

MIDSOUTH BANCORP INC  
Form 10-K  
March 18, 2013

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

FORM 10-K  
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012  
Commission File number 1-11826

MIDSOUTH BANCORP, INC.  
(Exact name of registrant as specified in its charter)

Louisiana  
(State of Incorporation)

72-1020809  
(I.R.S. EIN Number)

102 Versailles Boulevard, Lafayette, Louisiana 70501  
(Address of principal executive offices)

Registrant's telephone number, including area code: (337) 237-8343

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

Title of each class	Name of each exchange on which registered
Common Stock, \$.10 par value	NYSE MKT Equities

Securities registered pursuant to Section 12(g) of the Act: none

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.  
Yes  No

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 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 if disclosure of delinquent filers in response to Item 405 of Regulation S-K is not contained

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herein, and will not be contained, to the best of registrant'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 "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a nonaccelerated filer, or a smaller reporting company. A large accelerated filer  An accelerated filer  A nonaccelerated filer  A smaller reporting company

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

The aggregate market value of the voting and nonvoting common equity held by nonaffiliates of the registrant at June 30, 2012 was approximately \$102,418,342 based upon the closing market price on NYSE MKT Equities as of such date. As of March 18, 2013 there were 11,238,786 outstanding shares of MidSouth Bancorp, Inc. common stock.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Company's Proxy Statement for its 2013 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K.

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2012 Annual Report on Form 10-K  
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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements included in this Report and the documents incorporated by reference herein, other than statements of historical fact, are forward-looking statements (as such term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and the regulations thereunder), which are intended to be covered by the safe harbors created thereby. Forward-looking statements include, but are not limited to certain statements under the captions “Business,” “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

The words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “plan,” “will,” “would,” “could,” “should,” “guarantee,” “continue,” “project,” “forecast,” “confident,” and similar expressions are typically used to identify forward-looking statements. These statements are based on assumptions and assessments made by management in light of their experience and their perception of historical trends, current conditions, expected future developments and other factors they believe to be appropriate. Any forward-looking statements are not guarantees of our future performance and are subject to risks and uncertainties and may be affected by various factors that may cause actual results, developments and business decisions to differ materially from those in the forward-looking statements. Some of the factors that may cause actual results, developments and business decisions to differ materially from those contemplated by such forward-looking statements include the factors discussed under the caption “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this Report and the following:

- changes in interest rates and market prices that could affect the net interest margin, asset valuation, and expense levels;
- changes in local economic and business conditions, including, without limitation, changes related to the oil and gas industries, that could adversely affect customers and their ability to repay borrowings under agreed upon terms, adversely affect the value of the underlying collateral related to their borrowings, and reduce demand for loans;
  - increased competition for deposits and loans which could affect compositions, rates and terms;
- changes in the levels of prepayments received on loans and investment securities that adversely affect the yield and value of the earning assets;
- a deviation in actual experience from the underlying assumptions used to determine and establish our allowance for loan losses (“ALLL”), which could result in greater than expected loan losses;
  - changes in the availability of funds resulting from reduced liquidity or increased costs;
- the ability to integrate the operations of PSB Financial Corporation (“PSB”) and capitalize on new market opportunities resulting from the acquisition of PSB;
  - the effect of the PSB acquisition on relations with customers and employees;
- the timing and impact of future acquisitions, the success or failure of integrating acquired operations, and the ability to capitalize on growth opportunities upon entering new markets;
  - the ability to acquire, operate, and maintain effective and efficient operating systems;
- increased asset levels and changes in the composition of assets that would impact capital levels and regulatory capital ratios;
  - loss of critical personnel and the challenge of hiring qualified personnel at reasonable compensation levels;
- legislative and regulatory changes, including the impact of regulations under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”) and other changes in banking, securities and tax laws and regulations and their application by our regulators, changes in the scope and cost of Federal Deposit Insurance Corporation (“FDIC”) insurance and other coverage;
- regulations and restrictions resulting from our participation in government sponsored programs such as the U.S. Treasury’s Small Business Lending Fund, including potential retroactive changes in such programs;
- changes in accounting principles, policies, and guidelines applicable to financial holding companies and banking;
  - acts of war, terrorism, cyber intrusion, weather, or other catastrophic events beyond our control; and
  - the ability to manage the risks involved in the foregoing.

We can give no assurance that any of the events anticipated by the forward-looking statements will occur or, if any of them does, what impact they will have on our results of operations and financial condition. We disclaim any intent or obligation to publicly update or revise any forward-looking statements, regardless of whether new information becomes available, future developments occur or otherwise.

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Part I

Item 1 - Business

Overview

The Company was incorporated in 1984 as a Louisiana corporation and is a registered financial holding company headquartered in Lafayette, Louisiana. Its operations have been conducted primarily through its wholly owned bank subsidiary MidSouth Bank, N.A. The Bank, a national banking association, was chartered and commenced operations in 1985. On December 28, 2012, we completed a merger with PSB Financial Corporation (“PSB”), the holding company of Many, Louisiana based The Peoples State Bank. This transaction continued our strategic growth and enhanced the connection between Louisiana and Texas by expanding MidSouth Bank’s presence into central and northwest Louisiana and east Texas. As of December 31, 2012, the Bank operated through a network of 59 offices located in Louisiana and Texas.

Unless otherwise indicated or unless the context requires otherwise, all references in this report to “the Company,” “we,” “us,” “our,” or similar references, mean MidSouth Bancorp, Inc. and our subsidiaries, including our banking subsidiary, MidSouth Bank, N.A., on a consolidated basis. References to “MidSouth Bank” or the “Bank” mean our wholly owned banking subsidiary, MidSouth Bank, N.A.

Products and Services

The Bank is community oriented and focuses primarily on offering commercial and consumer loan and deposit services to small and middle market businesses, their owners and employees, and other individuals in our markets. Our community banking philosophy emphasizes personalized service and building broad customer relationships. Deposit products and services offered by the Bank include interest-bearing and noninterest-bearing checking accounts, investment accounts, cash management services, and electronic banking services, including remote deposit capturing services, internet banking, and debit and credit cards. Most of the Bank’s deposit accounts are FDIC-insured up to the maximum allowed, and the Bank customers have access to a world-wide ATM network of more than 50,000 surcharge-free ATMs.

Loans offered by the Bank include commercial and industrial loans, commercial real estate loans (both owner-occupied and non-owner occupied), other loans secured by real estate and consumer loans. We commenced operations during a severe economic downturn in Louisiana more than 25 years ago. Our survival and growth in the ensuing years has instilled in us a conservative operating philosophy. Our conservative attitude impacts our credit and funding decisions, including underwriting loans primarily based on the cash flows of the borrower (rather than just relying on collateral valuations) and focusing lending efforts on working capital and equipment loans to small and mid-sized businesses along with owner-occupied properties.

Our conservative operating philosophy extends to managing the various risks we face. We maintain a separate risk management group to help identify and manage these various risks. This group, which reports directly to the Chairman of our Audit Committee, not to other members of the senior management team, includes our audit, collections, compliance, in-house legal counsel, loan review and security functions and is staffed with experienced accounting and legal professionals.

We are committed to an exceptional level of customer care. We maintain our own in-house call center so that customers enjoy live interaction with employees of the Bank rather than an automated telephone system. Additionally, we provide our employees with the training and technological tools to improve customer care. We also conduct focus groups within the communities we serve and strive to create a two-way dialog to ensure



that we are offering the banking products and services that our customers and communities need.

With the PSB merger, we acquired a wholly owned insurance subsidiary, Peoples General Agency (“the Agency”). The Agency has an affiliate relationship with Community Financial Insurance Center, LLC (“CFI”), a Louisiana based independent insurance agency which also serves as the affiliated agency of the Louisiana Bankers Association. CFI offers a wide array of personal, commercial and life and health insurance products. As an affiliate with CFI, the Agency receives a 15% commission on any successful referral to CFI. Commissions were approximately \$15,000 in 2012, which is not included in our 2012 operating results.

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### Markets

We operate in Louisiana and central and east Texas along the Interstate 10, Interstate 49, Highway 90, Interstate 45, and Interstate 20 corridors. As of December 31, 2012, our market area in Louisiana included 45 offices and is bound by Lafourche Parish to the south, East Baton Rouge Parish to the east, Caddo Parish to the north and Calcasieu Parish to the west. Our market areas in Texas include 14 offices located in the Beaumont, College Station, Conroe, Houston, Dallas-Fort Worth, Tyler and Texarkana areas. For additional information regarding our properties, see Item 2 – Properties of this Report.

We believe that high energy prices, clean-up of the 2010 Deepwater Horizon oil spill in the Gulf of Mexico and continued rebuilding from the storms of 2005 in Louisiana and Texas insulated our markets from the full impact of the national recession and have positioned us for growth as the national economy slowly improves. Furthermore, our markets have not experienced the severity of real estate price declines that have plagued so much of the country, and have generally suffered fewer job losses than the rest of the U.S. Oil and gas is the key industry within our markets. However, medical, technology and research companies continue to develop within these markets thereby diversifying the economy. Additionally, numerous major universities located within our market areas, including Louisiana State University, University of Houston, Rice University, Texas A&M University and University of Louisiana at Lafayette, provide a substantial number of jobs and help to contribute to the educated work force within our markets.

We believe our financial condition, coupled with our scalable operational capabilities, will facilitate future growth, both organically and through acquisition, including potential growth in new market areas.

### Competition

We face strong competition in our market areas from both traditional and nontraditional financial services providers, such as commercial banks; savings banks; credit unions; finance companies; mortgage, leasing, and insurance companies; money market mutual funds; brokerage houses; and branches that provide credit facilities. Several of the financial services competitors in our market areas are substantially larger and have far greater resources; however, we have effectively competed by building long-term customer relationships. Customer loyalty has been built through our continued focus on quality customer care enhanced by technology and effective delivery systems.

Other factors, including economic, legislative, and technological changes, also impact our competitive environment. Management continually evaluates competitive challenges in the financial services industry and develops appropriate responses consistent with our overall market strategy.

### Employees

As of December 31, 2012, the Bank employed approximately 604 full-time equivalent employees. The Company had no employees who are not also employees of the Bank. Through the Bank, employees receive customary employee benefits, which include an employee stock ownership plan; a 401(K) plan; and life, health and disability insurance plans. Our directors, officers, and employees are important to the success of the Company and play a key role in business development by actively participating in the communities served by the Company. The Company considers the relationship of the Bank with its employees as a whole to be good.

### Additional Information

More information on the Company and the Bank is available on the Bank's website at [www.midsouthbank.com](http://www.midsouthbank.com). The Company is not incorporating by reference into this Report the information contained on its website; therefore, the

content of the website is not a part of this Report. Copies of this Report and other reports filed or furnished by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act, including exhibits, are available free of charge on the Company's website under the "Investor Relations" link as soon as reasonably practicable after they have been filed or furnished electronically to the Securities and Exchange Commission ("SEC"). Copies of these filings may also be obtained free of charge on the SEC's website at [www.sec.gov](http://www.sec.gov).

#### Supervision and Regulation

Under Federal Reserve policy, we are expected to act as a source of financial strength for, and to commit resources to support, the Bank. This support may be required at times when, absent such Federal Reserve policy, we may not be inclined to provide such support. In addition, any capital loans by a financial holding company to any of its banking subsidiaries are subordinate in right of payment to deposits and to certain other indebtedness of such subsidiary banks. In the event of a financial holding company's bankruptcy, any commitment by a financial holding company to a federal bank regulatory agency to maintain the capital of a banking subsidiary will be assumed by the bankruptcy trustee and entitled to a priority of payment.

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Regulatory Reform

The financial crisis of 2008, including the downturn of global economic, financial and money markets and the threat of collapse of numerous financial institutions, and other recent events have led to the adoption of numerous new laws and regulations that apply to, and focus on, financial institutions. The most significant of these new laws is the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), which was adopted on July 21, 2010 and, in part, is intended to implement significant structural reforms to the financial services industry. The Dodd-Frank Act is discussed in more detail below.

As a result of the Dodd-Frank Act and other regulatory reforms, the Company is experiencing a period of rapidly changing regulations. These regulatory changes could have a significant impact on how the Company conducts its business. The specific implications of the Dodd-Frank Act and other proposed regulatory reforms cannot yet be predicted and will depend to a large extent on the specific regulations that are adopted in the coming months and years to implement regulatory reform initiatives.

Bank Holding Companies and Financial Holding Companies

Historically, the activities of bank holding companies were limited to the business of banking and activities closely related or incidental to banking. Bank holding companies were generally prohibited from acquiring control of any company that was not a bank and from engaging in any business other than the business of banking or managing and controlling banks. The Gramm-Leach-Bliley Act, which took effect on March 12, 2000, dismantled many Depression-era restrictions against affiliation between banking, securities and insurance firms by permitting bank holding companies to engage in a broader range of financial activities, so long as certain safeguards are observed. Specifically, bank holding companies may elect to become “financial holding companies” that may affiliate with securities firms and insurance companies and engage in other activities that are financial in nature or incidental to a financial activity. Thus, with the enactment of the Gramm-Leach-Bliley Act, banks, security firms and insurance companies find it easier to acquire or affiliate with each other and cross-sell financial products. The Gramm-Leach-Bliley Act permits a single financial services organization to offer a more complete array of financial products and services than historically was permitted.

A financial holding company is essentially a bank holding company with significantly expanded powers. Under the Gramm-Leach-Bliley Act, in addition to traditional lending activities, the following activities are among those that are deemed “financial in nature” for financial holding companies: securities underwriting, dealing in or making a market in securities, sponsoring mutual funds and investment companies, insurance underwriting and agency activities, activities which the Federal Reserve Board determines to be closely related to banking, and certain merchant banking activities.

We elected to become a financial holding company in November 2012. As a financial holding company, we have very broad discretion to affiliate with securities firms and insurance companies, make merchant banking investments, and engage in other activities that the Federal Reserve Board has deemed financial in nature. In order to continue as a financial holding company, we must continue to be well-capitalized, well-managed and maintain compliance with the Community Reinvestment Act (the “CRA”). Depending on the types of financial activities that we may elect to engage in, under the Gramm-Leach-Bliley Act’s functional regulation principles, we may become subject to supervision by additional government agencies. The election to be treated as a financial holding company increases our ability to offer financial products and services that historically we were either unable to provide or were only able to provide on a limited basis. As a result, we will face increased competition in the markets for any new financial products and services that we may offer. Likewise, an increased amount of consolidation among banks and securities firms or banks and insurance firms could result in a growing number of large financial institutions that could compete aggressively with us.



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### Dodd-Frank Act

In July 2010, the Dodd-Frank Act was signed into law. The Dodd-Frank Act implements far-reaching changes across the financial regulatory landscape, including changes that will affect all bank holding companies, financial holding companies and banks, including us and the Bank, including the following provisions:

- **Insurance of Deposit Accounts.** The Dodd-Frank Act changed the assessment base for federal deposit insurance from the amount of insured deposits to consolidated assets less tangible capital. The Dodd-Frank Act also made permanent the \$250,000 limit for federal deposit insurance and increased the cash limit of Securities Investor Protection Corporation protection from \$100,000 to \$250,000.
- **Payment of Interest on Demand Deposits.** The Dodd-Frank Act repealed the federal prohibitions on the payment of interest and demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts.
- **Creation of the Consumer Financial Protection Bureau.** The Dodd-Frank Act centralized significant aspects of consumer financial protection by creating a new agency, the Consumer Financial Protection Bureau (the “CFPB”), which is discussed in more detail below.
- **Debit Card Interchange Fees.** The Dodd-Frank Act amended the Electronic Fund Transfer Act to, among other things, require that debit card interchange fees be reasonable and proportional to the actual cost incurred by the issuer with respect to the transaction. In June 2011, the Federal Reserve Board adopted regulations setting the maximum permissible interchange fee as the sum of 21 cents per transaction and 5 basis points multiplied by the value of the transaction, with an additional adjustment of up to one cent per transaction if the issuer implements additional fraud-prevention standards. Although issuers that have assets of less than \$10 billion are exempt from the Federal Reserve Board’s regulations that set maximum interchange fees, these regulations could significantly impact the interchange fees that financial institutions with less than \$10 billion in assets, such as the Bank, are able to collect.

In addition, the Dodd-Frank Act implements other far-reaching changes to the financial regulatory landscape, including provisions that:

- Restrict the preemption of state law by federal law and disallow subsidiaries and affiliates of national banks from availing themselves of such preemption.
- Impose comprehensive regulation of the over-the-counter derivatives market, subject to significant rulemaking processes, which would include certain provisions that would effectively prohibit insured depository institutions from conducting certain derivatives businesses in the institution itself.
- Require depository institutions with total consolidated assets of more than \$10 billion to conduct regular stress tests and require large, publicly traded bank holding companies and financial holding companies to create a risk committee responsible for the oversight of enterprise risk management.
- Require loan originators to retain 5% of any loan sold or securitized, unless it is a “qualified residential mortgage,” subject to certain exceptions.
- Prohibit banks and their affiliates from engaging in proprietary trading and investing in and sponsoring certain unregistered investment companies (the Volker Rule).
  - Implement corporate governance revisions that apply to all public companies not just financial institutions.

Many aspects of the Dodd-Frank Act remain subject to rulemaking and will take effect over several years, making it difficult to anticipate the overall financial impact on the Company, the Bank, our customers or the financial industry more generally. Some of the rules that have been proposed and, in some cases, adopted to comply with the Dodd-Frank Act’s mandates are discussed further below.

