Resources

Prior to the discontinuance of the Company's mortgage origination operations in 2006, the Company's primary sources of liquidity were proceeds from the sale of mortgage loans, net interest income, fees earned from originating mortgage loans and borrowings under FPMC's warehouse line of credit. When those operations were discontinued and FPMC's warehouse line of credit was terminated, the Company lost its primary source of liquidity. The only remaining sources of liquidity are interest and investment income from cash, cash equivalents, and investments. The Company does not trade investment securities as a source of liquidity and does not intend to do so in the future.

As reflected in the attached financial statements, the stockholder's equity of the Company was \$(5,655,440) at December 31, 2008, compared to stockholders' equity of \$(5,309,131) at December 31, 2007. The Company had no commitments for capital expenditures at December 31, 2008.

At this time, management does not intend to cause the Company or FPMC to seek protection under the bankruptcy laws and will instead seek to obtain satisfactory settlements with its creditors. If creditors can be satisfied, the Company may retain some residual value that will be preserved for shareholders. It is entirely possible, however, that this process will be unsuccessful, in which case the Company or FPMC have to seek protection under the bankruptcy laws or may be forced into involuntary bankruptcy by its creditors. If that occurs, the Company's common stock would be likely to have no value.

Off-balance sheet Arrangements

The Company does not, and did not during 2008, have any off-balance sheet arrangements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

This item is not required for smaller reporting companies.

Item 8. Financial Statements and Supplementary Data

The consolidated financial statements of the Company and its subsidiaries and the independent auditors' report appear on pages F-1 through F-21 herein.

In the balance sheet as of September 30, 2008 and the statement of income for the periods then ended that were included in the Company's Form 10-Q for the quarter ended September 30, 2008, there was an error resulting from the failure to record the expense side of certain intercompany transactions. First Advisory Services (FAS), a subsidiary of

the Company, performs accounting and advisory services for the Company and its subsidiary FPMC. FAS bills the Company and FPMC monthly for these services. Eliminating entries are generally made to eliminate these offsetting intercompany transactions. For three months during the nine months ended September 30, 2008, the revenue and resulting receivable were recorded on the books of FAS; however, the expense and resulting payable were not recorded on the books of the Company and FPMC. At the end of the third quarter, the intercompany revenue and receivable on the books of FAS were eliminated and an equal amount of expenses and payables were eliminated from the books of the Company and FPMC, as if the original entries had been recorded correctly. This resulted in the overstatement of net income and the understatement of accounts payable by \$44,850. In the statement of income for the nine months ended September 30, 2008 professional fees and other administrative expenses were reported as \$267,091 and should have been reported as \$311,941. A Net loss was reported of \$284,479, but should have been reported as \$329,329. On the balance sheet as of September 30, 2008, retained earnings were reported as \$(8,051,751) and should have been reported as \$(8,096,601). Accounts payable was reported as \$143,017 and should have been reported as \$187,867. These errors have been corrected in the financial statements appearing in this Form 10-K.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A(T). Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company evaluated the effectiveness of the design and operation of its disclosure controls and procedures as of the end of the period covered by this report. The evaluation was carried out under the supervision of and with the participation of the Company's Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information relating to the Company, including its consolidated subsidiaries, required to be included in reports the Company files with or submits to the Securities and Exchange Commission under the Securities Act of 1934.

Evaluation of Internal Control Over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control system was designed to provide reasonable assurance to the Company's management and Board of Directors regarding the preparation and fair presentation of published financial statements.

Management assessed the effectiveness of the Company's internal control over financial reporting (as defined in the Securities Exchange Act of 1934 Rule 13a-15 and 15d-15(f)) as of December 31, 2007. In making this assessment, it used the criteria set forth in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on management's assessment the Company believes that, as of December 31, 2008, the Company's internal control over financial reporting is effective based on those criteria. This assessment is supported by the attestation report of our independent registered public accounting firm.

Change of Internal Controls

There have been no changes in the Company's internal control over financial reporting that occurred during the fourth quarter of fiscal year 2008 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information

None.

Part III**Item 10. Directors, Executive Officers and Corporate Governance****Information About Directors and Executive Officer**

The table below provides certain information as of March 31, 2009, with respect to each director and our executive officer. Unless otherwise indicated, each person has been engaged in the principal occupation shown for the past five years.

Name and Principal Occupation for the Last Five Years	Age	Director Since	Positions With Company
David W. Mann President, First Financial Corporation since May 21, 1992; Chairman of the Board, First Financial Corporation since May 15, 2001, Director since 1991; President, First Preference Mortgage Corp. from February 7, 1993 to September 30, 2004, from October 8, 2004 to September 30, 2005, and since April 1, 2006; Chairman of the Board, First Preference Mortgage Corp. since February 5, 2002; President, Chief Executive Officer, Citizens State Bank, Woodville, Texas since March 25, 1997, Vice Chairman of the Board, Citizens State Bank, Woodville, Texas since June 28, 1994 until April 25, 2006, Chairman of the Board, Citizens State Bank, Woodville, Texas since April 25, 2006; Mr. Mann is also an officer and director of certain insurance agencies and companies and holds positions with several other family-owned entities.	53	5-21-91	President, Chief Executive Officer, Chief Financial Officer, and Chairman of the Board

James Lee Motheral	54	2-6-01	Director
---------------------------	----	--------	----------

Since January 1, 1996, Mr. Motheral has been employed in the field of print management as President of Motheral Printing Company.

Dr. Raymond A. Parker	80	11-15-01	Director
------------------------------	----	----------	----------

Dr. Parker is a retired minister.

Joseph Edward Walker	78	2-06-01	Director
-----------------------------	----	---------	----------

Since January 1, 1996, Mr. Walker was employed by Video Productions and Impact Productions. Mr. Walker retired in 2005.

Code of Ethics

The Company has adopted a Code of Ethics applicable to its Chief Executive Officer and senior financial officers, which was filed as Exhibit 14.1 to the 10-KSB for the year ended December 31, 2003, filed with the Securities and Exchange Commission on April 14, 2004.

Audit Committee

The Board of Directors has no audit committee, or any other committee performing similar functions. The Board as a whole performs the functions that would otherwise be performed by the audit committee.

In connection with performing its functions as an audit committee, the full Board has determined that David W. Mann qualifies as an audit committee financial expert, as that term is defined in Item 407(d) of the Securities and Exchange Commission's Regulation S-K. Mr. Mann, because he is an officer and principal owner of the Company, would not be considered independent within the meaning of the independence requirements of any national securities exchange or national securities association. It should be noted, however, that, because the Company's securities are not listed on any such exchange or traded on a trading system maintained by any national securities association, no financial expert is required to be on the Company's Board of Directors or to be independent.

Item 11. Executive Compensation

Executive Compensation

The following table sets forth information regarding the compensation paid to or for the Company's chief executive officer, who is the Company's only executive officer.

Summary Compensation Table		
Name and Principal Position	Year	Salary ⁽¹⁾
David W. Mann President, Chief Executive Officer and Chief Financial Officer	2008	\$ 25,000
	2007	\$100,000

(1) Salary was the only form of compensation Mr. Mann received in the years presented.
--

There were no outstanding equity awards as of December 31, 2008.

Director Compensation

During 2008, each non-employee Director of the Company (all Directors other than David W. Mann) was paid a fee of \$1,000 for each regular Board of Directors meeting attended. There were three such meetings in 2008. Mr. Mann receives compensation as an executive officer as disclosed under Executive Compensation. He does not receive any additional compensation for his service as Director. The Company had no other compensation arrangements with any Director of the Company during the last completed fiscal year.

Director Compensation	
Name of Director	Fees Earned or Paid in Cash ⁽¹⁾
James Lee Motheral	\$ 3,000
Raymond A. Parker	\$ 3,000
Joseph Edward Walker	\$ 3,000
<p>(1) Fees earned or paid in cash were the only form of compensation received by the Company's Directors in 2008.</p>	

Item 12. Security Ownership of Certain Beneficial Owners and Management and**Related Stockholder Matters****Stock Ownership of Certain Beneficial Owners**

As of March 31, 2009, the persons and entities named below were, to our knowledge, the only beneficial owners of more than 5 percent of our outstanding common stock, determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, other than David W. Mann, whose beneficial ownership of our common stock is described below in the table entitled "Security Ownership of Directors and Executive Officer." Except as otherwise indicated, the parties named below have sole voting and investment power with respect to the shares beneficially owned by them.

Security Ownership of Certain Beneficial Owners		
Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of All Outstanding Shares
First Financial Holdings, Ltd. ⁽¹⁾ 800 Washington Ave. Waco, Texas 76701	102,898	25.6%
Harold E. Allison, III ⁽²⁾ 102 West Bluff Street Woodville, Texas 75979	102,898	25.6%
JRPM Investments, Ltd. ⁽³⁾ 800 Washington Ave. Waco, Texas 76701	228,530	56.8%
<p>(1) First Financial Holdings, Ltd. (Holdings) is a Texas limited partnership the general partners of which are David W. Mann and FFC Holdings, Inc., a Texas corporation (FFCH). Mr. Mann is president and sole director of FFCH. The sole shareholder of FFCH is the David W. Mann 1990 Trust (the 1990 Trust). Mr. Mann, his spouse, and his descendants are the sole current beneficiaries of the 1990 Trust.</p>		

(2) Mr. Allison is the sole trustee of the 1990 Trust. He is an executive officer of Citizens State Bank, Woodville, of which David W. Mann is president, chief executive officer, and a director. All of the shares shown as beneficially owned by Mr. Allison consist of the 102,898 held directly by Holdings (see footnote 1 above).

(3) JRPM Investments, Ltd. (JRPM) is a Texas limited partnership the general partners of which are David W. Mann and RAM Investors, Inc., a Texas corporation (RAMII). Mr. Mann is president and sole director of RAMII. The sole shareholder of RAMII is the David W. Mann.

Stock Ownership of Executive Officer and Directors

The table below sets forth certain information concerning the beneficial ownership, as of March 31, 2009, of our common stock by (1) each director, (2) the executive officer for whom compensation information is disclosed under the caption Executive Compensation, and (3) all of our Directors and executive officer as a group, determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1934. Unless otherwise indicated, all shares shown as beneficially owned are held with sole voting and investment power.

Security Ownership of Executive Officer and Directors		
David W. Mann		
800 Washington Ave.		
Waco, Texas 76109	331,428 ⁽¹⁾	82.4%
James Lee Motheral	-0-	-0-
Dr. Raymond A. Parker	-0-	-0-
Joseph Edward Walker	-0-	-0-
All Directors and executive officers as a group	331,428	82.4%
<p>⁽¹⁾ Consists of (i) the 102,898 shares owned directly by Holdings (see footnote 1 in Security Ownership of Certain Beneficial Owners table above), and (ii) the 228,530 shares owned directly by JRPM (see footnote 3 in Security Ownership of Certain Beneficial Owners table above).</p>		

Equity Compensation Plan Information

The Company does not maintain any compensation plans under which equity securities of the Company are authorized for issuance.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's Directors, executive officers, controller, and beneficial owners of more than 10% of the Company's common stock to file certain beneficial ownership reports with the Securities and Exchange Commission. The Company is not aware of the failure by any of such persons to file timely any such report during 2008 or with respect to transactions occurring during 2008.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Sale of the Assets of First Preference Mortgage Corp.

The sale of assets of FPMC to Citizens Mortgage Corporation is described in Item 1 of this report on Form 10-K.

Managerial and Accounting Services Provided by Security Bancshares Service Corp

Security Bancshares Service Corp (SBSC), a related entity, provides accounting and managerial services to other entities directly or indirectly owned or controlled by David W. Mann including the Company. During 2008 and 2007, the Company paid \$29,050 and \$32,990 respectively, in fees for accounting and managerial services provided by SBSC.

Lease of 800 Washington Ave. Property

800 Washington Ave., Waco, Texas, is the principal office of the Company and its subsidiaries (including FPMC) and is owned by JRPM Investments, Ltd., a Texas limited partnership (JRPM) controlled by Mr. Mann and owned by Mr. Mann and trusts for his children. In 2007 and 2008, SBSC leased the building from JRPM and subleased portions of the building to other entities directly or indirectly owned or controlled by David W. Mann including FPMC. FPMC paid SBSC for use of part of the building in the total amounts of \$0 and \$1,232 during 2008 and 2007, respectively.

Exercise of Warrant

On March 28, 2007, JRPM loaned the Company \$110,000 in order to fund the Company's exercise of a warrant held by the Company to purchase 246,429 shares of Inspiration Mining Corporation (IMC) at a price of \$0.450 CAD per share, or \$.0389 USD per share. At the time of the loan, the closing price of the IMC shares on the Toronto Stock Exchange was \$3.12 CAD per share, or \$2.69 USD per share. The \$110,000 loan is represented by a promissory note that bears interest at 9.5% per year, was originally payable in full as to principal and interest on July 25, 2007, and is secured by a pledge of 82,143 of the IMC shares. The note has been renewed and extended several times on the same terms and is currently payable in full on June 21, 2009. During 2008 and 2007, the Company made payments of interest on the note aggregating \$4,650 and \$6,105 respectively, and payment of principal aggregating \$40,000 and \$45,000, respectively.

Loan Servicing Provided by First Financial Corporation for FFC Venture

During 2007 and 2008, the Company provided loan servicing on mobile home loans held by FFC Ventures, Inc., which is owned by David W. Mann. The Company earns approximately \$10 per loan payment received. The Company received \$886 in loan servicing fees from FFC Ventures in 2008 and \$1,394 in 2007.

First Preference Mortgage Corporation Settlement

On March 25, 2008, FPMC, David W. Mann, the President, Chief Executive Officer and beneficial owner of approximately 82.4% of the Company's outstanding shares, and CitiMortgage entered into a settlement agreement to resolve the litigation initiated by CitiMortgage that is described in Item 3 of this Form 10-K. The settlement agreement provides for the entry of a consent judgment in favor of CitiMortgage against FPMC in the amount of \$2,500,000 and a stay of the action against the defendants. The consent judgment was entered by the court on March 27, 2008, and thereafter bears interest at a rate of 9% per year. The consent judgment is included in notes payable on the Company's September 30, 2008, balance sheet. The stay remained in effect until CitiMortgage received \$600,000 in two payments of \$300,000 each on March 31, 2008 and July 31, 2008, respectively, at which time the releases described below became effective.