### Capital Requirements

We are subject to various regulatory capital requirements administered by the Federal Reserve and the Office of the Comptroller of the Currency (the “OCC”). Failure to meet minimum capital requirements could result in certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could have a direct material effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action (described below), we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting policies. Our capital amounts and classification are also subject to judgments by the regulators regarding qualitative components, risk weightings, and other factors. For further detail on capital and capital ratios see discussion under Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

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Under the risk-based capital requirements for bank holding companies and financial holding companies, the minimum requirement for the ratio of total capital to risk-weighted assets (including certain off-balance sheet activities, such as standby letters of credit) is 8%. At least half of the total capital (as defined below) is to be composed of common stockholders' equity, retained earnings, qualifying perpetual preferred stock (in a limited amount in the case of cumulative preferred stock), minority interests in the equity accounts of consolidated subsidiaries, and qualifying trust preferred securities, less goodwill and certain intangibles ("Tier 1 Capital"). The remainder of total capital may consist of qualifying subordinated debt and redeemable preferred stock, qualifying cumulative perpetual preferred stock and allowance for loan losses ("Tier 2 Capital", and together with Tier 1 Capital, "Total Capital"). At December 31, 2012, our Tier 1 Capital ratio was 13.46% and Total Capital ratio was 14.10%. As long as our total consolidated assets remain below \$15 billion, under current capital standards we may continue to include our \$28.5 million aggregate principal amount of trust preferred securities issued prior to May 19, 2011 in our Tier 1 and Total Capital calculations.

The Federal Reserve has established minimum leverage ratio guidelines for bank holding companies and financial holding companies. These requirements provide for a minimum leverage ratio of Tier 1 Capital to adjusted average quarterly assets ("Leverage Ratio") equal to 3% for bank holding companies and financial holding companies that meet specified criteria, including having the highest regulatory rating. All other bank holding companies and financial holding companies will generally be required to maintain a leverage ratio of at least 4%. Our Leverage Ratio at December 31, 2012 was 11.82%. The capital guidelines also provide that bank holding companies and financial holding companies experiencing internal growth or making acquisitions will be expected to maintain strong capital positions substantially above the minimum supervisory levels without significant reliance on intangible assets. Furthermore, the guidelines provide that the Federal Reserve will continue to consider a "tangible tier 1 leverage ratio" (deducting all intangibles) in evaluating proposals for expansion or to engage in new activity.

The Bank is subject to similar capital requirements adopted by the OCC. The risk-based capital requirements identify concentrations of credit risk and certain risks arising from non-traditional activities, and the management of those risks, as important factors to consider in assessing an institution's overall capital adequacy. Other factors taken into consideration by federal regulators include: interest rate exposure; liquidity, funding and market risk; the quality and level of earnings; the quality of loans and investments; the effectiveness of loan and investment policies; and management's overall ability to monitor and control financial and operational risks, including the risks presented by concentrations of credit and non-traditional activities.

### Basel III Capital Framework

In June 2012, the federal bank regulatory agencies proposed (i) rules to implement the Basel III capital framework as outlined by the Basel Committee on Banking Supervision (the "Basel Committee") and (ii) rules for calculating risk-weighted assets. The federal bank regulatory agencies have delayed the implementation of Basel III and the new risk-weighted assets calculations to consider comments received on the proposed rules. The timing for the agencies' publication of revised proposed rules regarding, or final rules to implement, Basel III and the new risk-weighted assets calculations is uncertain.

Basel III, when implemented by the U.S. banking agencies and fully phased-in, will require bank holding companies and financial holding companies and their bank subsidiaries to maintain substantially more capital, with a greater emphasis on common equity. The Basel III final capital framework, among other things, (i) introduces as a new capital measure "Common Equity Tier 1" ("CET1"), (ii) specifies that Tier 1 capital consists of CET1 and "Additional Tier 1 capital" instruments meeting specified requirements, (iii) defines CET1 narrowly by requiring that most adjustments to regulatory capital measures be made to CET1 and not to the other components of capital and (iv) expands the scope of the adjustments as compared to existing regulations.

When fully phased in, Basel III would require banks to maintain (i) as a newly adopted international standard, a minimum ratio of CET1 to risk-weighted assets of at least 4.5%, plus a 2.5% "capital conservation buffer" (which is



added to the 4.5% CET1 ratio as that buffer is phased in, effectively resulting in a minimum ratio of CET1 to risk-weighted assets of at least 7%), (ii) a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus the capital conservation buffer (which is added to the 6.0% Tier 1 capital ratio as that buffer is phased in, effectively resulting in a minimum Tier 1 capital ratio of 8.5% upon full implementation), (iii) a minimum ratio of Total (that is, Tier 1 plus Tier 2) capital to risk-weighted assets of at least 8.0%, plus the capital conservation buffer (which is added to the 8.0% total capital ratio as that buffer is phased in, effectively resulting in a minimum total capital ratio of 10.5% upon full implementation) and (iv) as a newly adopted international standard, a minimum leverage ratio of 3%, calculated as the ratio of Tier 1 capital to balance sheet exposures plus certain off-balance sheet exposures (computed as the average for each quarter of the month-end ratios for the quarter).

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Basel III also provides for a “countercyclical capital buffer,” generally designed to absorb losses during periods of economic stress and to be imposed when national regulators determine that excess aggregate credit growth becomes associated with a buildup of systemic risk. This buffer would be a CET1 add-on to the capital conservation buffer in the range of 0% to 2.5% when fully implemented (potentially resulting in total buffers of between 2.5% and 5%).

The Basel III final framework provides for a number of new deductions from and adjustments to CET1. These include, for example, the requirement that mortgage servicing rights, deferred tax assets dependent upon future taxable income and significant investments in non-consolidated financial entities be deducted from CET1 to the extent that any one such category exceeds 10% of CET1 or all such categories in the aggregate exceed 15% of CET1. Implementation of the deductions and other adjustments to CET1 are currently expected to be phased-in over a five-year period (20% per year). The implementation of the capital conservation buffer is expected to begin at 0.625% and be phased in over a four-year period (increasing by that amount each year until it reaches 2.5%).

The regulations ultimately applicable to the Company may be substantially different from the Basel III proposed rules that were issued in June 2012. Requirements to maintain higher levels of capital or to maintain higher levels of liquid assets could adversely impact our net income and return on equity.

### Prompt Corrective Action

The Federal Deposit Insurance Corporation Improvement Act of 1991 (“FDICIA”) established a system of prompt corrective action to resolve the problems of undercapitalized institutions. Under this system, the federal banking regulators have established five capital categories (well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized), and are required to take certain mandatory supervisory actions, and are authorized to take other discretionary actions, with respect to institutions in the three undercapitalized categories. The severity of the action will depend upon the capital category in which the institution is placed. Generally, subject to a narrow exception, the banking regulator must appoint a receiver or conservator for an institution that is critically undercapitalized. The federal banking agencies have set the relevant capital level for each category.

An institution that is categorized as undercapitalized, significantly undercapitalized, or critically undercapitalized is required to submit an acceptable capital restoration plan to its appropriate federal regulatory agency. A bank holding company and financial holding company must guarantee that a subsidiary depository institution meets its capital restoration plan, subject to certain limitations. The controlling holding company's obligation to fund a capital restoration plan is limited to the lesser of 5.0% of an undercapitalized subsidiary's assets or the amount required to meet regulatory capital requirements. An undercapitalized institution is also generally prohibited from increasing its average total assets, making acquisitions, establishing any branches or engaging in any new line of business, except under an accepted capital restoration plan or with FDIC approval. In addition, the appropriate federal regulatory agency may treat an undercapitalized institution in the same manner as it treats a significantly undercapitalized institution if it determines that those actions are necessary.

At December 31, 2012, the Bank had the requisite capital level to qualify as “well capitalized” under the regulatory framework for prompt corrective action.

### Insurance of Accounts and FDIC Insurance Assessments

The Bank’s deposits are insured by the Deposit Insurance Fund (the “DIF”) of the FDIC up to the standard maximum insurance amount for each deposit insurance ownership category. As of January 1, 2013, the basic limit on FDIC deposit insurance coverage is \$250,000 per depositor. Under the FDIA, the FDIC may terminate deposit insurance upon a finding that the institution has engaged in unsafe and unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC, subject to administrative and potential judicial hearing and review processes.

The DIF is funded by assessments on banks and other depository institutions. As required by the Dodd-Frank Act, in February 2011, the FDIC approved a final rule that changed the assessment base for DIF assessments from domestic deposits to average consolidated total assets minus average tangible equity (defined as Tier 1 capital). In addition, as also required by the Dodd-Frank Act, the FDIC has adopted a new large-bank pricing assessment scheme, set a current target “designated reserve ratio” (described in more detail below) of 2% for the DIF, and established a lower assessment rate schedule when the reserve ratio reaches 1.15% and, in lieu of dividends, provides for a lower assessment rate schedule when the reserve ratio reaches 2% and 2.5%.

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An institution's assessment rate depends upon the institution's assigned risk category, which is based on supervisory evaluations, regulatory capital levels and certain other factors. Initial base assessment rates ranged from 2.5 to 45 basis points. The FDIC may make the following further adjustments to an institution's initial base assessment rates: decreases for long-term unsecured debt, including most senior unsecured debt and subordinated debt; increases for holding long-term unsecured debt or subordinated debt issued by other insured depository institutions; and increases for broker deposits in excess of 10% of domestic deposits for insurances not well rated and well capitalized. As of December 31, 2012, our risk category required a quarterly payment of approximately 6.69 basis points per \$100 of assessable deposits.

The Dodd-Frank Act transferred to the FDIC increased discretion with regard to managing the required amount of reserves for the DIF, or the "designated reserve ratio." Among other changes, the Dodd-Frank Act (i) raised the minimum designated reserve ratio to 1.35% and removed the upper limit on the designated reserve ratio, (ii) requires that the designated reserve ratio reach 1.35% by September 2020, and (iii) requires the FDIC to offset the effect on institutions with total consolidated assets of less than \$10 billion of increasing of raising the designated reserve ratio from 1.15% to 1.35%. The FDIA requires that the FDIC consider the appropriate level for the designated reserve ratio on at least an annual basis. In October 2010, the FDIC adopted a new DIF restoration plan to ensure that the fund reserve ratio reaches 1.35% by September 30, 2020, as required by the Dodd-Frank Act.

### Allowance for Loan and Lease Losses

The Allowance for Loan and Lease Losses (the "ALLL") represents one of the most significant estimates in the Bank's financial statements and regulatory reports. Because of its significance, the Bank has established a system by which it develops, maintains, and documents a comprehensive, systematic, and consistently applied process for determining the amounts of the ALLL and the provision for loan and lease losses. The Interagency Policy Statement on the ALLL encourages all banks and federal savings institutions to ensure controls are in place to consistently determine the ALLL in accordance with generally accepted accounting principles in the United States, the federal savings association's stated policies and procedures, management's best judgment and relevant supervisory guidance. The Bank's estimate of credit losses reflects consideration of significant factors that affect the collectability of the portfolio as of the evaluation date.

### Safety and Soundness Standards

The Federal Deposit Insurance Act, as amended by the FDICIA and the Riegle Community Development and Regulatory Improvement Act of 1994, requires the federal bank regulatory agencies to prescribe standards, by regulations or guidelines, relating to internal controls, information systems and internal audit systems, loan documentation, credit underwriting, interest rate risk exposure, asset growth, asset quality, earnings, stock valuation and compensation, fees and benefits, and such other operational and managerial standards as the agencies deem appropriate. The federal bank regulatory agencies have adopted a set of guidelines prescribing safety and soundness standards pursuant to FDICIA, as amended. The guidelines establish general standards relating to internal controls and information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth and compensation and fees and benefits. In general, the guidelines require, among other things, appropriate systems and practices to identify and manage the risks and exposures specified in the guidelines. The guidelines prohibit excessive compensation as an unsafe and unsound practice and describe compensation as excessive when the amounts paid are unreasonable or disproportionate to the services performed by an executive officer, employee, director, or principal shareholder. In addition, the agencies adopted regulations that authorize, but do not require, an agency to order an institution that has been given notice by an agency that it is not satisfying any of such safety and soundness standards to submit a compliance plan. If, after being so notified, an institution fails to submit an acceptable compliance plan or fails in any material respect to implement an acceptable compliance plan, the agency must issue an order directing action to correct the deficiency and may issue an order directing other actions of the types to which an undercapitalized institution is subject under the "prompt corrective action" provisions of FDICIA. See "Prompt Corrective Action" above. If an institution fails to comply with such an order, the agency may

seek to enforce such order in judicial proceedings and to impose civil money penalties. The federal regulatory agencies also proposed guidelines for asset quality and earnings standards.

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### Interagency Appraisal and Evaluation Guidelines

In December 2010, the federal banking agencies issued the Interagency Appraisal and Evaluation Guidelines. This guidance, which updated guidance originally issued in 1994, sets forth the minimum regulatory standards for appraisals. It incorporates previous regulatory issuances affecting appraisals, addresses advances in information technology used in collateral evaluation, and clarifies standards for use of analytical methods and technological tools in developing evaluations. This guidance also requires institutions to utilize strong internal controls to ensure reliable appraisals and evaluations and to monitor and periodically update valuations of collateral for existing real estate loans and transactions.

### Community Reinvestment Act

Under the CRA, the Bank has an obligation to help meet the credit needs of the entire community, including low- and moderate-income neighborhoods, consistent with safe and sound banking practices. The CRA requires the appropriate federal regulator, in connection with its examination of an insured institution, to assess the institution's record of meeting the credit needs of its community and to take such record into account in its evaluation of certain applications, such as applications for a merger or the establishment of a branch. An unsatisfactory rating may be used as the basis for the denial of an application by the federal banking regulator. The Bank received a satisfactory rating in its most recent CRA examination.

### Restrictions on Transactions with Affiliates

We are subject to the provisions of Section 23A of the Federal Reserve Act. Section 23A places limits on: the amount of a bank's loans or extensions of credit to affiliates; a bank's investment in affiliates; assets a bank may purchase from affiliates, except for real and personal property exempted by the Federal Reserve; the amount of loans or extensions of credit to third parties collateralized by the securities or obligations of affiliates; and a bank's guarantee, acceptance or letter of credit issued on behalf of an affiliate.

The total amount of the above transactions is limited in amount, as to any one affiliate, to 10.0% of a bank's capital and surplus and, as to all affiliates combined, to 20.0% of a bank's capital and surplus. In addition to the limitation on the amount of these transactions, each of the above transactions must also meet specified collateral requirements. The Bank must also comply with other provisions designed to avoid the taking of low-quality assets.

We are also subject to the provisions of Section 23B of the Federal Reserve Act which, among other things, prohibit an institution from engaging in the above transactions with affiliates unless the transactions are on terms substantially the same, or at least as favorable to the institution or its subsidiaries, as those prevailing at the time for comparable transactions with nonaffiliated companies.

The Dodd-Frank Act changed the definition of "covered transaction" in Sections 23A and 23B and limitations on asset purchases from insiders. With respect to the definition of "covered transaction," the Dodd-Frank Act defines that term to include the acceptance of debt obligations issued by an affiliate as collateral for a bank's loan or extension of credit to another person or company. In addition, a "derivative transaction" with an affiliate is now deemed to be a "covered transaction" to the extent that such a transaction causes a bank or its subsidiary to have a credit exposure to the affiliate. In addition, the Dodd-Frank Act provides that the Bank may not "purchase an asset from, or sell an asset to" a Bank insider (or their related interests) unless (1) the transaction is conducted on market terms, and (2) if the proposed transaction represents more than 10% of the capital stock and surplus of the Bank, it has been approved in advance by a majority of the Bank's non-interested directors.

The Bank is also subject to restrictions on extensions of credit to its executive officers, directors, principal stockholders and their related interests. These extensions of credit must be made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with third parties, and must not involve more than the normal risk of repayment or present other unfavorable features.



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### Incentive Compensation

The Federal Reserve, the OCC and the FDIC have issued regulatory guidance (the “Incentive Compensation Guidance”) intended to ensure that the incentive compensation policies of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking. The Federal Reserve reviews, as part of the regular, risk-focused examination process, the incentive compensation arrangements of banking organizations, such as the Company, that are not “large, complex banking organizations.” The findings are included in reports of examination, and deficiencies are incorporated into the organization’s supervisory ratings. Enforcement actions may be taken against a banking organization if its incentive compensation arrangements, or related risk-management control or governance processes, pose a risk to the organization's safety and soundness and the organization is not taking prompt and effective measures to correct the deficiencies.

The Dodd-Frank Act requires the SEC and the federal bank regulatory agencies to establish joint regulations or guidelines that require financial institutions with assets of at least \$1 billion to disclose the structure of their incentive compensation practices and prohibit such institutions from maintaining compensation arrangements that encourage inappropriate risk-taking by providing excessive compensation or that could lead to material financial loss to the financial institution. The SEC and the federal bank regulatory agencies proposed such regulations in March 2011, which may become effective before the end of 2013. If the regulations are adopted in the form initially proposed, they will impose limitations on the manner in which we may structure compensation for our executives. These proposed regulations incorporate the three principles discussed in the Incentive Compensation Guidance.

### USA Patriot Act of 2001

In October 2001, the USA Patriot Act of 2001 (the “Patriot Act”) was enacted in response to the terrorist attacks in New York, Pennsylvania, and Washington, D.C. that occurred on September 11, 2001. The Patriot Act impacts financial institutions in particular through its anti-money laundering and financial transparency laws. The Patriot Act amended the Bank Secrecy Act and the rules and regulations of the Office of Foreign Assets Control to establish regulations which, among others, set standards for identifying customers who open an account and promoting cooperation with law enforcement agencies and regulators in order to effectively identify parties that may be associated with, or involved in, terrorist activities or money laundering.

### Privacy

Financial institutions are required to disclose their policies for collecting and protecting confidential information. Customers generally may prevent financial institutions from sharing personal financial information with nonaffiliated third parties except for third parties that market the institutions’ own products and services.

Additionally, financial institutions generally may not disclose consumer account numbers to any nonaffiliated third party for use in telemarketing, direct mail marketing or other marketing through electronic mail to consumers. The Bank has established policies and procedures designed to safeguard its customers’ personal financial information and to ensure compliance with applicable privacy laws.

### Consumer Protection

The Dodd-Frank Act created the CFPB, a federal regulatory agency that is responsible for implementing, examining and enforcing compliance with federal consumer financial laws for institutions with more than \$10 billion of assets and, to a lesser extent, smaller institutions. The Dodd-Frank Act gives the CFPB authority to supervise and regulate providers of consumer financial products and services, and establishes the CFPB’s power to act against unfair, deceptive or abusive practices, and gives the CFPB rulemaking authority in connection with numerous federal consumer financial protection laws (for example, but not limited to, the Truth-in-Lending Act and the Real Estate Settlement Procedures Act).



As a smaller institution (i.e., with assets of \$10 billion or less), most consumer protection aspects of the Dodd-Frank Act will continue to be applied to the Company by the Federal Reserve and to the Bank by the OCC. However, the CFPB may include its own examiners in regulatory examinations by a smaller institution's prudential regulators and may require smaller institutions to comply with certain CFPB reporting requirements. In addition, regulatory positions taken by the CFPB and administrative and legal precedents established by CFPB enforcement activities, including in connection with supervision of larger bank holding companies and financial holding companies, could influence how the Federal Reserve and OCC apply consumer protection laws and regulations to financial institutions that are not directly supervised by the CFPB. The precise impact of the CFPB's consumer protection activities cannot be forecast.

#### Stress Testing

As required by the Dodd-Frank Act, the federal banking agencies have implemented stress testing requirements for certain financial institutions, including bank holding companies, financial holding companies and state chartered banks, with more than \$10 billion in total consolidated assets. Although these requirements do not apply to institutions with less than \$10 billion in total consolidated assets, the federal banking agencies emphasize that all banking organizations, regardless of size, should have the capacity to analyze the potential impact of adverse market conditions or outcomes on the organization's financial condition. Based on existing regulatory guidance, the Company and the Bank will be expected to consider the institution's interest rate risk management, commercial real estate concentrations and other credit-related information, and funding and liquidity management during this analysis of adverse outcomes.

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### Other Regulations

Interest and other charges collected or contracted for by the Bank are subject to federal laws concerning interest rates. The Bank's loan operations are also subject to federal laws applicable to credit transactions, such as the:

- Federal Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers;
- Home Mortgage Disclosure Act of 1975, requiring financial institutions to provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs of the community it serves;
- Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed, or other prohibited factors in extending credit;
- Fair Credit Reporting Act of 1978, governing the use and provision of information to credit reporting agencies; and
- rules and regulations of the various federal agencies charged with the responsibility of implementing these federal laws.

The deposit operations of the Bank are subject to the following:

- the Right to Financial Privacy Act, which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records;
- the Electronic Funds Transfer Act and Regulation E issued by the Federal Reserve to implement that act, which govern automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of automated teller machines and other electronic banking services; and
  - the Truth in Savings Act, which requires disclosure of yields and costs of deposits and deposit accounts.

### Effect of Governmental Monetary Policies

Our earnings are affected by the monetary and fiscal policies of the United States government and its agencies, as well as general domestic economic conditions. The Federal Reserve's power to implement national monetary policy has had, and is likely to continue to have, an important impact on the operating results of financial institutions. The Federal Reserve affects the levels of bank loans, investments, and deposits through its control over the issuance of U.S. government securities and through its regulation of the discount rate on borrowings of member banks and the reserve requirements against member bank deposits. It is not possible to predict the nature, timing or impact of future changes in monetary and fiscal policies.

### Item 1A – Risk Factors

An investment in our stock involves a number of risks. Investors should carefully consider the following risks as well as the other information in this Report and the documents incorporated by reference before making an investment decision. The realization of any of the risks described below could have a material adverse effect on the Company and the price of our common stock.

#### Risks Relating to Our Business

The current economic environment continues to pose significant challenges and could adversely affect our financial condition and results of operations.

There was significant disruption and volatility in the financial and capital markets during the past few years. The financial markets and the financial services industry in particular suffered unprecedented disruption, causing a number of institutions to fail or require government intervention to avoid failure. These conditions were largely the result of the erosion of the U.S. and global credit markets, including a significant and rapid deterioration in mortgage lending and related real estate markets. Continued declines in real estate values, high unemployment and financial stress on borrowers as a result of the uncertain economic environment could have an adverse effect on our borrowers or their

customers, which could have a material adverse effect on our business, prospects, financial condition and results of operations.

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As a consequence of the difficult economic environment, we experienced a significant decrease in earnings resulting primarily from increased provisions for loan losses and a decrease in our interest margin. While there have been some improvements in the national economy, there can be no assurance that the economic conditions that have adversely affected the financial services industry, and the capital, credit and real estate markets generally, will continue to improve or increase the rate at which it improves, in which case we could continue to experience write-downs of assets, and could face capital and liquidity constraints or other business challenges. A further deterioration in economic conditions, particularly within our market areas, could result in the following consequences, any of which could have a material adverse effect on our business, prospects, financial condition and results of operations:

- Loan delinquencies may further increase causing additional increases in our provision and allowance for loan losses.
- Our ability to assess the creditworthiness of our customers may be impaired if the models and approaches we use to select, manage, and underwrite our customers become less predictive of future charge-offs.
- Collateral for loans made by the Bank, especially real estate, may continue to decline in value, in turn reducing a customer's borrowing power, and reducing the value of assets and collateral associated with our loans.
- Consumer confidence levels may decline and cause adverse changes in payment patterns, resulting in increased delinquencies and default rates on loans and other credit facilities and decreased demand for our products and services.

Our market areas are heavily dependent on, and we have significant credit exposure to, the oil and gas industry. The economy in a large portion of our market areas is heavily dependent on the oil and gas industry. Many of our customers provide transportation and other services and products that support oil and gas exploration and production activities. As of December 31, 2012, we had approximately \$146.2 million in loans to borrowers in the oil and gas industry, representing approximately 14.0% of our total loans outstanding as of that date. The oil and gas industry, especially in Louisiana and Texas, has been subject to significant volatility, including the "oil bust" of the 1980s that severely impacted the economies of many of our market areas. President Obama's administration proposed a number of legislative changes that could significantly impact the oil and gas industry, including the elimination of certain tax breaks, such as the intangible drilling and development costs, percentage depletion and manufacturing deduction, and the implementation of an excise tax focused specifically on production in the Gulf of Mexico. If there is a significant downturn in the oil and gas industry, generally the cash flows of our customers in this industry would be adversely impacted which could impair their ability to service our loans outstanding to them and/or reduce demand for loans. This could have a material adverse effect on our business, prospects, financial condition and results of operations.

We may suffer losses in our loan portfolio in excess of our allowance for loan losses.

We have experienced increases in the levels of our non-performing assets and loan charge-offs in recent periods. Our total non-performing assets amounted to \$18.5 million, or 1.00% of our total assets, at December 31, 2012 and we had \$2.0 million of net loan charge-offs and a \$2.1 million provision for loan losses for the year ended December 31, 2012. At December 31, 2012, the ratios of our ALLL to non-performing loans and to total loans outstanding were 67.78% and 0.70%, respectively. Additional increases in our non-performing assets or loan charge-offs could have a material adverse effect on our financial condition and results of operations.

We seek to mitigate the risks inherent in our loan portfolio by adhering to specific underwriting practices. These practices include analysis of a borrower's prior credit history, financial statements, tax returns and cash flow projections, valuation of collateral based on reports of independent appraisers and verification of liquid assets. Although we believe that our underwriting criteria are appropriate for the various kinds of loans we make, we still may incur losses on loans that meet our underwriting criteria, and these losses may exceed the amounts set aside as reserves in our ALLL. We create an ALLL in our accounting records, based on, among other considerations, the following:



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- industry historical losses as reported by the FDIC;
- historical experience with our loans;
- evaluation of economic conditions;
- regular reviews of the quality mix, including our distribution of loans by risk grade within our portfolio, and size of our overall loan portfolio;
- regular reviews of delinquencies; and
- the quality of the collateral underlying our loans.

Although we maintain an ALLL at a level that we believe is adequate to absorb losses inherent in our loan portfolio, changes in economic, operating and other conditions, including conditions which are beyond our control such as a sharp decline in real estate values and changes in interest rates, may cause our actual loan losses to exceed our current allowance estimates. Additions to the ALLL could result in a decrease in net earnings and capital and could hinder our ability to grow. Further, if our actual loan losses exceed the amount reserved, it could have a material adverse effect on our financial condition and results of operations.

We cannot predict the effect of recent or future legislative and regulatory initiatives. Financial institutions have been the subject of substantial legislative and regulatory changes and may be the subject of further legislation or regulation in the future, including: (i) changes in banking, securities and tax laws and regulations and their application by our regulators, including pursuant to the Dodd-Frank Act, as discussed above in Item 1 under the heading “Business – Supervision and Regulation”; and (ii) changes in the scope and cost of FDIC insurance and other coverage, none of which is within our control. Significant new laws or regulations or changes in, or repeals of, existing laws or regulations may cause our results of operations to differ materially from those we currently anticipate. In addition, the cost and burden of compliance with applicable laws and regulations have significantly increased and could adversely affect our ability to operate profitably. Further, federal monetary policy significantly affects credit conditions for us, as well as for our borrowers, particularly as implemented by the Federal Reserve Board, primarily through open market operations in U.S. government securities, the discount rate for bank borrowings and reserve requirements. A material change in any of these conditions could have a material impact on us or our borrowers, and therefore on our business, prospects, financial condition and results of operations.

We expect to continue to face increased regulation and supervision of our industry as a result of the continuing economic instability, and there may be additional requirements and conditions imposed on us as a result of our participation in the Small Business Lending Fund. Such additional regulation and supervision may increase our costs and limit our ability to pursue business opportunities. The effects of such recently enacted, and proposed, legislation and regulatory programs on us cannot reliably be determined at this time.

The CFPB may reshape the consumer financial laws through rulemaking and enforcement of the prohibitions against unfair, deceptive and abusive business practices, which may directly impact the business operations of depository institutions offering consumer financial products or services, including the Bank.

The CFPB has broad rulemaking authority to administer and carry out the provisions of the Dodd-Frank Act with respect to financial institutions that offer to consumers covered financial products and services. The CFPB has also been directed to write rules identifying practices or acts that are unfair, deceptive or abusive in connection with any transaction with a consumer for a consumer financial product or service, or the offering of a consumer financial product or service. The concept of what may be considered to be an “abusive” practice is new under the law. While the Bank will not be supervised by the CFPB, it will still be subject to the regulations and policies promulgated by the CFPB and may be examined by the OCC for compliance therewith. The costs and limitations related to complying with any new regulations established by the CFPB have yet to be fully determined and could be material. Further, the limitations and restrictions that will be placed upon the Bank with respect to its consumer product offering and services may also produce significant, material effects on the Bank’s (and our) profitability.

We have a concentration of exposure to a number of individual borrowers. Given the size of these loan relationships relative to capital levels and earnings, a significant loss on any one of these loans could materially and adversely affect us.

We have a concentration of exposure to a number of individual borrowers. Our largest exposure to one borrowing relationship as of December 31, 2012, was approximately \$10.2 million, which is 5.40% of our total capital. In addition, as of December 31, 2012, the aggregate exposure to the ten largest borrowing relationships was approximately \$78.6 million, which was 7.51% of loans and 41.6% of total capital. As a result of this concentration, a change in the financial condition of one or more of these borrowers could result in significant loan losses and have a material adverse effect on our financial condition and results of operations.

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A large percentage of our deposits are attributable to a relatively small number of customers. The loss of all or some of these customers or a significant decline in their deposit balances may have a material adverse effect on our liquidity and results of operations.

Our 20 largest depositors accounted for approximately 12.69% of our total deposits and our five largest depositors accounted for approximately 6.72% of our total deposits as of December 31, 2012. The ability to attract these types of deposits has a positive effect on our net interest margin as they provide a relatively low cost of funds to the Bank. While we believe we have strong, long-term relationships with each of these customers, the loss of one or more of our 20 largest deposit customers, or a significant decline in the deposit balances would adversely affect our liquidity and require us to attract new deposits, purchase federal funds or borrow funds on a short term basis to replace such deposits, possibly at interest rates higher than those currently paid on these deposits. This could increase our total cost of funds and could result in a decrease in our net interest income and net earnings. If we were unable to develop alternative funding sources, we may have difficulty funding loans or meeting other deposit withdrawal requirements.

We occasionally purchase non-recourse loan participations from other banks based in part on information provided by the selling bank.

From time to time, we purchase loan participations from other banks in the ordinary course of business, usually without recourse to the selling bank. As of December 31, 2012, we had approximately \$49.3 million in purchased loan participations, or approximately 4.7% of our total loan portfolio. When we purchase loan participations, we apply the same underwriting standards as we would to loans that we directly originate and seek to purchase only loans that would satisfy these standards. However, we are not as familiar with the borrower and may rely on information provided to us by the selling bank and typically must rely on the selling bank's administration of the loan relationship. We therefore have less control over, and may incur more risk with respect to, loan participations that we purchase from selling banks as compared to loans that we originate.

Our focus on lending to small to mid-sized community-based businesses may increase our credit risk.

Most of our commercial business and commercial real estate loans are made to small business or middle market customers. These businesses generally have fewer financial resources in terms of capital or borrowing capacity than larger entities and have a heightened vulnerability to economic conditions. If general economic conditions in the markets in which we operate negatively impact this important customer sector, our results of operations and financial condition and the value of our common stock may be adversely affected. Moreover, a portion of these loans have been made by us in recent years and the borrowers may not have experienced a complete business or economic cycle. Furthermore, the deterioration of our borrowers' businesses may hinder their ability to repay their loans with us, which could have a material adverse effect on our financial condition and results of operations.

Our loan portfolio includes a substantial percentage of commercial and industrial loans, which may be subject to greater risks than those related to residential loans.

Our loan portfolio includes a substantial percentage of commercial and industrial loans. Commercial and industrial loans generally carry larger loan balances and historically have involved a greater degree of financial and credit risks than residential first mortgage loans. Repayment of our commercial and industrial loans is often dependent on cash flow of the borrower, which may be unpredictable, and collateral securing these loans may fluctuate in value. Our commercial and industrial loans are primarily made based on the cash flow of the borrower and secondarily on the underlying collateral provided by the borrower. Most often, this collateral is accounts receivable, inventory, equipment, or real estate. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers. Other collateral securing loans may depreciate over time, may be difficult to appraise and may fluctuate in value based on the success of the business. At December 31, 2012, commercial and industrial loans totaled approximately 30.2% of our total loan portfolio. Adverse changes in local economic conditions impacting our business borrowers could have a material adverse effect on our business, prospects, financial condition and results of



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We have a high concentration of loans secured by real estate, and the current downturn in the real estate market could have a material adverse effect on our financial condition and results of operations.

A significant portion of our loan portfolio is dependent on real estate. At December 31, 2012, approximately 60.4% of our loans had real estate as a primary or secondary component of collateral. The collateral in each case provides an alternate source of repayment if the borrower defaults and may deteriorate in value during the time the credit is extended. An adverse change in the economy affecting values of real estate in our primary markets could significantly impair the value of real estate collateral and the ability to sell real estate collateral upon foreclosure. Furthermore, it is likely that we would be required to increase the provision for loan losses. A related risk in connection with loans secured by real estate is the effect of unknown or unexpected environmental contamination, which could make the real estate effectively unmarketable or otherwise significantly reduce its value as collateral. If we were required to liquidate real estate collateral securing a loan to satisfy the debt during a period of reduced real estate values or to increase the allowance for loan losses, it could have a material adverse effect on our financial condition and results of operations.

The integration of the recently acquired Peoples State Bank presents significant challenges that may result in a decline in the anticipated potential benefits of the acquisition.

On December 28, 2012, we completed our acquisition of PSB Financial Corporation, the holding company of Peoples State Bank. The acquisition involved the combination of two institutions that previously operated independently, which process remains ongoing. The difficulties of combining Peoples State Bank's operations with ours include:

- preserving important customer relationships in the North Louisiana market where we have not previously operated;
- costs and customer disruptions that may occur in converting the Peoples State Bank data processing system to ours;
  - combining the best practices of two institutions;
- the necessity of coordinating geographically separated organizations, systems and facilities; and
  - reducing the costs associated with each institutions' operations.

The process of combining the two bank's operations could cause an interruption of, or loss of momentum in, our business and the possible loss of key personnel. The diversion of management's attention and any delays or difficulties encountered in connection with the recently completed acquisition and the integration of the two bank's operations could have an adverse effect on the business, results of operations, financial condition or prospects of the combined bank.

We may face risks with respect to future expansion and acquisition opportunities.