The two \$300,000 payments were made by Mr. Mann and other entities of which he is a principal owner (other than the Company and its subsidiaries). Upon CitiMortgage's receipt of the second payment on July 31, 2008, CitiMortgage assigned the \$2,500,000 judgment against FPMC to Mr. Mann.

On November 4, 2008, the CitiMortgage litigation was permanently dismissed with prejudice and Mr. Mann, FPMC, the Company, and all related parties were released from all claims that CitiMortgage made, or could have made, in the litigation. The \$2,500,000 consent judgment against FPMC, which was not released in the releases given by CitiMortgage, bears interest at the rate of 9% per annum from date of entry, is currently payable by FPMC and is enforceable by Mr. Mann against FPMC.

Director Independence

The Company has not determined whether each member of its Board of Directors will be considered independent as that term is defined in the rules of any national securities exchange or securities association that apply to listed companies. Even if the Company were a listed company, many of the rules defining independence would not apply to the Company because the Company's voting securities are controlled by a majority shareholder.

Item 14. Principal Accounting Fees and Services

The following table discloses the audit fees that Pattillo, Brown & Hill, L.L.P. billed the Company for audit services rendered for each of the last two fiscal years, as well as the fees for other professional services billed by Pattillo, Brown & Hill, L.L.P. in each of the last two fiscal years:

	2008	2007
Audit fees	\$ 51,400	\$ 49,768
Tax fees ⁽¹⁾	\$ 9,700	\$ 8,090

⁽¹⁾ Consists of the preparation of federal and state tax returns in 2007 and 2008.

Item 15. Exhibits, Financial Statement Schedules

Reference is made to the Exhibit Index beginning on page E-1 hereof.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, First Financial Corporation has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized:

FIRST FINANCIAL CORPORATION

/s/ David W. Mann

By: David W. Mann

President, Chief Executive Officer and
Chief Financial Officer

Date: April 15, 2009

In accordance with requirements of the Exchange Act, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

/s/ David W. Mann

David W. Mann, President, CEO, CFO and

Date: April 15, 2009

Chairman of the Board
*(Principal financial officer and
Principal accounting officer)*

/s/ Jim Motheral
Jim Motheral, Director

Date: April 15, 2009

/s/ Joe Walker
Joe Walker, Director

Date: April 15, 2009

/s/ Dr. Raymond Parker
Dr. Raymond Parker, Director

Date: April 15, 2009

S - 1

EXHIBIT INDEX

- 3.1 Restated Articles of Incorporation of First Financial Corporation (incorporated by reference to the Company's Annual Report on Form 10-KSB for fiscal year ended December 31, 2002).
- 3.2 Articles of Amendment to Restated Articles of Incorporation of First Financial Corporation (incorporated by reference to Exhibit 3.1 of the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2008).
- 3.3 Amended and Restated Bylaws of First Financial Corporation (incorporated by reference to the Company's Annual Report on Form 10-KSB for fiscal year ended December 31, 2002).
- 10.1 Workout and Forebearance Agreement between First Preference Mortgage Corp. and CitiMortgage, Inc. dated August 9, 2005 (incorporated by reference to the Company's current report on Form 8-K dated August 9, 2005).
- 10.2 Memorandum of Asset Purchase between First Preference Mortgage Corp. and Citizens Mortgage Corp. dated December 1, 2006 (incorporated by reference to the Company's Annual Report on Form 10-KSB/A for fiscal year ended December 31, 2006).
- 10.3 Settlement Agreement and Mutual Release entered into March 28, 2008, by and among CitiMortgage, Inc., First Preference Mortgage Corporation and David W. Mann (incorporated by reference to the Company's Annual Report on Form 10-KSB for fiscal year ended December 31, 2007).
- 14.1 Code of Ethics (incorporated by reference to the Company's Annual Report on Form 10-KSB for fiscal year ended December 31, 2003).
- 21.1 Subsidiaries of the Registrant (incorporated by reference to the Company's Annual Report on Form 10-KSB for fiscal year ended December 31, 2006).
- 31.1 Rule 13a-14(a)/15d-14(a) Certification (filed with this Form 10-K).
- 32.1 Section 1350 Certification (filed with this Form 10-K).

E - 1

INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholders of
First Financial Corporation and Subsidiaries

We have audited the accompanying consolidated balance sheet of First Financial Corporation (a Texas corporation) and Subsidiaries as of year-end December 31, 2008 and 2007, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for the years ended December 31, 2008 and 2007. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of First Financial Corporation and Subsidiaries as of year-end December 31, 2008 and 2007, and the results of their operations and their cash flows for the years ended December 31, 2008 and 2007, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that First Financial Corporation will continue as a going concern. As discussed in Note 2 to the financial statements, First Financial Corporation suffered recurring losses from its mortgage operation that raises substantial doubt about the entity's ability to continue as a going concern. In 2006, First Financial Corporation discontinued its mortgage operation. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

April 15, 2009

F-1

401 WEST HIGHWAY 6 P. O. BOX 20725 WACO, TX 76702-0725 (254) 772-4901g FAX: (254) 772-4920
www.pbhcpa.com

AFFILIATE OFFICES: BROWNSVILLE, TX (956) 544-7778 HILLSBORO, TX (254) 582-2583

TEMPLE, TX (254) 791-3460 WHITNEY, TX (254) 694-4600 ALBUQUERQUE, NM (505) 266-5904

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of

First Financial Corporation and Subsidiaries

We have audited First Financial Corporation's internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). First Financial Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered

necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

F-2

401 WEST HIGHWAY 6 P. O. BOX 20725 WACO, TX 76702-0725 (254) 772-4901g FAX: (254) 772-4920
www.pbhcpa.com

AFFILIATE OFFICES: BROWNSVILLE, TX (956) 544-7778 HILLSBORO, TX (254) 582-2583

TEMPLE, TX (254) 791-3460 WHITNEY, TX (254) 694-4600 ALBUQUERQUE, NM (505) 266-5904

In our opinion, First Financial Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the balance sheets and the related statements of income, stockholders' equity and comprehensive income, and cash flows of First Financial Corporation, and our report dated April 15, 2009, expressed an unqualified opinion.