We have expanded our business in part through acquisitions and will continue to look at future acquisitions as a way to further increase our growth. However, we cannot assure you that we will be successful in completing any future acquisitions. Further, failure to realize the potential expected revenue increases, cost savings, increases in geographic or product presence, and/or other projected benefits from an acquisition could have a material adverse effect on our business, prospects, financial condition and results of operations.

We may seek merger or acquisition partners that are culturally similar and have experienced management and possess either significant market presence or have potential for improved profitability through financial management, economies of scale or expanded services. We cannot say with any certainty that we will be able to consummate, or if consummated, successfully integrate future acquisitions or that we will not incur disruptions or unexpected expenses in integrating such acquisitions. In attempting to make such acquisitions, we anticipate competing with other financial institutions, many of which have greater financial and operational resources. Acquiring other banks, businesses, or branches involves various risks commonly associated with acquisitions, including, among other things:

- potential exposure to unknown or contingent liabilities of the target company;

- expansion into new markets that may have different characteristics than our current markets and may otherwise present management challenges;
  - exposure to potential asset quality issues of the target company;
  - difficulty and expense of integrating the operations and personnel of the target company;

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- potential disruption to our business;
- potential diversion of management’s time and attention;
- the possible loss of key employees and customers of the target institution;
- difficulty in estimating the value of the target company; and
- potential changes in banking, accounting or tax laws or regulations that may affect the target institution.

If we acquire the assets and liabilities of one or more target banks that are in receivership through the FDIC bid process for failed institutions, such an acquisition will require us, through our bank subsidiary, to enter into a Purchase and Assumption Agreement (the “P&A Agreement”) with the FDIC. The P&A Agreement is a form document prepared by the FDIC, and our ability to negotiate the terms of this agreement is limited. As a result, we expect that any P&A Agreement would provide for limited disclosure about, and limited indemnification for, risks associated with the target bank. There is a risk that such disclosure regarding, and indemnification for, the assets and liabilities of target banks will not be sufficient and we will incur unanticipated losses. There is also a risk that we may be required to make an additional payment to the FDIC under certain circumstances following the completion of an FDIC-assisted acquisition if, for example, actual losses related to the target bank’s assets acquired are substantially less than expected at the time the P&A Agreement was entered into.

In addition, the FDIC bid process for failed depository institutions is competitive. We cannot provide any assurances that we will be successful in bidding for any target bank or for other failed depository institutions.

We are subject to environmental liability risk associated with our lending activities.

A significant portion of the Bank’s loan portfolio is secured by real property. During the ordinary course of business, the Bank may foreclose on and take title to properties securing certain loans. In doing so, there is a risk that hazardous or toxic substances could be found on these properties. If hazardous or toxic substances are found, we may be liable for remediation costs, as well as for personal injury and property damage. Environmental laws may require us to incur substantial expenses and may materially reduce the affected property’s value or limit the Bank’s ability to use or sell the affected property. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase our exposure to environmental liability. The remediation costs and any other financial liabilities associated with an environmental hazard could have a material adverse effect on our financial condition and results of operations.

Our future earnings could be adversely affected by non-cash charges for goodwill impairment, if a future test of goodwill indicates that goodwill has been impaired.

As prescribed by Accounting Standards Codification (“ASC”) Topic 350, “Intangibles — Goodwill and Other,” we undertake an annual review of the goodwill asset balance reflected in our financial statements. We conduct an annual review in the fourth quarter of each year, unless there has been a triggering event prescribed by applicable accounting rules that warrants an earlier interim testing for possible goodwill impairment. After our most recent annual review in the fourth quarter of 2012, we concluded there was no goodwill impairment as of such date. As of December 31, 2012, we had \$42.8 million in goodwill, including \$18.0 million of goodwill that was recorded in 2012 as a result of the PSB acquisition. Future goodwill impairment tests may result in future non-cash charges, which could adversely affect our earnings for any such future period.

Changes in the fair value of our securities may reduce our stockholders’ equity and net income.

At December 31, 2012, \$424.6 million of our securities (at fair value) were classified as available-for-sale. At such date, the aggregate net unrealized gain on our available-for-sale securities was \$12.6 million. We increase or decrease stockholders’ equity by the amount of change from the unrealized gain or loss (the difference between the estimated fair value and the amortized cost) of our available-for-sale securities portfolio, net of the related tax, under the category of accumulated other comprehensive income/loss. Therefore, a decline in the estimated fair value of this portfolio will result in a decline in reported stockholders’ equity, as well as book value per common share and tangible

book value per common share. This decrease will occur even though the securities are not sold. In the case of debt securities, if these securities are never sold and there are no credit impairments, the decrease will be recovered over the life of the securities. In the case of equity securities which have no stated maturity, the declines in fair value may or may not be recovered over time.

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We monitor the fair value of our entire securities portfolio as part of our ongoing other than temporary impairment (“OTTI”) evaluation process. No assurance can be given that we will not need to recognize OTTI charges related to securities in the future. In addition, as a condition to membership in the Federal Home Loan Bank of Dallas (“FHLB-Dallas”), we are required to purchase and hold a certain amount of FHLB-Dallas stock. Our stock purchase requirement is based, in part, upon the outstanding principal balance of advances from the FHLB-Dallas. At December 31, 2012, we had stock in the FHLB-Dallas totaling approximately \$588,000. The FHLB-Dallas stock held by us is carried at cost and is subject to recoverability testing under applicable accounting standards. For the year ended December 31, 2012, we did not recognize an impairment charge related to our FHLB-Dallas stock holdings. There can be no assurance, however, that future negative changes to the financial condition of the FHLB-Dallas may not require us to recognize an impairment charge with respect to such holdings.

Loss of key officers or employees may disrupt relationships with certain customers.

As a community bank, our business is primarily relationship-driven in that many of our key employees have extensive customer relationships. In addition, our success has been and will continue to be greatly influenced by the ability to retain existing senior management and, with expansion, to attract and retain qualified additional senior and middle management. We do not have employment agreements with any of our executive officers. Loss of a key employee with such customer relationships may lead to the loss of business if the customers were to follow that employee to a competitor. While we believe our relationship with our key personnel is good, we cannot guarantee that all of our key personnel will remain with our organization. Loss of such key personnel, should they enter into an employment relationship with one of our competitors, could result in the loss of some of our customers.

A natural disaster, especially one affecting one of our market areas, could adversely affect us.

Since most of our business is conducted in Louisiana and Texas, most of our credit exposure is in those states. Historically, Louisiana and Texas have been vulnerable to natural disasters. Therefore, we are susceptible to the risks of natural disasters, such as hurricanes, floods and tornadoes. Natural disasters could harm our operations directly through interference with communications, including the interruption or loss of our websites, which would prevent us from gathering deposits, originating loans and processing and controlling our flow of business, as well as through the destruction of facilities and our operational, financial and management information systems. A natural disaster or recurring power outages may also impair the value of our largest class of assets, our loan portfolio, as uninsured or underinsured losses, including losses from business disruption, may reduce borrowers’ ability to repay their loans. Disasters may also reduce the value of the real estate securing our loans, impairing our ability to recover on defaulted loans through foreclosure and making it more likely that we would suffer losses on defaulted loans. Although we have implemented several back-up systems and protections (and maintain business interruption insurance), these measures may not protect us fully from the effects of a natural disaster. The occurrence of natural disasters in our market areas could have a material adverse effect on our business, prospects, financial condition and results of operations.

Our profitability is vulnerable to interest rate fluctuations.

Our profitability is dependent to a large extent on net interest income, which is the difference between our interest income on interest-earning assets, such as loans and investment securities, and interest expense on interest-bearing liabilities, such as deposits and borrowings. When interest-bearing liabilities mature or reprice more quickly than interest-earning assets in a given period, a significant increase in market rates of interest could adversely affect net interest income. Conversely, when interest-earning assets mature or reprice more quickly than interest-bearing liabilities, falling interest rates could result in a decrease in net interest income. For example, as securities in our investment portfolio have matured, they have been replaced by securities paying a lower yield. We expect this trend to continue during 2013. These changes in our investment portfolio have negatively impacted, and are expected to continue to negatively impact, our net interest margin. Furthermore, some of our variable interest rate loans have minimum fixed interest rates (“floors”) that are currently above the contractual variable interest rate. If interest rates rise, the interest income from our variable interest rate loans with floors may not increase as quickly as interest

expense on our liabilities, which would negatively impact our net interest income.

In periods of increasing interest rates, loan originations may decline, depending on the performance of the overall economy, which may adversely affect income from lending activities. Also, increases in interest rates could adversely affect the market value of fixed income assets. In addition, an increase in the general level of interest rates may affect the ability of certain borrowers to pay the interest and principal on their obligations.

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Non-performing assets take significant time to resolve and adversely affect our results of operations and financial condition.

Non-performing assets adversely affect our net earnings in various ways. Until economic and market conditions improve, we expect to incur provisions for loan losses relating to an increase in non-performing assets. We generally do not record interest income on non-performing loans or other real estate owned, thereby adversely affecting our earnings, and increasing our loan administration costs. When we take collateral in foreclosures and similar proceedings, we mark the related asset to the then fair market value of the collateral less estimated selling costs, which may result in a loss. An increase in the level of non-performing assets increases our risk profile and may impact the capital levels our regulators believe are appropriate in light of the ensuing risk profile. While we reduce problem assets through loan sales, workouts, restructurings and otherwise, decreases in the value of the underlying collateral, or in these borrowers' performance or financial condition, whether or not due to economic and market conditions beyond our control, could adversely affect our business, results of operations and financial condition. In addition, the resolution of non-performing assets requires significant commitments of time from management and our directors, which can be detrimental to the performance of their other responsibilities. There can be no assurance that we will not experience future increases in non-performing assets.

The soundness of other financial institutions could adversely affect us.

Financial services institutions are interrelated as a result of trading, clearing, counterparty, or other relationships. We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial services industry, including commercial banks, brokers and dealers, investment banks and other institutional clients. Many of these transactions expose us to credit risk in the event of a default by a counterparty or client. In addition, our credit risk may be exacerbated when the collateral held by us cannot be realized or is liquidated at prices not sufficient to recover the full amount of the credit or derivative exposure due to us. Any such losses could have a material adverse effect on our business, prospects, financial condition and results of operations.

We operate within a highly regulated environment and our business and results are affected by the regulations to which we are subject.

We operate within a highly regulated environment. The regulations to which we are subject will continue to have an impact on our operations and the degree to which we can grow and be profitable. Certain regulators, to which we are subject, have significant power in reviewing our operations and approving our business practices. In recent years the Bank, as well as other financial institutions, has experienced increased regulation and regulatory scrutiny, often requiring additional resources. In addition, investigations or proceedings brought by regulatory agencies may result in judgments, settlements, fines, penalties, or other results adverse to us. There is no assurance that any change to the regulatory requirements to which we are subject, or the way in which such regulatory requirements are interpreted or enforced, will not have a negative effect on our ability to conduct our business and our results of operations.

We rely heavily on technology and computer systems. The negative effects of computer system failures and unethical individuals with the technological ability to cause disruption of service could adversely affect our reputation and our ability to generate deposits.

Our ability to compete depends on our ability to continue to adapt and deliver technology on a timely and cost-effective basis to meet customers' demands for financial services. We provide our customers the ability to bank online and many customers now remotely submit deposits to us through remote-capture systems. The secure transmission of confidential information over the Internet is a critical element of these services. Our network could be vulnerable to unauthorized access, computer viruses, phishing schemes and other security problems. We may be required to spend significant capital and other resources to protect against the threat of security breaches and computer viruses, or to alleviate problems caused by security breaches or viruses. To the extent that our activities or the activities of our customers involve the storage and transmission of confidential information, security breaches and viruses could expose us to claims, litigation and other possible liabilities. Any inability to prevent security breaches



or computer viruses could also cause existing customers to lose confidence in our systems and could adversely affect our reputation and our ability to generate deposits.

Consumers may decide not to use banks to complete their financial transactions.

Technology and other changes are allowing parties to complete financial transactions through alternative methods that historically have involved banks. For example, consumers can now maintain funds that would have historically been held as bank deposits in brokerage accounts, mutual funds or general-purpose reloadable prepaid cards. Consumers can also complete transactions such as paying bills and/or transferring funds directly without the assistance of banks. The process of eliminating banks as intermediaries, known as “disintermediation,” could result in the loss of fee income, as well as the loss of customer deposits and the related income generated from those deposits. The loss of these revenue streams and the lower cost of deposits as a source of funds could have a material adverse effect on our financial condition and results of operations.

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Risks Relating to an Investment in Our Common Stock

Share ownership may be diluted by the issuance of additional shares of common stock in the future. Our stock incentive plan provides for the granting of stock incentives to directors, officers, and employees. As of December 31, 2012, there were 307,845 shares issued under options and 15,313 shares in restricted stock granted under that plan. Likewise, approximately 546,000 shares, including shares issuable under currently outstanding options, may be issued in the future to directors, officers, and employees under our existing equity incentive plans. In addition, in 2009, as part of our participation in the Treasury's Capital Purchase Program ("CPP"), we also issued a stock purchase warrant that currently entitles the holder to purchase 104,384 shares of our common stock at an exercise price of \$14.37 per share. It is probable that options and or/warrants will be exercised during their respective terms if the stock price exceeds the exercise price of the particular option or warrant. The incentive plan also provides that all issued options automatically and fully vest upon a change in control. If the options are exercised, share ownership will be diluted.

Additionally, share ownership of our common stock will be diluted from shares issued upon conversion of the convertible preferred equity issued in the PSB acquisition. The Company may redeem the Series C Preferred Stock, subject to regulatory approval, beginning on or after the fifth anniversary of the closing date of the Merger, at a redemption price equal to the liquidation value of the Series C Preferred Stock, plus declared but unpaid dividends, if any. The Company may also redeem the Series C Preferred Stock, subject to regulatory approval, at the same redemption price prior to the fifth anniversary of the closing date in the event the Series C Preferred Stock no longer qualifies for "Tier 1 Capital" treatment by the applicable federal banking regulators. Holders may convert the Series C Preferred Stock at any time into shares of the Company's common stock at a conversion price of \$18.00 per share, subject to customary antidilution adjustments. In addition, on or after the fifth anniversary of the closing date, the Company will have the option to require conversion of the Series C Preferred Stock if the closing price of the Company's common stock for 20 trading days within any period of 30 consecutive trading days, exceeds 130% of the conversion price.

In addition, our articles of incorporation authorize the issuance of up to 30,000,000 shares of common stock and 5,000,000 shares of preferred stock, but do not provide for preemptive rights to the stockholders; therefore, stockholders will not automatically have the right to subscribe for additional shares. As a result, if we issue additional shares to raise additional capital or for other corporate purposes, you may be unable to maintain your pro rata ownership in the Company.

The holders of our preferred stock and trust preferred securities have rights that are senior to those of stockholders and that may impact our ability to pay dividends on our common stock and net income available to our common stockholders.

At December 31, 2012, we had outstanding \$29.4 million of trust preferred securities. These securities are senior to shares of common stock. As a result, we must make payments on our trust preferred securities before any dividends can be paid on our common stock; moreover, in the event of our bankruptcy, dissolution, or liquidation, the obligations outstanding with respect to our trust preferred securities must be satisfied before any distributions can be made to our stockholders. While we have the right to defer dividends on the trust preferred securities for a period of up to five years, if any such election is made, no dividends may be paid to our common or preferred stockholders during that time.

In addition, with respect to the \$32.0 million in Series B Preferred Stock outstanding that was issued to the Treasury in the SBLF Transaction, we are required to pay cumulative dividends on the Series B Preferred Stock at an annual rate between 1% and 5.0% depending on our volume of qualified small business loans. The \$10.0 million in Series C Preferred Stock outstanding that was issued in connection with the PSB acquisition, calls for the non-cumulative payment of dividends at an annual rate of 4.0%. Dividends paid on our Series B Preferred Stock or Series C Preferred

Stock will also reduce the net income available to our common stockholders and our earnings per common share. We may not declare or pay dividends on our common stock or repurchase shares of our common stock without first having paid all accrued preferred dividends that are due.

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Only a limited trading market exists for our common stock, which could lead to price volatility. Our common stock is listed for trading on the NYSE MKT Equities under the trading symbol “MSL,” but there is low trading volume in our common stock. The limited trading market for our common stock may cause fluctuations in the market value of our common stock to be exaggerated, leading to price volatility in excess of that which might occur in a more active trading market of our common stock. Future sales of substantial amounts of common stock in the public market, or the perception that such sales may occur, could adversely affect the prevailing market price of our common stock. In addition, even if a more active market in our common stock develops, we cannot assure you that such a market will continue.

Our directors and executive management own a significant number of shares of stock, allowing further control over business and corporate affairs.

Our directors and executive officers beneficially own approximately 2.6 million shares, or 23.3%, of our outstanding common stock as of December 31, 2012. As a result, in addition to their day-to-day management roles, they will be able to exercise significant influence on our business as stockholders, including influence over election of the Board and the authorization of other corporate actions requiring shareholder approval. In deciding on how to vote on certain proposals, our stockholders should be aware that our directors and executive officers may have interests that are different from, or in addition to, the interests of our stockholders generally.

Provisions of our articles of incorporation and by-laws, Louisiana law, and state and federal banking regulations, could delay or prevent a takeover by a third party.