April 15, 2009

F-3

FIRST FINANCIAL CORPORATION AND SUBSIDIARIES**CONSOLIDATED BALANCE SHEET****AS OF DECEMBER 31, 2008 AND 2007**

	2008	2007
ASSETS		
Cash and cash equivalents	\$ 1,829	\$ 82,769
Accounts receivable, net of allowance for bad debts	187	88,449
Marketable investment securities	216,081	1,371,507
Mortgage loans held-for-investment	992	5,080
Property and equipment, net of accumulated depreciation	-	2,160
Other assets	47,593	114,876
Total Assets	\$ 266,682	\$ 1,664,841
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Estimated reserve for indemnifications and early payment default losses	\$ 2,610,011	\$ 4,332,843
Accounts payable	164,827	37,186
Accrued expenses and other liabilities	303,163	124,721
Payables to related parties	2,525,000	14,252
Note payable	319,121	2,464,970
Total Liabilities	5,922,122	6,973,972
Stockholders' Equity		
Common stock - no par value; authorized 500,000 shares; issued 402,058 shares	1,000	1,000
Additional paid-in capital	1,454,594	1,454,594
Retained earnings	(6,978,818)	(7,767,269)
Accumulated other comprehensive income:		
Unrealized gain on marketable securities, net of tax	(132,216)	1,002,544
Total Stockholders' Equity	(5,655,440)	(5,309,131)
Total Liabilities and Stockholders' Equity	\$ 266,682	\$ 1,664,841

See accompanying notes to consolidated financial statements.

FIRST FINANCIAL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

YEARS ENDED DECEMBER 31, 2008 AND 2007

	2008	2007
REVENUE		
Loan administration	\$ 886	\$ 1,394
Interest income	341	16,711
Realized gain (loss) on sale of mortgage loans	-	7,405
Realized gain (loss) on sale of securities	64,767	89,574
Oil and gas royalties	131,859	77,102
Other	580	9,324
Total Revenue	198,433	201,510
COST AND EXPENSES		
Salaries and related expenses	103,621	147,614
Interest expense	179,819	10,293
Provision for losses under servicing agreements and other	(1,222,865)	1,050,153
Operating expenses:		
Professional fees	288,666	546,867
Depreciation and amortization	17,511	35,276
General and administrative	43,230	81,287
Total Cost and Expenses	(590,018)	1,871,490
GAIN (LOSS) BEFORE INCOME TAXES AND		
OTHER COMPREHENSIVE GAIN (LOSS)	788,451	(1,669,980)
INCOME TAXES		
Current	-	-
Total Income Taxes	-	-
GAIN (LOSS) BEFORE OILIER COMPREHENSIVE GAIN (LOSS)		
OTHER COMPREHENSIVE GAIN (LOSS)	788,451	(1,669,980)
Unrealized gain (loss) on marketable securities, net of tax	(1,134,760)	1,002,544
NET COMPREHENSIVE GAIN (LOSS)	\$(346,309)	\$(667,436)
GAIN (LOSS) PER COMMON SHARE FROM CONTINUING OPERATIONS	\$ 1.96	\$(4.15)
NET COMPREHENSIVE GAIN (LOSS) PER COMMON SHARE	\$(0.86)	\$(1.66)

See accompanying notes to consolidated financial statements.

FIRST FINANCIAL CORPORATION AND SUBSIDIARIES**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY****YEARS ENDED DECEMBER 31, 2008 AND 2007**

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Unrealized Gain (Loss)	Treasury Stock	Total
BALANCE, DECEMBER 31, 2006	\$ 1,000	\$ 1,454,594	\$ (6,097,289)	\$ 757,811	\$ -	\$ (3,883,884)
COMPREHENSIVE LOSS						
Net loss	-	-	(1,669,980)	-	-	(1,669,980)
Other comprehensive loss:						
Unrealized gain (loss) on marketable securities, net of tax	-	-	-	244,733	-	244,733
Total Comprehensive Loss						(1,425,247)
BALANCE, DECEMBER 31, 2007	1,000	1,454,594	(7,767,269)	1,002,544	-	(5,309,131)
COMPREHENSIVE LOSS						
Net gain	-	-	788,451	-	-	788,451
Other comprehensive loss:						
Unrealized gain (loss) on marketable securities, net of tax	-	-	-	(1,134,760)	-	(1,134,760)
Total Comprehensive Loss						(346,309)
BALANCE, DECEMBER 31, 2008	\$ 1,000	\$ 1,454,594	\$ (6,978,818)	\$ (132,216)	\$ -	\$ (5,655,440)

See accompanying notes to consolidated financial statements.

FIRST FINANCIAL CORPORATION AND SUBSIDIARIES**CONSOLIDATED STATEMENTS OF CASH FLOW****YEARS ENDED DECEMBER 31, 2008 AND 2007**

	2008	2007
CASH FLOWS FROM OPERATING ACTIVITIES		
Net gain (loss)	\$ 788,451	\$(1,669,980)
Adjustments to reconcile net gain (loss) to net cash used by operating activities:		
Depreciation and amortization	17,511	35,276
Provision for losses plus recoveries	(1,722,832)	1,050,153
Net recoveries	-	170,023
(Increase) decrease in accounts receivable	88,262	8,236
Increase (decrease) in accounts payable and other accruals	306,083	(78,006)
Mortgage loans sold	-	5,990
(Increase) decrease in other assets	51,932	298,066
NET CASH USED BY OPERATING ACTIVITIES	(470,593)	(180,242)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of marketable investment securities, available-for-sale	(64,766)	(257,759)
Sale of marketable investment securities	20,665	-
Principal received on mortgage loans	4,088	4,949
Sale/disposition of property and equipment	-	(15,352)
Gain/(loss) on sale of securities	64,767	-
NET CASH PROVIDED (USED) BY INVESTING ACTIVITIES	24,754	(268,162)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net change in short-term borrowings	-	68,142
Proceeds from note payable	404,899	-
Payments on note payable	(40,000)	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	364,899	68,142
NET DECREASE IN CASH AND CASH EQUIVALENTS	(80,940)	(380,262)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	82,769	463,031
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 1,829	\$ 82,769
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Interest paid	\$ 6,088	\$ 9,427

See accompanying notes to consolidated financial statements.

F-7

FIRST FINANCIAL CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2008

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

First Financial Corporation (the Company) was incorporated in the State of Texas in 1964. The primary business of the Company, both directly or through its subsidiaries, was the origination and servicing of residential mortgage and manufactured home loans, engaging in insurance activities, and providing consulting and data processing services to related companies. As of December 31, 2008, the Company had two wholly-owned subsidiaries, First Preference Mortgage Corporation (FPMC) and First Advisory Services, Inc. (FAS). FPMC also had a wholly-owned subsidiary, First Financial Information Services, Inc. (FFIS). As discussed in Note 3, FPMC and FFIS discontinued operations in 2006. As of December 31, 2008, the majority of the Company s assets are investment securities and the majority of the Company s liabilities are notes payable and reserves for losses related to the discontinued mortgage operation.

Basis for Financial Presentation

The Company s financial statements have been prepared in conformity with generally accepted accounting principles. In preparing those financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and revenue and expenses for the period. Actual results could differ significantly from those estimates. Operating results for the year ended December 31, 2008, are not necessarily indicative of the results for any future period.

Principles of Consolidation

The accompanying consolidated financial statements include the financial statements of First Financial Corporation, and all of its wholly-owned and majority owned subsidiaries. All significant intercompany transactions and balances have been eliminated in the consolidation. For the year ended December 31, 2008, all subsidiaries are wholly-owned; therefore, no minority interest is reported.

Cash Equivalents

For the purposes of the 2008 and 2007 consolidated statements of cash flows, the Company considers all highly liquid instruments with original maturities of three months or less to be cash equivalents.

(continued)

F-8

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment Securities

Investment securities classified as available-for-sale are adjusted to market value at year-end. The unrealized gain (loss) is recorded net of income taxes as a component of comprehensive income. Realized gains or losses on sale of securities are calculated based on the specific identification method.

Property and Equipment

Property and equipment are stated at cost. Depreciation is computed using accelerated and straight-line methods over the estimated useful lives of the assets.

Mortgage Loans Held-for-Investment

Mortgage loans held-for-investment are carried at historical cost unless otherwise permanently impaired.

Estimated Reserve for Indemnifications and Early Payment Default Losses

The Company uses the reserve method of providing for estimated losses for indemnifications and early payment defaults. The reserve is increased by provisions charged to operating expense and is reduced by net charge-offs. The provision for estimated losses charged to operating expense, among other factors, is based on the Company's historical loan repurchases and indemnifications of investors for losses sustained, net of any expected third party recoveries.

The reserve for estimated losses for indemnifications and early payment defaults is maintained at a level which, in management's judgment, is adequate to absorb credit losses inherent in the loans sold. The amount of the reserve is based on management's evaluation of loans with contingent liability, including the nature of trends in historical loss experience, specific impaired loans, economic conditions, and other risks inherent in the sale of loans. Although management uses available information to recognize estimated losses for indemnifications and early payment defaults, because of uncertainties associated with economic conditions, collateral values, and future cash flows on impaired loans, it is reasonably possible that a material change could occur in the estimate of losses for indemnifications and early payment defaults in the near term.

(continued)

F-9

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income Taxes

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due, plus deferred taxes, related primarily to differences between the basis of the loan loss reserve for financial and income tax reporting. The deferred tax assets and liabilities represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Deferred taxes also are recognized for operating losses that are available to offset future taxable income and tax credits that are available to offset future federal income taxes. Due to the uncertainty about the Company's ability to continue as a going concern as discussed in Note 2, an allowance has been established for the full amount of the deferred tax benefit. No deferred tax asset is indicated due to the extent of the Company's net operating loss carryforward.

Loan Administration Revenue

Loan administration revenue represents net fees earned for servicing manufactured home loans owned by institutional investors.

Earnings per Common Share

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

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 revenue and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the valuation of the estimated losses for loan indemnifications and early payment defaults, valuation of investment securities, and reserve for losses under insurance policies.

2. GOING CONCERN

FPMC recorded a net income of \$788,451 and a net loss of \$1,669,980 for the years ended December 31, 2008 and 2007, respectively. FPMC discontinued its mortgage operation in April 2006. Net losses for FPMC represent virtually all of the Company's net losses in prior years. Losses in FPMC have created a substantial negative stockholders' equity in the Company.

(continued)

2. GOING CONCERN (Continued)

FPMC's losses are directly related to the reserves for indemnifications on loans previously sold to investors. Effective January 30, 2008, FPMC entered into a Settlement and Mutual Release Agreement with CitiMortgage, Inc. (CMI) whereby FPMC consented to the entry of judgment in favor of CMI in the amount of \$2,500,000. This amount is less than the estimated reserve for loan losses on loans sold to CMI. Therefore, subsequent to the entry of judgment, FPMC reported a reverse provision for loan losses by the amount in excess of the agreed judgment. This reverse provision resulted in FPMC reporting a net income for the year ended December 31, 2008.

Despite the reported net income, the Company maintains a negative stockholder's equity in the amount of \$5,655,440 and \$5,309,131 as of December 31, 2008 and 2007, respectively. Therefore, the financial condition of FPMC continues to create an uncertainty about the Company's ability to continue as a going concern.

3. DISCONTINUED OPERATIONS

On December 1, 2006, FPMC and Citizens Mortgage Corporation (CMC) executed an agreement entitled Memorandum of Asset Purchase (the Agreement) under which FPMC sold to CMC substantially all of its furniture, fixtures, and equipment and its retail and wholesale loan production operations and going concern value for a purchase price of \$333,873. FPMC discontinued its loan production operation. Under the terms of the sale, CMC paid FPMC \$78,873 in cash and executed a note payable to FPMC in the amount of \$255,000. CMC made the prescribed quarterly payment on this loan and on December 27, 2007, paid off the remaining principal balance owed on this loan.

4. CONTINGENCIES RELATED TO PRIOR PROGRAMS AND THE CURRENT OPERATING ENVIRONMENT

The Company participated in the Government National Mortgage Association (GNMA) Mortgage-Backed Securities (GNMA-MBS) program for manufactured homes through 1987. Under the GNMA-MBS program, the Company collected monthly principal and interest payments from the mortgagor and remitted the payment to the security holder, after deducting a service fee. The security holder of a GNMA-MBS was guaranteed monthly payment of principal and interest regardless of whether the Company collected the necessary amount from the mortgagor. Therefore, the Company made advances to security holders using its own funds for scheduled principal and interest payments due that were delinquent or in the process of repossession. Substantially all loans were originated with some credit risk protection; however, a portion of the loss remained uninsured and had to be sustained by the Company.

(continued)

F-11

4. CONTINGENCIES RELATED TO PRIOR PROGRAMS AND THE CURRENT OPERATING ENVIRONMENT (Continued)

The declining economies and increased unemployment rates of the Southwest in 1986 and 1987 caused delinquent loans and loans in repossession status to increase significantly. These high levels of delinquent loans and loans in repossession status placed a serious strain on the Company's liquidity. Beginning in 1986 and on numerous occasions throughout 1987, management met and discussed with and made various proposals to representatives of GNMA in an effort to reduce the losses being sustained by the Company on the loans serviced under the GNMA-MBS program.

None of the proposals were accepted by GNMA. In September 1987, the Company advised GNMA that it would not be able to meet the scheduled payments to security holders on September 15, 1987, and made application requesting funds to meet the payments. The advance of funds by GNMA constitutes default under the guaranty agreements between the Company and GNMA. As a result of the default, the Company's rights, title and interests in mortgages pooled under its GNMA-MBS program were extinguished.

Subsequent to its extinguishment, the Company entered into an Interim Servicing Agreement with GNMA with respect to the mortgages pooled under the GNMA-MBS program. Under the agreement, the Company continued to service the mortgages on behalf of GNMA through March 1, 1988.

Between September 15, 1987 and March 1, 1988, GNMA made advances of approximately \$15,100,000 to the Company in order to meet scheduled payments to security holders. On September 12, 1988, GNMA made demand on the Company for approximately \$21,129,000 in losses incurred by GNMA as a result of the default and GNMA assuming the issuer obligations of the Company. Further, GNMA anticipated that it would incur additional losses in connection with assuming the Company's issuer responsibilities. There has been no reassertion of these claims since that time.