Our articles of incorporation and by-laws could delay, defer, or prevent a third party takeover, despite possible benefit to the stockholders, or otherwise adversely affect the price of our common stock. Our governing documents:

- permit directors to be removed by stockholders only for cause and only upon an 80% vote;
- require 80% of the voting power for stockholders to amend the by-laws, call a special meeting, or amend the articles of incorporation, in each case if the proposed action was not approved by the Board;
- authorize a class of preferred stock that may be issued in series with terms, including voting rights, established by the Board without stockholder approval;
- authorize approximately 30 million shares of common stock and 5 million shares of preferred stock that may be issued by the Board without shareholder approval;
- classify our Board with staggered three year terms, preventing a change in a majority of the Board at any annual meeting;
- require advance notice of proposed nominations for election to the Board and business to be conducted at a shareholder meeting; and
- require 80% of the voting power for stockholders to approve business combinations not approved by the Board.

These provisions would likely preclude a third party from removing incumbent directors and simultaneously gaining control of the Board by filling the vacancies thus created with its own nominees. Under the classified Board provisions, it would take at least two elections of directors for any individual or group to gain control of the Board. Accordingly, these provisions could discourage a third party from initiating a proxy contest, making a tender offer or otherwise attempting to gain control. These provisions may have the effect of delaying consideration of a shareholder proposal until the next annual meeting unless a special meeting is called by the Board or the chairman of the Board. Moreover, even in the absence of an attempted takeover, the provisions make it difficult for stockholders dissatisfied with the Board to effect a change in the Board’s composition, even at annual meetings.

Also, we are subject to the provisions of the Louisiana Business Corporation Law (“LBCL”), which provides that we may not engage in certain business combinations with an “interested shareholder” (generally defined as the holder of 10.0% or more of the voting shares) unless (1) the transaction was approved by the Board before the interested shareholder became an interested shareholder or (2) the transaction was approved by at least two-thirds of the

outstanding voting shares not beneficially owned by the interested shareholder and 80% of the total voting power or (3) certain conditions relating to the price to be paid to the stockholders are met.

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The LBCL also addresses certain transactions involving “control shares,” which are shares that would have voting power with respect to the Company within certain ranges of voting power. Control shares acquired in a control share acquisition have voting rights only to the extent granted by a resolution approved by our stockholders. If control shares are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, stockholders of the issuing public corporation have dissenters’ rights as provided by the LBCL.

Our future ability to pay dividends and repurchase stock is subject to restrictions.

Since we are a holding company with no significant assets other than the Bank, we have no material source of income other than dividends received from the Bank. Therefore, our ability to pay dividends to our stockholders will depend on the Bank’s ability to pay dividends to us. Moreover, banks and financial holding companies are both subject to certain federal and state regulatory restrictions on cash dividends. We are also restricted from paying dividends if we have deferred payments of the interest on, or an event of default has occurred with respect to, our trust preferred securities, Series B Preferred Stock or Series C Preferred Stock. Additionally, terms and conditions of our outstanding shares of preferred stock place certain restrictions and limitations on our common stock dividends and repurchases of our common stock.

A shareholder’s investment is not an insured deposit.

An investment in our common stock is not a bank deposit and is not insured or guaranteed by the FDIC or any other government agency. Your investment in our common stock will be subject to investment risk and you may lose all or part of your investment.

### Item 1B – Unresolved Staff Comments

None.

### Item 2 - Properties

We lease our principal executive and administrative offices and principal facility in Lafayette, Louisiana under a lease expiring July 31, 2021. In addition to our principal facility, we also have eight other branches located in Lafayette, Louisiana, three in New Iberia, Louisiana, two in Baton Rouge, Louisiana, two in Lake Charles, Louisiana, two in Houma, Louisiana, and one branch in each of the following Louisiana cities: Breaux Bridge, Cecilia, St. Martinville, Larose, Jeanerette, Opelousas, Morgan City, Jennings, Sulphur, and Thibodaux. We also have an operations office in Breaux Bridge, Louisiana. Nineteen of these offices are owned and ten are leased.

We added fifteen branches through our acquisition with PSB. These branches include three in Many, Louisiana, two in Alexandria, Louisiana, three in Natchitoches, Louisiana, and one branch in each of the following Louisiana cities: Robeline, Florien, Greenwood, Zwolle, Mansfield and Pleasant Hill. We also acquired from PSB a branch in Texarkana, Texas. Of the fifteen branches acquired from PSB, fourteen are owned and one is leased.

Additionally, in our Texas market area we have two full service branches located in Beaumont, Texas. Our additional full service branches in the Texas market area are located in Vidor, Conroe, College Station, Houston, Dallas, Fort Worth, Mesquite, Rockwall, White Rock, and Tyler. Of these offices, six are owned and six are leased.

### Item 3 - Legal Proceedings

A Notice of Charge of Discrimination was filed against the Company in April 2011 with the U.S. Equal Employment Opportunity Commission by Karen L. Hail, a former Director and officer of the Company. Ms. Hail’s claim alleges gender discrimination and retaliation. In May 2011, Ms. Hail also filed an action in U.S. District Court for the Western District of Louisiana (“the Court”) against the Company and the Bank for discrimination and retaliation in

violation of the Family Medical Leave Act and Title VII of the Civil Rights Act seeking unspecified monetary damages. In July 2011, the Company and the Bank filed an answer and counterclaim along with a motion to partially dismiss Ms. Hail's claims. Ms. Hail filed a response to the motion to dismiss in August 2011. The Court has not yet ruled on the motion filed by the Company and the Bank. The Company believes Ms. Hail's claims are without merit and will strongly defend against the claim.

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The Bank has been named as a defendant in various other legal actions arising from normal business activities in which damages of various amounts are claimed. While the amount, if any, of ultimate liability with respect to such matters cannot be currently determined, management believes, after consulting with legal counsel, that any such liability will not have a material adverse effect on the Company's consolidated financial position, results of operations, or cash flows.

Item 4 – Mine Safety Disclosures

Not applicable.

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Executive Officers of the Registrant

The names, ages as of December 31, 2012, and positions of our executive officers are listed below along with their business experience during the past five years.

C. R. Cloutier, 65 – President, Chief Executive Officer and Director of the Company and the Bank since 1984.

Troy Cloutier, 39 – Chief Banking Officer and Senior Executive Vice President of the Bank since February 2011. Prior to his appointment as Chief Banking Officer, Mr. Cloutier had been with MidSouth Bank for 18 years and most recently served as Senior Vice President and Regional President for the South and East Louisiana Regions in addition to managing due diligence for the Bank’s mergers and acquisitions team. Troy Cloutier is the son of C.R. Cloutier.

James R. McLemore, 53 – Senior Executive Vice President and Chief Financial Officer for the Company and the Bank since July 2009. Prior to joining the Company and the Bank, Mr. McLemore served as Executive Vice President and Chief Financial Officer of Security Bank Corporation from 2002 until July 2009. In July 2009, subsequent to Mr. McLemore’s departure, the six subsidiary banks of Security Bank Corporation were closed and the FDIC was appointed receiver of the banks. Security Bank Corporation subsequently filed for bankruptcy in August of 2009.

John Nichols, 57 – Senior Executive Vice President and Chief Credit Officer for the Bank since July 2010. Nichols, who previously served as Senior Vice President and President of the bank's West Louisiana Region, is based in Lake Charles. He continues to be a member of the Lake Charles market's Regional Loan Committee. Nichols joined the Bank in 2001, having previously worked as Senior Vice President and Business Banking Manager for Bank One (now JPMorgan Chase) in Lake Charles and Alexandria.

Gerald “Jerry” Reaux Jr., 52 – Chief Operating Officer of the Company and the Bank since February 2011. Prior to joining MidSouth, Mr. Reaux served three years as Chief Executive Officer of Tri-Parish Bancshares, Ltd. in Eunice, Louisiana and also served as the Vice Chairman for seven years. He has over 30 years of banking experience. In May of 2011 at the Annual Meeting of Stockholders, Mr. Reaux was elected as a director of the Company and the Bank and succeeded Dr. J.B. Hargroder as Vice Chairman of the Board of Directors of the Company.

All executive officers are appointed for one year terms expiring at the first meeting of the Board of Directors after the annual stockholders meeting next succeeding his or her election and until his or her successor is elected and qualified.

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PART II

Item 5 - Market for Registrant's Common Equity, Related Shareholder Matters, and Issuer Purchases of Equity Securities

As of February 28, 2013, there were 889 common stockholders of record. The Company's common stock trades on the NYSE MKT Equities under the symbol "MSL." The high and low sales price for the past eight quarters has been provided in the Selected Quarterly Financial Data tables that are included with this filing under Item 8 and is incorporated herein by reference.

Cash dividends totaling \$2.9 million were declared to common stockholders during 2012. The regular quarterly dividend of \$0.07 per share was paid for all four quarters of 2012, for a total of \$0.28 per share for the year. Cash dividends totaling \$2.8 million were declared to common stockholders during 2011. A quarterly dividend of \$0.07 per share was paid for each quarter of 2011, for a total of \$0.28 per share for the year.

Under the Louisiana law, we may not pay a dividend if (i) we are insolvent or would thereby be made insolvent, or (ii) the declaration or payment thereof would be contrary to any restrictions contained in our articles of incorporation. Our primary source of funds for dividends is the dividends we receive from the Bank; therefore, our ability to declare dividends is highly dependent upon future earnings, financial condition, and results of operation of the Bank as well as applicable legal restrictions on the Bank's ability to pay dividends and other relevant factors. The Bank currently has the ability to declare dividends to us without prior approval of our primary regulators. However, the Bank's ability to pay dividends to us will be prohibited if the result would cause the Bank's regulatory capital to fall below minimum requirements. Additionally, dividends to us cannot exceed a total of the Bank's current year and prior two years' earnings, net of dividends paid to us in those years.

Pursuant to the terms of our Series B Preferred Stock, Series C Preferred Stock, and the terms of our trust preferred securities, we are prohibited from paying dividends on our common stock during any period in which we have deferred interest payments on either the Series B Preferred Stock, Series C Preferred Stock or the trust preferred securities.

The following graph compares the cumulative total return on our common stock over a period beginning December 31, 2007 with (1) the cumulative total return on the stocks included in the Russell 3000 and (2) the cumulative total return on the stocks included in the SNL Securities, LC ("SNL") \$1B - \$5B Bank Index. The comparison assumes an investment in our common stock on the indices of \$100 at December 31, 2007 and assumes that all dividends were reinvested during the applicable period.

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## MidSouth Bancorp, Inc.

Index	Period Ending					
	12/31/07	12/31/08	12/31/09	12/31/10	12/31/11	12/31/12
MidSouth Bancorp, Inc.	100.00	55.80	62.18	70.04	60.58	77.66
Russell 3000	100.00	62.69	80.46	94.08	95.05	110.65
SNL Bank \$1B-\$5B	100.00	82.94	59.45	67.39	61.46	75.78

The stock price information shown above is based on historical data and should not be considered indicative of future price performance.

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## Item 6 – Five Year Summary of Selected Financial Data

	At and For the Year Ended December 31,				
	2012	2011	2010	2009	2008
	(dollars in thousands, except per share data)				
Interest income	\$61,022	\$51,007	\$48,124	\$50,041	\$55,472
Interest expense	(5,840 )	(5,802 )	(7,395 )	(10,220 )	(16,085 )
Net interest income	55,182	45,205	40,729	39,821	39,387
Provision for loan losses	(2,050 )	(3,925 )	(5,020 )	(5,450 )	(4,555 )
Noninterest income	14,944	13,061	14,857	15,046	15,128
Noninterest expenses	(54,655 )	(49,304 )	(43,818 )	(44,693 )	(43,974 )
Earnings before income taxes	13,421	5,037	6,748	4,724	5,986
Income tax expense	(3,779 )	(564 )	(968 )	(125 )	(449 )
Net earnings	\$9,642	\$4,473	\$5,780	\$4,599	\$5,537
Preferred dividend requirement	(1,547 )	(1,802 )	(1,198 )	(1,175 )	-
Net earnings available to common stockholders	\$8,095	\$2,671	\$4,582	\$3,424	\$5,537
Basic earnings per common share	\$0.77	\$0.27	\$0.47	\$0.51	\$0.84
Diluted earnings per common share	\$0.77	\$0.27	\$0.47	\$0.51	\$0.83
Dividends per common share	\$0.28	\$0.28	\$0.28	\$0.28	\$0.32
Total loans	\$1,046,940	\$746,305	\$580,812	\$585,042	\$608,955
Total assets	1,851,731	1,396,756	1,002,339	972,142	936,815
Total deposits	1,551,904	1,164,806	800,772	773,285	766,704
Cash dividends on common stock	2,933	2,776	2,721	1,846	2,120
Long-term obligations	29,384	15,465	15,465	15,465	15,465
Selected ratios:					
Loans to assets	56.54	% 53.43	% 58.00	% 60.18	% 65.00
Loans to deposits	67.46	% 64.07	% 72.53	% 75.66	% 79.43
Deposits to assets	83.81	% 83.39	% 79.89	% 79.54	% 81.84
Return on average assets	0.58	% 0.24	% 0.47	% 0.37	% 0.60
Return on average common equity	6.05	% 2.22	% 3.92	% 4.35	% 7.79

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Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations

The purpose of this discussion and analysis is to highlight changes in the financial condition of the Company and on its results of operations during 2012, 2011 and 2010. This discussion and analysis is intended to highlight and supplement information presented elsewhere in this annual report on Form 10-K, particularly the consolidated financial statements and related notes appearing in Item 8.

Overview

We are a financial holding company, headquartered in Lafayette, Louisiana, that through our community banking subsidiary, MidSouth Bank, N.A., operates 59 offices in Louisiana and Texas. We had approximately \$1.9 billion in consolidated assets as of December 31, 2012. We derive the majority of our income from interest received on our loans and investments. Our primary source of funds for making these loans and investments is our deposits, on which we pay interest. Approximately 75.5% of our total deposits are interest-bearing. Consequently, one of the key measures of our success is our amount of net interest income, or the difference between the income on our interest-earning assets, such as loans and investments, and the expense on our interest-bearing liabilities, such as deposits and borrowings. The resulting ratio of that difference as a percentage of our average earning assets represents our net interest margin. Another key measure is the spread between the yield we earn on these interest-earning assets and the rate we pay on our interest-bearing liabilities, which is called our net interest spread.

There are risks inherent in all loans, so we maintain an allowance for loan losses to absorb probable losses on existing loans that may become uncollectible. We maintain this allowance by charging a provision for loan losses against our operating earnings for each period. We have included a detailed discussion of this process, as well as several tables describing our allowance for loan losses. Our financial performance for the years ended December 31, 2011 and 2012 were, and continue to be, significantly impacted by the disruptions in the national economy and the resulting financial uncertainty that has severely impacted the banking industry. While we believe our market areas have fared better than the national economy during this most recent economic downturn, the economic uncertainty and difficult real estate markets had an impact on our loan losses, loan demand and our net interest margin.

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

We plan to continue to grow both organically and through acquisitions, including potential expansion into new market areas. We believe our current financial condition, coupled with our scalable operational capabilities will allow us to act upon growth opportunities in the current banking environment.

The following discussion and analysis also identifies significant factors that have affected our financial position and operating results during the periods included in the financial statements accompanying or incorporated by reference in this report. We encourage you to read this discussion and analysis in conjunction with our consolidated financial statements and the notes thereto and other statistical information included and incorporated by reference in this annual report on Form 10-K.

Acquisition Activity during 2012 and 2011

On December 28, 2012, we completed a merger with PSB Financial Corporation (“PSB”), the holding company of Many, Louisiana based The Peoples State Bank. This transaction continued our strategic growth and enhanced the connection between Louisiana and Texas by expanding MidSouth Bank’s presence into central and northeast Louisiana and east Texas.

Under the terms of the definitive agreement, we issued 756,511 shares of the Company's common stock valued at \$11.5 million, \$10.0 million in preferred equity through a newly created Series C 4.00% noncumulative convertible preferred stock, and \$16.0 million in cash. In addition, the merger agreement provided for potential additional cash consideration of up to \$2.0 million, plus interest, based on the resolution of certain identified loans over a three-year period. We acquired approximately \$465.0 million in assets at fair value from PSB and added 15 banking centers with approximately \$260.1 million in loans and approximately \$400.6 million in deposits. We also assumed approximately \$13.9 million in junior subordinated debentures issued by PSB in connection with its trust preferred securities. The systems conversion for PSB will be completed in March 2013. Additional information regarding the PSB merger is included in Note 2 of the notes to the consolidated financial statements.

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The Bank completed three acquisitions in 2011. On July 29, 2011, the Bank acquired five Jefferson Bank branches in the Dallas-Fort Worth market from First Bank and Trust Company of Lubbock, Texas. In connection with this acquisition, the Bank acquired \$57.7 million of loans and assumed \$165.8 million in deposits from Jefferson Bank. In connection with the acquisition, the Bank also purchased \$9.1 million of loan participations from First Bank and Trust.

On December 1, 2011, the Bank acquired substantially all of the assets and liabilities of First Louisiana National Bank (“FLNB”), Breaux Bridge, Louisiana. In connection with this acquisition, the Bank acquired \$48.0 million in loans and assumed \$104.0 million in deposits from FLNB.

On December 2, 2011, the Bank acquired the Tyler, Texas branch of Beacon Federal. In connection with this acquisition, the Bank acquired \$22.2 million in loans and assumed \$79.8 million in deposits from Beacon Federal. The system conversions for all three acquisitions were completed in the third and fourth quarters of 2011.

## Critical Accounting Policies

Certain critical accounting policies affect the more significant judgments and estimates used in the preparation of the consolidated financial statements. Our significant accounting policies are described in the notes to the consolidated financial statements included in this report. The accounting principles we follow and the methods of applying these principles conform to accounting principles generally accepted in the United States of America (“GAAP”) and general banking practices. Our most critical accounting policy relates to the determination of the allowance for loan losses, which reflects the estimated losses resulting from the inability of its borrowers to make loan payments. The determination of the adequacy of the allowance involves significant judgment and complexity and is based on many factors. If the financial condition of our borrowers were to deteriorate, resulting in an impairment of their ability to make payments, the estimates would be updated and additional provisions for loan losses may be required. See Asset Quality – Allowance for Loan Losses and Note 1 and Note 4 of the notes to the consolidated financial statements.

Another of our critical accounting policies relates to the valuation of goodwill, intangible assets and other purchase accounting adjustments. We account for acquisitions in accordance with ASC Topic No. 805, which requires the use of the purchase method of accounting. Under this method, we are required to record assets acquired and liabilities assumed at their fair value, including intangible assets. Determination of fair value involves estimates based on internal valuations of discounted cash flow analyses performed, third party valuations, or other valuation techniques that involve subjective assumptions. Additionally, the term of the useful lives and appropriate amortization periods of intangible assets is subjective. Resulting goodwill from an acquisition under the purchase method of accounting represents the excess of the purchase price over the fair value of net assets acquired. Goodwill is not amortized, but is evaluated for impairment annually or more frequently if deemed necessary. If the fair value of an asset exceeds the carrying amount of the asset, no charge to goodwill is made. If the carrying amount exceeds the fair value of the asset, goodwill will be adjusted through a charge to earnings. In evaluating the goodwill on our consolidated balance sheet for impairment at December 31, 2012, we first assessed qualitative factors to determine whether it is more likely than not that the fair value of our acquired assets is less than the carrying amount of the acquired assets, as allowed under ASU 2011-08, Intangibles- Goodwill and Other (Topic 350): Testing Goodwill for Impairment. After making the assessment based on several factors, which included but was not limited to the current economic environment, the economic outlook in our markets, our financial performance and common stock value as compared to our peers, we determined it is more likely than not that the fair value of our acquired assets is greater than the carrying amount and, accordingly, no impairment of goodwill was recorded for the year ended December 31, 2012.

Given the instability of the economic environment, it is reasonably possible that the methodology of the assessment of potential loan losses and goodwill impairment could change in the near-term or could result in impairment going forward.





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Another of our critical accounting policies relates to deferred tax assets and liabilities. We record deferred tax assets and deferred tax liabilities for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax benefits, such as net operating loss carry forwards, are recognized to the extent that realization of such benefits is more likely than not. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the assets and liabilities are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income tax expense in the period that includes the enactment date. In the event the future tax consequences of differences between the financial reporting bases and the tax bases of our assets and liabilities results in deferred tax assets, an evaluation of the probability of being able to realize the future benefits indicated by such assets is required. A valuation allowance is provided when it is more likely than not that a portion or the full amount of the deferred tax asset will not be realized. In assessing the ability to realize the deferred tax assets, management considers the scheduled reversals of deferred tax liabilities, projected future taxable income, and tax planning strategies. A deferred tax liability is not recognized for portions of the allowance for loan losses for income tax purposes in excess of the financial statement balance. Such a deferred tax liability will only be recognized when it becomes apparent that those temporary differences will reverse in the foreseeable future. A tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50 percent more likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded.

## Results of Operations

Net income available to common stockholders for the year ended December 31, 2012 totaled \$8.1 million compared to \$2.7 million for the year ended December 31, 2011, or an increase of \$5.4 million. Diluted earnings per share were \$0.77 for the year ended December 31, 2012, compared to \$0.27 for 2011. Merger related expenses totaled \$1.2 million for 2012 versus \$2.4 million for 2011. With the closing of the PSB merger on December 28, 2012 and no material changes in the balance sheet or operating results of PSB between December 28, 2012 and December 31, 2012, net earnings for 2012 included no operating results for PSB.

In year-over-year comparison, net income available to common stockholders increased primarily as a result of a \$10.0 million improvement in net interest income combined with a \$1.9 million decrease in the provision for loan losses and a \$1.9 million improvement in non-interest income. Of the \$10.0 million increase in net interest income, a total of \$5.4 million was earned from the branches acquired in the third and fourth quarters of 2011. Purchase accounting adjustments totaling \$1.8 million also contributed to the increase in net interest income. Interest income on investments and other interest-bearing accounts increased \$2.1 million in prior year comparison and included interest earned on excess cash invested from the 2011 acquisitions. Increases in noninterest income consisted primarily of \$509,000 in service charges on deposit accounts, \$803,000 in ATM and debit card income, \$130,000 in mortgage banking fees, and a \$105,000 net gain on sale of securities.

The improvement in revenues offset a \$5.4 million increase in noninterest expense and a \$3.2 million increase in income tax expense. The increase in non-interest expense resulted primarily from a \$3.0 million increase in salary and benefits costs, \$2.0 million in occupancy expense, and \$303,000 in ATM/debit card processing expense.

Total consolidated assets increased \$422.8 million, or 29.6%, from \$1.43 billion at December 31, 2011, to \$1.85 billion at December 31, 2012. The increase in assets resulted from the \$465.0 million in assets acquired as a result of the PSB merger. Total loans were \$1.0 billion at December 31, 2012, an increase of \$300.6 million, or 40.3%, from the \$746.3 million reported as of December 31, 2011. The \$300.6 million growth in loans included \$260.1 million acquired from PSB and \$40.5 million in organic growth. Deposits totaled \$1.6 billion at December 31, 2012 compared to \$1.2 billion at December 31, 2011 and included \$400.6 million in deposits acquired from PSB. The

addition of \$311.1 million in transaction deposits from PSB reinforced our strong relationship-based deposit mix. Our noninterest-bearing deposit base represented 25% of total deposits at December 31, 2012.

Our Tier 1 leverage capital ratio increased to 11.82% at December 31, 2012 compared to 11.14% at December 31, 2011. Tier 1 risk-weighted capital and total risk-weighted capital ratios were 13.46% and 14.10% at December 31, 2012, compared to 16.10% and 16.97% at December 31, 2011, respectively. The Tier 1 common equity ratio at December 31, 2012 was 6.54%. Return on average common equity was 6.05% for 2012 compared to 2.22% for 2011. Return on average assets was 0.58% compared to 0.24% for the same periods, respectively. Our return on average common equity and average assets ratios for the years ended December 31, 2012 and 2011 were significantly impacted by merger and acquisition expenses.

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Nonperforming assets totaled \$18.5 million at December 31, 2012, an increase of \$4.3 million over the \$14.2 million reported for year-end 2011. The increase resulted primarily from the addition of \$4.4 million in nonperforming assets acquired from PSB, which included \$1.6 million in nonaccrual loans, \$2.0 million in loans past due 90 days and over and accruing and \$0.8 million in other real estate owned (“ORE”). The addition of PSB nonperforming loans reduced the allowance coverage for nonperforming loans to 67.78% at December 31, 2012 from 112.63% at December 31, 2011 and decreased the ALL/total loans ratio to 0.70% from 0.97%. Loans classified as troubled debt restructurings (“TDRs”) totaled \$5.1 million at December 31, 2012 compared to \$456,000 at December 31, 2011. A total of \$4.8 million in TDRs acquired with PSB included four credits, two of which are large commercial credits.

Table 1  
Summary of Return on Equity and Assets

	2012		2011		2010	
Return on average assets	0.58	%	0.24	%	0.47	%
Return on average common equity	6.05	%	2.22	%	3.92	%
Dividend payout ratio on common stock	36.36	%	103.70	%	59.57	%
Average equity to average assets	11.88	%	12.88	%	13.88	%

NOTE: 2012 and 2011 return on average assets and return on average common equity were impacted by approximately \$1.2 million of merger costs and \$2.4 million of acquisition and related system conversion charges due to the PSB merger and the branch acquisitions, respectively. Excluding these merger costs, return on average assets for the year ended December 31, 2012 was 0.64% compared to 0.38% for the year ended December 31, 2011, and return on average common equity for the year ended December 31, 2012 was 6.64% compared to 3.56% for the year ended December 31, 2011.

## Earnings Analysis

## Net Interest Income

Our primary source of earnings is net interest income, which is the difference between interest earned on loans and investments and interest paid on deposits and other interest-bearing liabilities. Changes in the volume and mix of earning assets and interest-bearing liabilities combined with changes in market rates of interest greatly affect net interest income. Our net interest margin on a taxable equivalent basis, which is net interest income as a percentage of average earning assets, was 4.45%, 4.58%, and 4.72% for the years ended December 31, 2012, 2011, and 2010, respectively. Tables 2 and 3 analyze the changes in net interest income for the years ended December 31, 2012, 2011, and 2010.

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Table 2  
Consolidated Average Balances, Interest, and Rates  
(in thousands)

	Year Ended December 31,								
	2012			2011			2010		
	Average Volume	Interest	Average Yield/ Rate	Average Volume	Interest	Average Yield/ Rate	Average Volume	Interest	Average Yield/ Rate
<b>Assets</b>									
<b>Investment securities<sup>1</sup></b>									
Taxable	\$ 373,277	\$ 8,083	2.17 %	\$ 226,819	\$ 5,362	2.36 %	\$ 153,545	\$ 3,699	2.41 %
Tax exempt <sup>2</sup>	80,590	4,120	5.11 %	93,796	4,786	5.10 %	109,020	5,598	5.13 %
<b>Total investment securities</b>	<b>453,867</b>	<b>12,203</b>	<b>2.69 %</b>	<b>320,615</b>	<b>10,148</b>	<b>3.17 %</b>	<b>262,565</b>	<b>9,297</b>	<b>3.54 %</b>
Federal funds sold	3,482	7	0.20 %	6,567	14	0.21 %	3,328	7	0.21 %
Time and interest bearing deposits in other banks	34,087	92	0.27 %	61,292	196	0.32 %	41,999	274	0.65 %
Other investments	5,758	184	3.20 %	5,107	155	3.04 %	5,007	148	2.96 %
<b>Loans</b>									
Commercial and real estate	661,759	42,217	6.36 %	545,480	35,254	6.46 %	489,799	32,201	6.57 %
Installment	104,259	7,559	7.23 %	79,409	6,633	8.35 %	94,391	7,828	8.29 %
<b>Total loans<sup>3</sup></b>	<b>766,018</b>	<b>49,776</b>	<b>6.48 %</b>	<b>624,889</b>	<b>41,887</b>	<b>6.70 %</b>	<b>584,190</b>	<b>40,029</b>	<b>6.85 %</b>
<b>Total earning assets</b>	<b>1,263,212</b>	<b>62,262</b>	<b>4.92 %</b>	<b>1,018,470</b>	<b>52,400</b>	<b>5.14 %</b>	<b>897,089</b>	<b>49,755</b>	<b>5.55 %</b>
Allowance for loan losses	(7,182 )			(7,241 )			(8,050 )		
Nonearning assets	140,085			106,447			92,732		
<b>Total assets</b>	<b>\$ 1,396,115</b>			<b>\$ 1,117,676</b>			<b>\$ 981,771</b>		
<b>Liabilities and stockholders' equity</b>									
NOW, money market, and savings	\$ 605,869	\$ 1,816	0.30 %	\$ 506,809	\$ 2,260	0.45 %	\$ 466,844	\$ 3,562	0.76 %
Time deposits	273,932	2,284	0.83 %	173,742	1,764	1.02 %	122,324	1,906	1.56 %
<b>Total interest-bearing deposits</b>	<b>879,801</b>	<b>4,100</b>	<b>0.46 %</b>	<b>680,551</b>	<b>4,024</b>	<b>0.59 %</b>	<b>589,168</b>	<b>5,468</b>	<b>0.93 %</b>
<b>Borrowings:</b>									
Securities sold under agreements to repurchase	50,776	756	1.48 %	49,654	807	1.63 %	49,054	948	1.93 %

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Federal funds purchased	21	-	-	-	-	-	243	2	0.82 %
Other borrowings	11	-	-	-	-	-	682	3	0.44 %
Total borrowings	50,808	756	1.48 %	49,654	807	1.63 %	49,979	953	1.91 %
Junior subordinated debentures	15,503	984	6.24 %	15,465	971	6.19 %	15,465	974	6.30 %
Total interest-bearing liabilities	946,112	5,840	0.62 %	745,670	5,802	0.78 %	654,612	7,395	1.13 %
Demand deposits	274,369			219,669			184,419		
Other liabilities	9,721			8,367			6,457		
Stockholders' equity	165,913			143,970			136,283		
Total liabilities and stockholders' equity	\$ 1,396,115			\$ 1,117,676			\$ 981,771		
Net interest income and net interest spread		\$ 56,422	4.30 %		\$ 46,598	4.36 %		\$ 42,360	4.42 %
Net yield on interest-earning assets			4.45 %			4.58 %			4.72 %

1 Securities classified as available-for-sale are included in average balances and interest income figures and reflect interest earned on such securities.

2 Interest income of \$1,240,000 for 2012, \$1,393,000 for 2011, and \$1,631,000 for 2010 is added to interest earned on tax-exempt obligations to reflect tax-equivalent yields using a tax rate of 35% for 2012 and 34% for 2011 and 2010.

3 Interest income includes loan fees of \$3,474,000 for 2012, \$3,205,000 for 2011, and \$3,150,000 for 2010. Nonaccrual loans are included in average balances and income on such loans is recognized on a cash basis.

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Table 3  
Changes in Taxable-Equivalent Net Interest Income  
(in thousands)

	2012 Compared to 2011			2011 Compared to 2010		
	Total Increase (Decrease)	Change Attributable to Volume Rates		Total Increase (Decrease)	Change Attributable to Volume Rates	
Taxable-equivalent interest earned on:						
Investment securities						
Taxable	\$2,721	\$3,205	\$(484 )	\$1,663	\$1,733	\$(70 )
Tax-exempt	(666 )	(675 )	9	(812 )	(777 )	(35 )
Federal funds sold	(7 )	(6 )	(1 )	7	7	-
Time and interest-bearing deposits in other banks						
Other investments	(104 )	(75 )	(29 )	(78 )	97	(175 )
Loans, including fees	28	21	7	7	3	4
Total	7,889	9,208	(1,319 )	1,858	2,743	(885 )
Total	9,861	11,678	(1,817 )	2,645	3,806	(1,161 )
Interest paid on:						
Interest-bearing deposits						
Securities sold under agreements to repurchase	76	1,034	(958 )	(1,444 )	756	(2,200 )
Federal funds purchased	(51 )	18	(69 )	(141 )	12	(153 )
Other borrowings	-	-	-	(2 )	(2 )	-
Junior subordinated debentures	-	-	-	(3 )	(3 )	-
Total	13	6	7	(3 )	-	(3 )
Total	38	1,058	(1,020 )	(1,593 )	763	(2,356 )
Taxable-equivalent net interest income	\$9,823	\$10,620	\$(797 )	\$4,238	\$3,043	\$1,195

NOTE: Changes due to both volume and rate have generally been allocated to volume and rate changes in proportion to the relationship of the absolute dollar amounts to the changes in each.

Net interest income on a fully taxable-equivalent (“FTE”) basis increased \$9.8 million for 2012 over 2011, the result of a \$9.9 million increase in FTE interest income and a \$0.1 million decrease in interest expense. The increase in interest income on earning assets resulted primarily from a \$244.7 million increase in the volume of average earning assets primarily as a result of the three acquisitions in 2011. The improvement in interest income from the increased average volume of earning assets was partially offset by a 22 basis point decline in the average yield on loans, from 6.70% for the year ended December 31, 2011 to 6.48% for the year ended December 31, 2012. Loan yields declined as matured loans re-priced in the lower rate environment and new loan rates reflected competitive market pricing. Additionally, interest income on investment securities for 2012 increased as a \$133.3 million increase in the average volume of investment securities offset the impact of a 48 basis point reduction in the average FTE yield earned on investment securities. The reduction in the FTE average yield on investment securities from 3.17% for the year ended December 31, 2011 to 2.69% for the year ended December 31, 2012 resulted from lower yields on investments purchased in 2012 with excess cash flow from the 2011 acquisitions and from maturing securities within the portfolio. Interest expense increased minimally in year-over-year comparison as the impact of a \$200.4 million increase in the average volume of interest-bearing liabilities was mostly offset by a 16 basis point reduction in the average rate paid on interest-bearing liabilities, from 0.78% for the year ended December 31, 2011 to 0.62% for the year ended December 31, 2012. As a result, the FTE net interest margin declined 13 basis points, from 4.58% for the

year ended December 31, 2011 to 4.45% for the year ended December 31, 2012. Net of purchase accounting adjustments, the FTE net interest margin declined 25 basis points for 2012 over 2011, from 4.47% to 4.22% for the years ended December 31, 2011 and 2012, respectively.