The Company's management and legal counsel are not aware of any facts which would lead them to believe that it is probable GNMA will or intends to assert or reassert any claims against FFC. The Company's position is it has no liability to GNMA. Legal counsel has advised FFC that if GNMA does assert or reassert any claims, FFC should in addition to its defense that it has no liability, raise other defenses such as the expiration of the statute of limitations

and laches. It is not possible to determine, at this time, the ultimate outcome of these matters and the effects, if any, on the accompanying consolidated financial statements since the final resolution depends on circumstances which cannot currently be evaluated with certainty.

5. LOAN ADMINISTRATION

The Company was servicing loans owned by institutional investors. The Company was also servicing loans owned by the Company's wholly-owned subsidiary, First Preference Mortgage Corporation. Due to the uncollectability of the servicing assets, the Company charged-off all of these assets against the reserve in 2005. The remaining loans serviced by the Company are owned by the Company totaling approximately \$992 at December 31, 2008.

6. MARKETABLE INVESTMENT SECURITIES

Marketable investment securities at December 31, 2008 and 2007, consist of:

December 31, 2008	Amortized Cost	Gross Unrealized Gain/(Loss)	Fair Value
Available-for-sale: Equity securities	\$ 348,297	\$ (132,216)	\$ 216,081
Total Investment Securities	\$ 348,297	\$ (132,216)	\$ 216,081

December 31, 2007	Amortized Cost	Gross Unrealized Gain/(Loss)	Fair Value
Available-for-sale: Equity securities	\$ 368,962	\$ 1,002,545	\$ 1,371,507
Total Investment Securities	\$ 368,962	\$ 1,002,545	\$ 1,371,507

The equity securities is comprised primarily of one, high-risk, small cap stock. Due to the nature of this one stock, the fluctuation in fair value of this stock will likely be very volatile. The gross unrealized gain/(loss) for the years ended 2008 and 2007 relating to investment securities available-for-sale is \$(132,216) and \$1,002,545, respectively.

7. RESERVE FOR POSSIBLE LOAN INDEMNIFICATION AND EARLY PAYMENT DEFAULT LOSSES

Changes in the reserve for possible loan indemnification and early payment default losses are as follows:

	2008	2007
Balance, beginning of period	\$ 4,332,843	\$ 3,120,281
Reverse provisions	(1,638,832)	-
Provision charged to income	-	1,050,153
Loans charged-off	(84,000)	(7,614)
Recoveries	-	170,023
Balance, end of period	\$ 2,610,011	\$ 4,332,843

8. PROPERTY AND EQUIPMENT

Property and equipment consist of the following at December 31, 2008 and 2007:

	December 31, 2008	Estimated Useful Lives
Equipment, furniture and fixtures	\$ 149,824	3 to 10 years
Less accumulated depreciation	(149,824)	
	\$ -	
	December 31, 2007	Estimated Useful Lives
Equipment, furniture and fixtures	\$ 149,824	3 to 10 years
Less accumulated depreciation	(147,664)	
	\$ 2,160	

9. OIL AND GAS LEASE AND ROYALTY INCOME

The Company has owned oil and gas mineral interest for many years without receiving any royalty income. The leases were considered to have no value and therefore, are included in other assets at a value of \$1. Beginning in 2005, the Company entered into a couple of oil and gas lease leases from which the Company began receiving royalty

income. The Company received oil and gas royalties in the amount of \$49,839 and \$77,012 for the years ended December 31, 2008 and 2007, respectively. In addition, the Company entered into two Paid Up Oil and Gas Leases in 2008 from which it received oil and gas lease payments totaling \$85,020.

10. LEASES

In conjunction with the discontinued operation of FPMC in 2006, the Company discontinued all equipment leases and significantly reduced the amount of office space leases.

The rental expense for office space and storage was \$4,300 and \$15,032 for 2008 and 2007, respectively.

11. FINANCING AGREEMENTS

In January 2005, FPMC entered into a repayment plan with the Department of Housing and Urban Development (HUD) in the amount of \$194,014 for the settlement of various claims. FPMC booked a note payable to HUD for the net present value of the obligation and reduced the amount of the loan loss reserve. The obligation carries an interest rate of 1.0% and is payable in 24 monthly installments. The note balance and repayment terms were amended in 2005 and 2006 to increase the obligation due to additional indemnification claims. As of December 31, 2008 and 2007, the principal balance of this obligation was \$319,121 and \$315,938, respectively. FPMC is in default on the repayment terms of this obligation. HUD has assigned the collection of this obligation to a collection agency. Thus far, no legal action has been initiated for collection of the debt. FPMC does not intend to pay the obligation in hopes that a settlement can be reached.

In July 2005, FPMC entered into a Workout and Forbearance Agreement with CitiMortgage, Inc. (CMI). Under the terms of this agreement, FPMC agreed to pay CMI a total of \$6,618,793. FPMC was required to make an initial down payment of \$254,544 which was charged against the loan loss reserve. The obligation was further reduced by FPMC causing the discounted sale of active non-defaulted loans from CMI to EMC Mortgage Corporation. FPMC booked a note payable to CMI for the net present value of the remaining balance of the obligation and reduced the amount of the loan loss reserve. The agreement called for FPMC to make monthly payments, increasing quarterly, to be paid in full by December 31, 2008. The note balance and repayment terms were amended in 2006 and 2005 to increase the obligation due to additional indemnification claims. FPMC defaulted on the repayment terms of this obligation and CMI initiated legal action against FPMC for collection of the debt.

On March 25, 2008, FPMC, David W. Mann, the President, Chief Executive Officer, and principal beneficial owner of the Company's outstanding shares, and CMI entered into a settlement agreement to resolve the litigation initiated by CMI. The settlement agreement called for the entry of a consent judgment in favor of CMI against FPMC in the amount of \$2,500,000 and a stay of the action against the defendants. The consent judgment was entered by the court on March 27, 2008. The stay remained in effect until CMI received \$600,000 in two payments of \$300,000 each, on or before March 31, 2008 and July 31, 2008, respectively. Mr. Mann and other entities of which he is a principal owner (other than the Company and its subsidiaries), made the required payments totaling \$600,000 to CMI and the judgment was assigned by CMI to Mr. Mann.

On March 28, 2007, the Company executed a Promissory Note payable to JRPM in the amount of \$110,000. This the terms of this note, which was secured by 82,143 shares of Inspiration Mining Corporation (ISM) common stock,

called for interest (9.5%) and principal to be paid on or before July 25, 2007. On July 31, 2007, the Company paid accrued interest on the loan and the unpaid balance was paid down to \$105,000. The note was renewed and extended under the same terms and conditions until October 31, 2007. On October 31, 2007, the Company paid accrued interest on the loan and the unpaid balance was paid down to \$65,000. The note was renewed and extended under the same terms and conditions until April 22, 2008. On July 18, 2008, the Company paid accrued interest on the loan and the unpaid balance was paid down to \$25,000. On October 18, 2008, the note was renewed and extended under the same terms and conditions until January 21, 2009. As of December 31, 2008, the unpaid balance of the loan was \$25,000. The loan has been extended twice since year-end and has a current maturity date of June 21, 2009.