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Net interest income on a FTE basis increased \$4.2 million for 2011 over 2010, the result of a \$1.6 million reduction in interest expense and a \$2.6 million increase in interest income. The increase in interest income on earning assets resulted primarily from a \$121.4 million increase in the volume of average earnings assets primarily as a result of the three acquisitions in 2011. The improvement in interest income from the increased average volume of earning assets was partially offset by a 15 basis point decline in the average yield on loans, from 6.85% at December 31, 2010 to 6.70% at December 31, 2011. Loan yields declined as matured loans re-priced in the lower rate environment and new loan rates reflected competitive market pricing. Additionally, interest income on investment securities for 2011 increased as a \$58.1 million increase in the average volume of investment securities offset the impact of a 37 basis point reduction in the average FTE yield earned on investment securities. The reduction in the FTE average yield on investment securities from 3.54% at December 31, 2010 to 3.17% at December 31, 2011 resulted from lower yields on investments purchased in 2011 with excess cash flow from the acquisitions. Interest expense decreased primarily due to a 34 basis point reduction in the average rate paid on interest-bearing deposits, from 0.93% at December 31, 2010 to 0.59% at December 31, 2011. Additionally, interest paid on securities sold under agreements to repurchase and on the junior subordinated debentures decreased due to rate reductions. As a result, the FTE net interest margin declined 14 basis points, from 4.72% for the year ended December 31, 2010 to 4.58% for the year ended December 31, 2011. Net of purchase accounting adjustments, the FTE net interest margin declined 24 basis points for 2011 over 2010.

#### Noninterest Income

Noninterest income totaled \$14.9 million at December 31, 2012, compared to \$13.1 million at December 31, 2011 and \$14.9 million at December 31, 2010. Service charges and fees on deposit accounts represent the primary source of noninterest income for us. Income from service charges and fees on deposit accounts, including insufficient funds fees ("NSF" fees), increased \$0.5 million in 2012 compared to a \$2.8 million decrease in 2011. The increase in 2012 was primarily due to a higher volume of transaction accounts as a result of the 2011 acquisitions. The decrease in 2011 was primarily due to a \$2.7 million reduction of NSF fee income, which resulted from fewer NSF items processed. We believe this was primarily driven by the changes implemented in our policies in connection with the changes in Regulation E in 2010. Income on ATM and debit card transactions increased \$803,000 in 2012 and \$442,000 in 2011 as the result of an increase in electronic transactions processed. Other noninterest income increased \$571,000 in 2012 and increased \$514,000 in 2011, including net gains on sales of securities. The \$571,000 increase in 2012 resulted primarily from an increase of \$130,000 in mortgage banking fees and \$105,000 in net gains on sales of securities. The \$514,000 increase in 2011 resulted primarily from a \$468,000 increase in income from other real estate owned. During the second quarter of 2011, we repossessed a condominium complex and have been earning income on the rentals until the property is sold.

#### Noninterest Expense

Total noninterest expense increased 10.9%, or \$5.4 million, from 2011 to 2012 and 12.5%, or \$5.5 million, from 2010 to 2011. Salaries and employee benefits increased \$3.0 million, or 13.6%, in 2012 and \$1.4 million, or 6.9%, in 2011. We employed 604 employees on a full-time equivalent ("FTE") basis at year-end 2012. Net of 140 FTEs added with the PSB merger, we increased 20 FTEs in 2012 over the 444 FTE's employed at year-end 2011 and increased 75 FTEs over the 389 FTE's at year-end 2010. The increase of 20 FTE's in 2012 resulted primarily from additional FTEs hired to staff four new full service branches throughout the year. Salary and benefit costs and FTEs increased in 2011 primarily due to employees added with the three acquisitions completed in the second half of 2011. The increase also included retention and merit bonuses paid following completion of the acquisitions and system conversions of all three acquisitions by year-end 2011. Additionally, in the first quarter of 2011, we implemented a new management structure designed to increase shareholder value through a coordinated focus on achieving our expansion objectives. The new structure included the appointment of two new executive officers, a Chief Operating Officer and a Chief Banking Officer.



Occupancy expenses increased \$2.0 million in 2012 and \$554,000 in 2011. The increase in occupancy expense in 2012 and 2011 related to the acquired branches and primarily included additional lease expense and increased fuel and auto maintenance expenses. Premises and equipment additions and leasehold improvements totaled approximately \$22.7 million, \$11.4 million and \$1.3 million for the years 2012, 2011, and 2010, respectively.

ATM and debit card processing fees increased \$303,000 in 2012 and decreased \$209,000 in 2011. The increase in 2012 resulted primarily from an increased volume of electronic transactions processed. Additionally, losses on electronic transactions increased \$69,000, from \$106,000 in 2011 to \$175,000 in 2012. The decrease in 2011 is primarily due to a decrease in the cost of third party processing.

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Data processing costs, included in other non-interest expense, decreased \$665,000 in 2012 and increased \$1.1 million in 2011 primarily due to data processing charges of \$1.2 million incurred as a result of three computer processing system conversions associated with the 2011 acquisitions. Approximately \$281,000 in PSB system conversion expenses are included in 2012 data processing costs. Additionally, the cost of data lines, support, and internet banking processing increased \$253,000 in 2012.

Other non-interest expense in 2012 included approximately \$830,000 in merger and acquisition costs, primarily in legal and professional fees, marketing costs, and business travel expenses. In 2011, acquisition costs included in other non-interest expense totaled approximately \$1.2 million. Comparatively, other non-interest expense increased minimally in 2012 versus 2011 as a \$256,000 increase in net expenses on ORE and other assets repossessed offset the reduction in merger and acquisition costs for 2012. Other decreases realized in other non-interest expense in 2012 included \$327,000 in third party customer relationship management costs, \$145,000 in shares taxes, and \$131,000 in third party collection expenses. These decreases were mostly offset by increases of \$215,000 in the cost of printing and supplies, \$143,000 in armored car and courier expenses, \$113,000 in telephone expense, and \$101,000 in corporate development and training costs, which are reflective of the expansion of our franchise.

In 2011, other non-interest expense was also impacted by a \$713,000 increase in expenses on other real estate owned due primarily to the repossession of a condominium complex in the second quarter of 2011. The increase was partially offset by a \$410,000 decrease in FDIC fees due to a change in the assessment calculation.

### Income Taxes

Income tax expense increased \$3.2 million in 2012 and decreased by \$404,000 in 2011 and approximated 28%, 11%, and 14% of income before taxes in 2012, 2011 and 2010, respectively. In 2012, the Company exceeded \$10.0 million in revenues which increased the statutory tax rate from 34% to 35%. The impact of nontaxable municipal interest income and other tax considerations resulted in lower effective tax rates for each of the three years presented in the Consolidated Statement of Earnings included in Item 8 of this filing. The notes to the consolidated financial statements provide additional information regarding income tax considerations.

### Balance Sheet Analysis

#### Investment Securities

Total investment securities increased \$110.4 million in 2012, from \$467.7 million in 2011 to \$578.1 million at December 31, 2012. The increase resulted primarily from \$152.7 million in securities acquired with the PSB acquisition and \$138.5 million in purchased securities, partially offset by \$170.4 million in maturities and calls of securities within the portfolio in 2012. Average duration of the portfolio was approximately 3.50 years as of December 31, 2012 and the average taxable-equivalent yield was 2.69%. For the year ended December 31, 2011, average duration of the portfolio was 3.44 years and the average taxable-equivalent yield was 3.17%. Unrealized net gains before tax effect in the securities available-for-sale portfolio were \$12.6 million at December 31, 2012, compared to unrealized net gains before tax effect of \$11.7 million at December 31, 2011. These amounts resulted from interest rate fluctuations.

At December 31, 2012, approximately \$310.6 million, or 73.1%, of the securities available-for-sale portfolio represented mortgage-backed securities and CMOs. All of the mortgage-backed securities and CMOs are government agency sponsored with the exception of three privately issued CMOs with a current market value of \$96,000. Risk due to changes in interest rates on mortgage-backed pools is monitored by monthly reviews of prepayment speeds, duration, and purchase yields as compared to current market yields on each security. CMOs totaled \$131.7 million and represented pools that each had a book value of less than 10% of stockholders' equity at December 31, 2012. Other asset-backed securities totaled \$12.7 million at December 31, 2012. These securities are collateralized by student loans issued under the Federal Family Education Loan Program. Under the program, the loans are

re-insured by the Department of Education for amounts generally ranging from 97% - 100%. An additional 3.2% of the available-for-sale portfolio consisted of short-term U.S. Government sponsored enterprises securities, while municipal securities represented 20.6%. Given the current economic environment and concerns regarding the financial stability of municipalities in general, we contracted with an independent third party provider to conduct a review of our municipal portfolio in 2012 and in 2011. As a result of the review, six municipal securities were sold in 2012 and six municipal securities were sold in 2011 due primarily to the inability to obtain current financial information.

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With the PSB merger, we acquired a collateralized debt obligation at a fair value of \$464,000. The debt security is a pool of financial institutions' trust preferred securities.

Additional information on our investment securities portfolio is provided in Note 3 of the notes to consolidated financial statements.

Table 4

## Composition of Investment Securities

December 31

(in thousands)

	2012	2011	2010	2009	2008
Available-for-sale securities					
U. S. Government sponsored enterprises	\$13,424	\$94,999	\$117,698	\$102,523	\$39,747
Obligations of state and political subdivisions	87,421	96,149	108,852	117,301	118,613
GSE mortgage-backed securities	178,819	109,487	11,472	15,634	19,661
Collateralized mortgage obligations:					
residential	101,986	41,468	22,688	36,278	47,829
Collateralized mortgage obligations:					
commercial	29,761	25,138	3,099	-	-
Other asset-backed securities	12,742	-	-	-	-
Collateralized debt obligation	464				
Financial institution equity security	-	-	-	72	94
Total available-for-sale securities	\$424,617	\$367,241	\$263,809	\$271,808	\$225,944
Held-to-maturity securities					
Obligations of state and political subdivisions	\$42,900	\$340	\$1,588	\$3,043	\$6,490
GSE mortgage-backed securities	89,383	82,497	-	-	-
Collateralized mortgage obligations:					
residential	5,009	-	-	-	-
Collateralized mortgage obligations:					
commercial	16,232	17,635	-	-	-
Total held-to-maturity securities	\$153,524	\$100,472	\$1,588	\$3,043	\$6,490
Total investment securities	\$578,141	\$467,713	\$265,397	\$274,851	\$232,434

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Table 5

## Investment Securities Portfolio

## Maturities and Average Taxable-Equivalent Yields

For the Year Ended December 31, 2012

(dollars in thousands)

	Within 1 Year		After 1 but Within 5 Years		After 5 but Within 10 Year		After 10 Years		Total
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	
Securities available-for-sale:									
U.S. Government sponsored enterprises	\$ 1,206	0.40 %	\$ 12,218	0.79 %	\$ -	-	\$ -	-	\$ 13,424
Obligations of state and political subdivisions <sup>1</sup>	11,673	4.51 %	38,147	5.12 %	26,790	5.77 %	10,811	5.77 %	87,421
GSE mortgage-backs and CMOs: residential	17,249	2.50 %	257,631	2.39 %	5,843	2.04 %	82	2.40 %	280,805
GSE mortgage-backs and CMOs: commercial	-	-	29,761	2.46 %	-	-	-	-	29,761
Other asset-backed securities	-	-	12,742	1.54 %	-	-	-	-	12,742
Collateralized debt obligation	-	-	-	-	-	-	464	0.00 %	464
Total fair value	\$ 30,128		\$ 350,499		\$ 32,633		\$ 11,357		\$ 424,617

	Within 1 Year		After 1 but Within 5 Years		After 5 but Within 10 Year		After 10 Years		Total
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	
Held-to-Maturity:									
Obligations of state and political subdivisions <sup>1</sup>	\$ 296	5.56 %	\$ 1,068	2.87 %	\$ 6,029	2.91 %	\$ 35,507	2.96 %	\$ 42,900
GSE mortgage-backs and CMOs: residential	-	-	94,392	2.19 %	-	-	-	-	94,392
GSE mortgage-backs and CMOs: commercial	-	-	16,232	2.25 %	-	-	-	-	16,232
Total cost	\$ 296		\$ 111,692		\$ 6,029		\$ 35,507		\$ 153,524

<sup>1</sup> Tax exempt yields are expressed on a fully taxable equivalent basis.

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## Loan Portfolio

The loan portfolio totaled \$1.0 billion at December 31, 2012, up 40.3%, or \$300.6 million, from \$746.3 million at December 31, 2011. Of the \$300.6 million in loan growth for 2012, \$260.1 million was acquired from PSB at fair value and approximately \$40.5 million was organic loan growth. PSB's loan mix consisted of 51% commercial real estate loans, 23% commercial and industrial loans, 13% residential real estate loans, 7% consumer installment loans, and 6% construction loans. The organic loan growth in 2012 resulted from improved loan demand and funding activity primarily in the second and third quarters of 2012. Organic growth has continued to be affected by commercial and consumer customers continuing to pay down debt in an unstable economic environment.

Our loan portfolio is diversified throughout our Louisiana and Texas markets, with a focus on commercial, financial, agricultural ("C&I") and owner-occupied commercial real estate ("CRE") loans. Our C&I and CRE loans are primarily underwritten on cash flow analyses versus collateral valuations. The C&I portfolio consists primarily of term loans or revolving lines of credit which are generally structured with annual maturity. The term loans are generally structured with fixed rates and three to five year maturities. The CRE portfolio consists primarily of credits that have fifteen to twenty year amortization terms with rates fixed primarily for three years, but up to five years. We believe the shorter term structure of our C&I and CRE credits allows greater flexibility in controlling interest rate risk.

The loan portfolio at December 31, 2012 consisted of approximately 50.1% in fixed rate loans, with the majority maturing within five years. Approximately 49.9% of the portfolio earns a variable rate of interest, the greater majority of which adjusts simultaneous with changes in the Prime rate and a smaller portion that adjusts on a scheduled repricing date. The mix of variable and fixed rate loans provides some protection from changes in market rates of interest. Additionally, over the past two years, we established rate floors, primarily for our commercial loans, that provided some protection to our net interest margin during a sustained low rate environment like we are currently facing.

Table 6  
Composition of Loans  
December 31  
(in thousands)

	2012	2011	2010	2009	2008
Commercial, financial, and agricultural	\$315,655	\$223,283	\$177,598	\$193,350	\$208,473
Lease financing receivable	5,769	4,276	4,748	7,589	8,058
Real estate – commercial	414,384	280,798	208,764	188,045	167,242
Real estate – residential	142,858	113,582	72,460	77,130	67,346
Real estate – construction	75,334	52,712	54,164	39,544	65,327
Installment loans to individuals	90,561	69,980	62,272	77,069	87,743
Other	2,379	1,674	806	2,315	4,766
Total loans	\$1,046,940	\$746,305	\$580,812	\$585,042	\$608,955

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Table 7

## Loan Maturities and Sensitivity to Interest Rates

For the Year Ended December 31, 2012

(in thousands)

	Fixed and Variable Rate Loans at Stated Maturities				Amounts Over One Year With		
	1 Year or Less	1 Year – 5 Years	Over 5 years	Total	Predetermined Rates	Floating Rates	Total
Commercial, financial, and agricultural	\$ 154,242	\$ 106,574	\$ 54,839	\$ 315,655	\$ 92,245	\$ 69,168	\$ 161,413
Lease financing receivables	469	5,118	182	5,769	5,300	-	5,300
Real estate – commercial	45,777	146,031	222,576	414,384	137,244	231,363	368,607
Real estate – residential	17,060	45,482	80,316	142,858	91,146	34,652	125,798
Real estate – construction	32,130	14,894	28,310	75,334	18,759	24,445	43,204
Installment loans to individuals	26,538	45,100	18,923	90,561	57,096	6,927	64,023
Other	1,163	1,216	-	2,379	1,185	31	1,216
Total	\$ 277,379	\$ 364,415	\$ 405,146	\$ 1,046,940	\$ 402,975	\$ 366,586	\$ 769,561

## Asset Quality

## Credit Risk Management

We manage credit risk by observing written, board approved policies that govern all underwriting activities. Our Chief Credit Officer (“CCO”) is responsible for credit underwriting and loan operations for the Bank. The role of CCO includes on-going review and development of lending policies, commercial credit analysis, centralized consumer underwriting, loan operations documentation and funding, and overall credit risk management procedures. The current risk management process requires that each individual loan officer review his or her portfolio on a quarterly basis and assign recommended credit ratings on each loan. These efforts are supplemented by independent reviews performed by the loan review officer and other validations performed by the internal audit department. The results of the reviews are reported directly to the Audit Committee of the Board of Directors. We believe the conservative nature of our underwriting practices has resulted in strong credit quality in our loan portfolio. Completed loan applications, credit bureau reports, financial statements, and a committee approval process remain a part of credit decisions. Documentation of the loan decision process is required on each credit application, whether approved or denied, to ensure thorough and consistent procedures. Additionally, we have historically recognized and disclosed significant problem loans quickly and taken prompt action to address material weaknesses in those credits.

Our loan review process also includes monitoring and reporting of loan concentrations whereby individual customer and aggregate industry leverage, profitability, risk rating distributions, and liquidity are evaluated for each major standard industry classification segment. At December 31, 2012, one industry segment concentration, the oil and gas industry, aggregated more than 10% of our loan portfolio. Our exposure in the oil and gas industry, including related service and manufacturing industries, totaled approximately \$146.2 million, or 14.0% of total loans. Additionally, we monitor our exposure to loans secured by commercial real estate. At December 31, 2012, loans secured by commercial real estate (including commercial construction and multifamily loans) totaled approximately \$472.7 million, of which approximately \$147.1 million was acquired with PSB. Of the \$472.7 million, \$359.2 million

represent CRE loans, 57% of which are secured by owner-occupied commercial properties. A total of \$4.0 million, or 0.85%, in loans secured by commercial real estate were on nonaccrual status at December 31, 2012.



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## Nonperforming Assets

Table 8 contains information about nonperforming assets, including loans past due 90 days or greater (“90 days or >”) and still accruing.