F-15

12. RELATED PARTY TRANSACTIONS

In 2006, FPMC sold assets and mortgage loan operations to Citizens Mortgage Corporation. Terms of this sale are described in Note 3. FPMC recorded related party accounts receivables in the amount of \$2,073,144 and \$2,073,144 for the years ended December 31, 2008 and 2007, respectively. The receivables had been recorded in culmination of prior years for amounts expected to be received from the parent upon utilization of the net operating loss carryforwards. The Company has recorded identical amounts as inter-company accounts payable. In 2007, the Company and its subsidiaries stopped recording the intercompany receivables and payables related to net operating losses. Due to the going concern issue discussed in Note 2, FPMC has reserved this entire amount resulting in a \$0 balance for related party accounts receivable and the Company has reserved the entire amount.

Prior to discontinuing operations in April 2006, FPMC leased real estate at 800 Washington Ave., Waco, Texas, from JRPM Investments, Ltd. (JRPM), a related party through common ownership. In May 2006, the FPMC lease was terminated and Security Bancshares Service Corp. (SBSC), a related entity by common ownership, began leasing the property from JRPM and subleasing portions of the building to other entities directly or indirectly owned or controlled by David W. Mann, including FPMC. FPMC paid SBSC for use of part of the building in the total amounts of \$0 and \$1,232 during 2008 and 2007, respectively. FPMC also paid SBSC for advisory services in the amount of \$29,050 and \$32,990 during 2008 and 2007, respectively.

On March 28, 2007, JRPM loaned the Company \$110,000 in order to fund the Company's exercise of a warrant held by the Company to purchase 246,429 shares of Inspiration Mining Corporation ("IMC") at a price of \$0.450 CAD per share, or \$.0389 USD per share. At the time of the loan, the closing price of the IMC shares on the Toronto Stock Exchange was \$3.12 CAD per share, or \$2.69 USD per share. The \$110,000 loan is represented by a promissory note that bears interest at 9.5% per year, was originally payable in full as to principal and interest on July 25, 2007, and is secured by a pledge of 82,143 of the IMC shares. The note has been renewed and extended several times on the same terms and is currently payable in full on June 21, 2009. During 2008, the Company recorded interest expense on the note aggregating \$4,650 and payments of principal aggregating \$40,000.

During 2007 and 2008, the Company provided loan servicing on mobile home loans held by FFC Venture. The Company earns approximately \$10 per loan payment received. The Company generated \$886 in loan servicing fees in 2008 as compared to \$1,394 in 2007.

On March 25, 2008, CitiMortgage (CMI), FPMC and Mr. Mann entered into a Settlement Agreement to resolve litigation initiated by CMI. The terms of the Settlement Agreement called for a consent judgment against FPMC in the amount of \$2,500,000. The Settlement Agreement called for CMI to receive two payments of \$300,000 each on or before March 31, 2008 and July 31, 2008, respectively. CMC, who purchased the mortgage operation from FPMC, paid \$200,000 of the March 31, 2008, payment and \$100,000 was paid by Mr. Mann and other entities controlled by him. Mr. Mann and other entities controlled by him made the second \$300,000 payment on or before the required due date of July 31, 2008. In addition, the terms of the settlement allowed for the transfer of the consent judgment to Mr. Mann upon payment of the entire \$600,000. See Note 14, Litigation Settlement, for details of the settlement.

(continued)

F-16

12. RELATED PARTY TRANSACTIONS (Continued)

Upon final settlement payment to CMI, FPMC recorded a note payable to Mr. Mann for the \$2,500,000 judgment. As of December 31, 2008, FPMC has recorded \$171,983 in interest expense to Mr. Mann on the \$2,500,000 obligation.

In conjunction with the Settlement Agreement to resolve litigation initiated by CMI, Mr. Mann incurred legal fees in 2008 on behalf of FPMC. FPMC has accrued liabilities payable to Mr. Mann for legal expenses totaling \$115,437 related to the CMI litigation and settlement.

FAS incurred salary expense to Mr. Mann in the amount of \$100,000 in 2008.

13. INCOME TAXES

The provision for income taxes consists of the following components at December 31, 2008 and 2007.

	2008	2007
Income tax expense computed at corporate federal rate	\$ 273,251	\$ (570,382)
Change in reserve for deferred tax asset	(273,251)	570,382
	\$ -	\$ -

Although the Company reported a net gain for 2008, the Company has a substantial net operating loss carryforward from prior years. Therefore, no income tax expense is reported for 2008 but an adjustment has been made to the consolidated unused net operating loss carryforward.

The deferred tax benefit in the accompanying balance sheet at December 31, 2008, includes the following components:

Deferred tax benefit attributable to net operating loss carryforwards	\$ 5,852,226
Deferred tax benefit attributable to reserve for losses	887,404
Deferred tax benefit applicable to unrealized loss on investment securities	44,953
Deferred tax asset valuation allowance	(6,784,583)
Net deferred tax asset	\$ -

A valuation allowance has been provided for substantially all future benefits available for tax purposes due to the trend of historical losses of the Company and the unlikely possibility of future realization. The net deferred tax asset relates to benefits available at a subsidiary level where an unconsolidated return is filed.

At December 31, 2008, for federal income tax purposes, the Company has consolidated unused net operating loss carryforwards of approximately \$17.2 million which expire in 2012 through 2027.

14. COMMITMENTS AND CONTINGENCIES

Indemnification of Mortgage Loans Sold

Prior to its discontinued operation in April 2006, FPMC sold loans without recourse that may have to be subsequently repurchased due to defects that occurred during the origination of the loan. The potential defects are categorized as documentation errors, underwriting errors and fraud. In addition, mortgage loans sold to investors are subject to repurchase or indemnification if the loans become a specified number of months delinquent within a specified period of time after the loans are sold (e.g., early payment default). When a loan sold to an investor without recourse fails to perform, the investor will typically review the loan file to determine whether defects in the origination process occurred. If a defect is identified, the FPMC may be required to either repurchase the loan or indemnify the investor for losses sustained. If there are no defects, FPMC has no commitment to repurchase the loan.

In January 2005, FPMC entered into a repayment plan with the Department of Housing and Urban Development (HUD) in the amount of \$194,014 for the settlement of various claims. FPMC booked a note payable to HUD for the amount of the obligation and reduced the amount of the loan loss reserve. The obligation was payable in 24 monthly installments. The note balance and repayment terms were amended in 2006 and 2005 to increase the obligation due to additional indemnification claims. Increases in the amount of the obligation were offset by reductions in the amount of the loan loss reserve. On December 31, 2008, the amount of the obligation, including interest, had increased to \$319,121. FPMC is in default on the repayment terms of this obligation. (See Note 11 HUD.)

In July 2005, FPMC entered into a Workout and Forbearance Agreement with CitiMortgage, Inc. (CMI). Under the terms of this agreement, FPMC agreed to pay CMI a total of \$6,618,793. FPMC was required to make an initial down payment of \$254,544 which was charged against the loan loss reserve. The obligation was further reduced by FPMC causing the discounted sale of active non-defaulted loans from CMI to EMC Mortgage Corporation, reducing the balance of the obligation to \$1,463,066. The loan loss reserve was further reduced by this amount. The agreement called for FPMC to make monthly payments, increasing quarterly, to be paid in full by December 31, 2008. The agreement also allowed CMI to revise the settlement amount based on loss reimbursement statements sent by CMI to FPMC. Increases in the amount of the obligation were offset by reductions in the amount of the loan loss reserve. FPMC defaulted on the repayment of this obligation and CMI initiated legal action against FPMC for collection of the debt. On March 25, 2008, FPMC, David W. Mann, the President, Chief Executive Officer, and principal beneficial owner of the Company's outstanding shares, and CMI entered into a settlement agreement to resolve the litigation initiated by CMI. The settlement agreement called for the entry of a consent judgment in favor of CMI against FPMC

in the amount of \$2,500,000 and a stay of the action against the defendants. The consent judgment was entered by the court on March 27, 2008. The stay remained in effect until CMI received \$600,000 in two payments of \$300,000 each, on or before March 31, 2008 and July 31, 2008, respectively, from Mr. Mann and other entities of which he is a principal owner (other than the Company and its subsidiaries). Both payments totaling \$600,000 were made to CMI as required under the agreement and the judgment was assigned by CMI to Mr. Mann. Upon completion of the CMI settlement, FPMC recorded a note payable in the amount of \$2,500,000 and made a reverse provision to the loan loss reserve to reduce the potential liability to CMI to \$0.

(continued)

F-18

14. COMMITMENTS AND CONTINGENCIES (Continued)

Indemnification of Mortgage Loans Sold (Continued)

Morgan Stanley asserted various mortgage-related claims against FPMC and alleged that damages or amount of such claims were approximately \$168,244. There has been no settlement of such claim and no suit has been filed by Morgan Stanley against FPMC.

Countrywide also asserted various mortgage-related claims against FPMC and alleged that damages or amount of such claims were at least \$296,936. Such claims are still outstanding and no suit has been filed by Countrywide against FPMC.

During 2007, the Company recorded provisions for losses in the amount of \$1,050,153, charge-offs of \$7,614, and recoveries of \$170,023, resulting in a loan loss reserve in the amount of \$4,332,843 at December 31, 2007. During 2008, the Company recorded reverse provisions for losses in the amount of \$1,638,832, in conjunction with the CitiMortgage settlement, and charge-offs of \$84,000, resulting in a loan loss reserve in the amount of \$2,610,011 at December 31, 2008.

Litigation Settlement

On March 25, 2008, FPMC, David W. Mann, the President, Chief Executive Officer and principal beneficial owner of the Company's outstanding shares, and CitiMortgage, Inc. (CitiMortgage) entered into a settlement agreement to resolve the litigation initiated by CitiMortgage that is described in Item 3 of this Form 10-KSB. The settlement agreement provided for the entry of a consent judgment in favor of CitiMortgage against FPMC in the amount of \$2,500,000 and a stay of the action against the defendants. The consent judgment was entered by the court on March 27, 2008. The stay remained in effect until CitiMortgage received \$600,000 in two payments of \$300,000 each on or before March 31, 2008 and July 31, 2008, respectively, at which time the releases described below will become effective.

The first \$300,000 payment was made on March 31, 2008, by Mr. Mann and other entities of which he is a principal owner (other than the Company and its subsidiaries). The second \$300,000 payment was paid by Mr. Mann or entities of which he is a principal owner (other than the Company and its subsidiaries). Upon CitiMortgage's receipt of the July 31, 2008, payment, CitiMortgage assigned the \$2,500,000 judgment against FPMC to Mr. Mann.

No petition in bankruptcy has been filed with respect to FPMC or any party making a payment in the settlement and no finding has been made by a court or arbitrator that Mr. Mann, FPMC or its officers, directors or shareholders engaged in any fraudulent or other transfer of assets in defraud of CitiMortgage or other creditors, within 91 days after the July 31, 2008, payment. Therefore, the litigation has been permanently dismissed and Mr. Mann, FPMC, the Company, and all related parties have been released from all claims that CitiMortgage made, or could have made, in the litigation. The \$2,500,000 consent judgment against FPMC, which has not been released in the releases given by CitiMortgage, bears interest at the rate of 9% per annum from date of entry and, upon its assignment to Mr. Mann, is enforceable by him against FPMC.

(continued)

F-19

14. COMMITMENTS AND CONTINGENCIES (Continued)**Other**

The Company is involved in various other claims and legal actions arising in the ordinary course of business. Historically, the ultimate disposition of these matters has not had a material adverse effect on the Company's financial condition. It is not possible to determine, at this time, the ultimate outcome of these matters and the effects, if any, on the accompanying consolidated financial statements since the final resolution depends on circumstances which cannot currently be evaluated with certainty. Certain accruals for loss contingencies have been recorded in the financial statements of the Company. No adjustments were made based on the going concern of the Company referred to in Note 2.

15. SEGMENT REPORTING

In prior years, the Company's principal operation has been in two segments, mortgage banking and insurance sales. In addition, the Company corporate and other segment includes underwriting credit insurance, and consulting services through the Company's wholly-owned subsidiaries.

Information concerning the Company's operations in different segments follows:

	Mortgage Banking	Corporate and Other	Consolidated
For the Year Ended 12/31/08			
Revenue	\$ 886	\$ 197,547	\$ 198,433

Edgar Filing: FIRST FINANCIAL CORP /TX/ - Form 10-K

Operating profit (loss)	840,383	(36,702)	803,681
Identifiable assets	108,402	257,279	365,681
Depreciation/amortization	-	17,511	17,511

For the Year Ended 12/31/07

Revenue	\$ 17,125	\$ 176,771	\$ 193,896
Operating profit (loss)	(1,650,893)	(26,702)	(1,677,595)
Identifiable assets	288,425	1,376,416	1,664,841
Depreciation	-	35,276	35,276

16. FAIR VALUE OF FINANCIAL INSTRUMENTS

Cash and Cash Equivalents

The fair value of cash and cash equivalents approximates the carrying value because of the short time until realization of these amounts.

(continued)

16. FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

Accounts Receivable and Payable

The fair value of accounts receivable and accounts payable approximates the carrying value because of the short time until realization of those balances.

Mortgage Loans Held-for-Investment

Mortgage loans held-for-investment are net of any discounts. The fair value of the balance is based upon discounted cash flows at the market rate of interest for similar loans. The values of these loans at December 31, 2008, are:

	Carrying Value	Market Value
Mortgage loans held-for-investment	\$ 992	\$ 992

17. EARNINGS PER SHARE

The average number of common shares outstanding during 2008 and 2007 was 402,058 and 402,058, respectively.

The net income from continuing operations was \$788,451 for the year ended December 31, 2008, and the loss from continuing operations was \$1,669,980 for the year ended December 31, 2007. This resulted in an income/(loss) per common share from continuing operations of \$1.96 and \$(4.15), respectively.

18. CONCENTRATIONS OF CREDIT RISK

The Company maintains cash balances at primarily one depository institution. Cash accounts at this institution are insured by the FDIC for up to \$250,000 for each account. Amounts in excess of insured limits were approximately \$0 at December 31, 2008.