Table 8  
Asset Quality Information  
December 31  
(dollars in thousands)

	2012	2011	2010	2009	2008
Loans on nonaccrual	\$8,887	\$6,229	\$19,603	\$16,183	\$9,355
Loans past due 90 days or > and still accruing	1,986	231	66	378	1,005
Total nonperforming loans	10,873	6,460	19,669	16,561	10,360
Other real estate owned	7,496	7,369	1,206	792	329
Other assets repossessed	151	326	36	51	306
Total nonperforming assets	\$18,520	\$14,155	\$20,911	\$17,404	\$10,995
Troubled debt restructurings	\$5,062	\$456	\$653	\$-	\$-
Nonperforming loans to total loans + ORE + other foreclosed assets	1.76 %	1.88 %	3.59 %	2.83 %	1.70 %
Nonperforming assets to total assets	1.00 %	1.01 %	2.09 %	1.79 %	1.17 %
ALLL to nonperforming loans	68 %	113 %	45 %	48 %	73 %
ALLL to total loans	0.70 %	0.97 %	1.52 %	1.37 %	1.25 %

Nonperforming assets totaled \$18.5 million at December 31, 2012, an increase of \$4.3 million over the \$14.2 million reported for year-end 2011. The increase resulted primarily from the addition of \$4.4 million in nonperforming assets acquired from PSB, which included \$1.6 million in nonaccrual loans, \$2.0 million in loans past due 90 days and over and accruing and \$0.8 million in other real estate owned (“ORE”). The addition of PSB nonperforming loans reduced the allowance coverage for nonperforming loans to 68% at December 31, 2012 from 113% at December 31, 2011 and the ALLL/total loans ratio decreased to 0.70% at year-end 2012, compared to 0.97% at year-end 2011.

Total nonperforming assets to total loans plus ORE and other assets repossessed decreased from 1.88% at December 31, 2011 to 1.76% at December 31, 2012 primarily due to the addition of \$260.1 million in loans from PSB. Total ORE and other assets repossessed (“OAR”) remained constant as a reduction in MidSouth Bank ORE and OAR offset the \$0.8 million in ORE added from PSB. Classified assets, including ORE, increased \$7.7 million or 28.8%, from \$26.7 million at December 31, 2011 to \$34.4 million at December 31, 2012. The increase in classified assets resulted primarily from \$9.7 million in classified loans and \$0.8 million in ORE from PSB. Net of the PSB impact, classified assets declined \$2.8 million as we continued to successfully work problem assets off the balance sheet.

Loans classified as troubled debt restructurings (“TDRs”) totaled \$5.1 million at December 31, 2012 compared to \$456,000 at December 31, 2011. A total of \$4.8 million in TDRs acquired with PSB included four credits, two of which are large commercial credits. Additional information regarding impaired loans and TDRs is included in the notes to the consolidated financial statements.

Consumer and commercial loans are placed on nonaccrual status when principal or interest is 90 days past due, or sooner if the full collectability of principal or interest is doubtful, except if the underlying collateral fully supports both the principal and accrued interest and the loan is in the process of collection. Our policy provides that retail

(consumer) loans that become 120 days delinquent be routinely charged off. Loans classified for regulatory purposes but not included in Table 8 do not represent material amounts that we have serious doubts as to the ability of the borrower to comply with loan repayment terms. Further information regarding loan policy is provided in the notes to the consolidated financial statements.

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## Allowance for Loan Losses

Provisions totaling \$2.1 million, \$3.9 million, and \$5.0 million, for the years 2012, 2011, and 2010, respectively, were considered necessary to bring the allowance for loan losses to a level we believe sufficient to cover probable losses in the loan portfolio. In accordance with generally accepted accounting principles, PSB's loans were purchased at fair value and accordingly the PSB allowance for loan losses was not brought forward on the consolidated balance sheet. For additional information regarding the decrease in the year-end allowance to year-end total loans for 2012, see the discussion of "Nonperforming Assets" above. Table 9 analyzes activity in the allowance for 2012, 2011, 2010, 2009, and 2008.

Table 9

## Summary of Loan Loss Experience

(dollars in thousands)

	2012	2011	2010	2009	2008
Balance at beginning of year	\$7,276	\$8,813	\$7,995	\$7,586	\$5,612
Charge-offs:					
Commercial, financial, and agricultural	1,054	1,109	1,333	1,147	776
Lease financing receivables	-	19	1	26	-
Real estate – commercial	550	1,246	130	136	39
Real estate – residential	126	283	146	306	125
Real estate – construction	-	2,444	1,478	2,172	428
Installment loans to individuals	526	671	1,368	1,481	1,256
Other	-	-	-	-	-
Total charge-offs	2,256	5,772	4,456	5,268	2,624
Recoveries:					
Commercial, financial, and agricultural	181	152	50	56	35
Lease financing receivables	-	1	1	-	-
Real estate – commercial	1	1	1	-	-
Real estate – residential	2	4	60	2	-
Real estate – construction	18	14	1	1	-
Installment loans to individuals	98	138	141	168	155
Other	-	-	-	-	2
Total recoveries	300	310	254	227	192
Net charge-offs	1,956	5,462	4,202	5,041	2,432
Additions to allowance charged to operating expenses	2,050	3,925	5,020	5,450	4,555
Reclassification <sup>1</sup>	-	-	-	-	(149 )
Balance at end of year	\$7,370	\$7,276	\$8,813	\$7,995	\$7,586
Net charge-offs to average loans	0.26	% 0.87	% 0.72	% 0.86	% 0.40
Year-end allowance to year-end loans	0.70	% 0.97	% 1.52	% 1.37	% 1.25

<sup>1</sup> In the second quarter of 2008, approximately \$149,000 of the allowance for loan loss was identified as a reserve for unfunded loan commitments. The reserve was classified as a liability in accordance with SFAS No. 5, Accounting for Contingencies, in the same period.



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Table 10

Allocation of Loan Loss by Category  
(dollars in thousands)

	2012		2011		2010		2009		2008	
	Amount	% of loans to total	Amount	% of loans to total	Amount	% of loans to total	Amount	% of loans to total	Amount	% of loans to total
Commercial, financial, and agricultural	\$1,535	30.0	\$1,734	30.0	\$1,664	31.0	\$2,053	33.0	\$1,586	35.0
Real estate - construction	2,147	7.0	1,661	7.0	2,963	9.0	2,247	7.0	2,911	11.0
Real estate -mortgages <sup>6</sup>	-	-	-	-	-	-	2,296	45.0	1,999	38.0
Real estate - commercial	2,166	40.0	2,215	38.0	2,565	36.0	-	-	-	-
Real estate - residential	936	14.0	936	15.0	862	12.0	-	-	-	-
Installment loans to individuals	543	9.0	710	9.0	730	11.0	1,378	14.0	1,058	15.0
Lease financing receivables	41	-	19	1.0	29	1.0	21	1.0	32	1.0
Other	2	-	1	-	-	-	-	-	-	-
	\$7,370	100.0	\$7,276	100.0	\$8,813	100.0	\$7,995	100.0	\$7,586	100.0

Quarterly evaluations of the allowance for loan losses are performed in accordance with GAAP and regulatory guidelines. The allowance is comprised of specific reserves assigned to each impaired loan for which probable loss has been identified as well as general reserves to maintain the allowance at an acceptable level for other loans in the portfolio where historical loss experience is available that indicates certain probable losses may exist. Factors considered in determining provisions include estimated losses in significant credits; known deterioration in concentrations of credit; historical loss experience; trends in nonperforming assets; volume, maturity and composition of the loan portfolio; off-balance sheet credit risk; lending policies and control systems; national and local economic conditions; the experience, ability and depth of lending management; and the results of examinations of the loan portfolio by regulatory agencies and others. The processes by which we determine the appropriate level of the allowance, and the corresponding provision for probable credit losses, involves considerable judgment; therefore, no assurance can be given that future losses will not vary from current estimates. Additional information regarding the allowance for loan losses is included in the notes to the consolidated financial statements.

## Funding Sources

## Deposits

As of December 31, 2012, total deposits increased \$387.1 million, or 33.2%, to \$1.6 billion following an increase of \$364.0 million in 2011 to \$1.2 billion. Noninterest-bearing deposits increased \$125.8 million to \$380.6 million and represented 24.5% of total deposits at December 31, 2012, compared to 21.9% at December 31, 2011 and 24.9% at December 31, 2010. Interest-bearing deposits in money market and savings accounts increased \$170.2 million and NOW account deposits increased \$103.1 million. Time deposits, which are comprised mostly of certificates of deposits ("CDs"), decreased \$12.1 million in 2012. Net of \$90.0 million in PSB CDs acquired, total CDs decreased \$102.1 million for the year-ended December 31, 2012 as higher cost, single service CDs added from the acquisitions

in 2011 were converted into core deposit relationships or allowed to run-off at maturity. Core deposits, defined as all deposits other than time deposits of \$100,000 or more, increased to 88.5% of total deposits in 2012, following a decline to 84.2% of total deposits at year-end 2011 as a result of the acquisitions completed in that year. Core deposits totaled 92.6% of total deposits at year-end 2010. To manage the net interest margin and core deposit balances, we typically offer low- to mid-market rates on CDs. Additional information on deposits appears in the tables below and in the notes to the consolidated financial statements.

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1 Portfolio segments have been revised for 2010 in accordance with Accounting Standards Update 2010-20, effective for periods ending on or after December 15, 2010.

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Table 11  
Summary of Average Deposits  
(in thousands)

	2012		2011		2010	
	Average Amount	Average Yield	Average Amount	Average Yield	Average Amount	Average Yield
Noninterest-bearing demand deposits	\$274,369	-	\$219,669	-	\$184,419	-
Interest-bearing deposits:						
Savings, NOW, and money market	605,869	0.30 %	506,809	0.45 %	466,844	0.76 %
Time deposits	273,932	0.83 %	173,742	1.02 %	122,324	1.56 %
Total	\$1,154,170	0.36 %	\$900,220	0.45 %	\$773,587	0.71 %

Table 12  
Maturity Schedule Time Deposits of \$100,000 or More  
(in thousands)

	2012	2011	2010
3 months or less	\$58,938	\$40,621	\$24,555
Over 3 months through 6 months	31,808	33,435	8,992
Over 6 months through 12 months	53,462	59,779	11,601
Over 12 months	34,966	50,278	13,975
Total	\$179,174	\$184,113	\$59,123

**Borrowed Funds**

As of December 31, 2012, we had securities sold under repurchase agreements totaling \$41.4 million and no federal funds purchased. At December 31, 2011, we had \$46.1 million in securities sold under repurchase agreements and no federal funds purchased. Retail repurchase agreements, included in securities sold under agreements to repurchase, decreased \$4.7 million, from \$33.6 million at December 31, 2011 to \$28.9 million at December 31, 2012. Also included in securities sold under agreements to repurchase is a \$12.5 million reverse repurchase agreement we entered into with Citigroup Markets, Inc. ("CGMI") in July of 2007. The reverse repurchase agreement provided low cost funding to meet liquidity demands. Under the terms of the agreement, interest is payable at a fixed rate of 4.57% for the remainder of the term. The repurchase date is scheduled for August 9, 2017; however, the agreement is subject to call by CGMI quarterly.

We assumed at fair value approximately \$29.1 million of borrowed funds from PSB, which included \$27.1 million in FHLB advances and \$2.0 million of notes payable with First National Bankers Bank. The FHLB advances are fixed rate advances with rates ranging from 1.985% to 5.057% and have a range of maturities from January 2013 to January 2019. The FHLB advances are collateralized by a blanket lien on first mortgages and other qualifying loans. The notes payable with First National Bankers Bank requires annual payments of \$250,000 and bear a variable interest rate equal to New York Prime less fifty basis points.

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A description of the junior subordinated debentures outstanding as of December 31, 2012 is as follows:

Table 13

Junior Subordinated Debentures  
(dollars in thousands)

Date Issued	Maturity Date	Interest Rate	Callable After	Amount
February 22, 2001	February 22, 2031	10.20%	February 22, 2011	\$ 7,217
July 31, 2001 <sup>(1)</sup>	July 9, 2031	3 month LIBOR plus 3.30%	July 31, 2006	5,671
September 20, 2004	September 20, 2034	3 month LIBOR plus 2.50%	September 20, 2009	8,248
October 12, 2006 <sup>(1)</sup>	October 12, 2036	3 month LIBOR plus 1.85%	June 26, 2011	5,155
June 21, 2007 <sup>(1)</sup>	June 21, 2037	3 month LIBOR plus 1.70%	June 15, 2012	3,093
				\$ 29,384

(1) Assumed in PSB acquisition.

Our outstanding debentures currently qualify as Tier 1 capital and are presented in the Consolidated Balance Sheets as Junior subordinated debentures. Additional information regarding long-term debt is provided in the notes to the consolidated financial statements.

Regulations adopted as a result of the Dodd-Frank Act have resulted in changes to the regulatory capital treatment of securities similar to our debentures. However, because of the issue date of our debentures and our asset size, we may continue to include the debentures in our Tier 1 capital.

In 2012, 2011, and 2010, we did not have an average balance in any category of short-term borrowings including retail repurchase agreements, reverse repurchase agreements, federal funds purchased, or FRB discount window that exceeded 30% of our stockholders' equity for such year.

#### Capital

As described under "Business - Supervision and Regulation," we are required to maintain certain minimum capital levels for the Company and the Bank. Risk-based capital requirements are intended to make regulatory capital more sensitive to the risk profile of an institution's assets. At December 31, 2012, the Company and the Bank were in compliance with statutory minimum capital requirements. Minimum capital requirements include a total risk-based capital ratio of 8.0%, with Tier 1 capital not less than 4.0%, and a leverage ratio (Tier 1 capital to total average adjusted assets) of 4.0% based upon the regulators latest composite rating of the institution. As of December 31, 2012, the Company's leverage ratio was 11.82% as compared to 11.14% at December 31, 2011. Tier 1 capital to risk weighted assets was 13.46% and 16.10% for 2012 and 2011, respectively. Total capital to risk weighted assets was 14.10% and 16.97%, respectively, for the same periods. For regulatory purposes, Tier 1 Capital includes \$28.5 million of the junior subordinated debentures issued by the Company and assumed in the PSB acquisition. For financial reporting purposes, these funds are included as a liability under GAAP. The Bank's leverage ratio was 11.58% and 8.91% at December 31, 2012 and 2011, respectively.

The FDIC Improvement Act of 1991 established a capital-based supervisory system for all insured depository institutions that imposes increasing restrictions on the institution as its capital deteriorates. The Bank was classified as "well capitalized" as of December 31, 2012. No significant restrictions are placed on the Bank as a result of this classification.



As discussed under the heading Balance Sheet Analysis - Securities, \$12.6 million in unrealized gains on securities available-for-sale, less a deferred tax liability of \$4.4 million, was recorded as an addition to stockholders' equity as of December 31, 2012. As of December 31, 2011, \$11.7 million in unrealized gains on securities available-for-sale, less a deferred tax liability of \$4.0 million, was recorded as an addition to stockholders' equity. While the net unrealized loss or gain on securities available-for-sale is required to be reported as a separate component of stockholders' equity, it does not affect operating results or regulatory capital ratios. The net unrealized gains and losses reported for December 31, 2012 and 2011, however, did affect the equity-to-assets ratio for financial reporting purposes. The ratio of equity-to-assets was 10.22% at December 31, 2012 and 11.59% at December 31, 2011.

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## Asset/Liability Management and Interest Rate Sensitivity

Interest rate sensitivity is the sensitivity of net interest income and economic value of equity to changes in market rates of interest. The primary objective of our asset and liability management process is to evaluate interest rate sensitivity inherent in our balance sheet components and establish guidelines to manage that risk within acceptable performance levels. Management and our Board of Directors are responsible for determining the appropriate level of acceptable risk based on our strategic focus, regulatory requirements for capital and liquidity, and the market environment. Our Board of Directors established an Asset/Liability management committee (“ALCO”), comprised of certain executive and senior officers of the Bank, to measure and monitor interest rate risk within defined parameters. During 2012, ALCO utilized an internal model of asset and liability management to measure interest rate risk using net interest income simulation and economic value of equity sensitivity analysis. The model captures data from our internal operating systems, an external investment portfolio accounting system and additional information regarding rates and prepayment characteristics to construct an analysis that presents differences in repricing, cash flows and the maturity characteristics of earning assets and interest-bearing liabilities for selected time periods.

This data, combined with additional assumptions including repricing rates and payment characteristics, were used to perform instantaneous parallel rate shift and alternate rate shift simulations. Instantaneous parallel rate shifts are known as “rate shocks” because all rates are modeled to change instantaneously by the indicated shock amount. Alternate rate shifts include floor rates that generally provide more realistic projections of changes in net interest income and market risk. Results of the simulations were compared to a base case scenario that provided projected net interest income over the next 12 months with no change in the balance sheet. The estimated percentage changes in projected net interest income due to changes in interest rates of alternate down 100 basis points, parallel up 200, and up 300 basis points as determined through the simulations are detailed below. At December 31, 2012, the interest rate risk model results were within policy guidelines and indicated that our balance sheet is slightly asset sensitive. The results of the interest rate risk modeling are reviewed by ALCO and discussed quarterly at Funds Management committee meetings of our Board of Directors.

Net Interest Income at Risk in Year 1	
Changes in Interest Rates	Estimated Increase /Decrease in NII at December 31, 2012
Shock Up 300 basis points	2.62%
Shock Up 200 basis points	2.24%
Alternate Down 100 basis points	(1.16)%

In January 2011, we revised our asset/liability and funds management policy to allow for the use of interest rate derivatives. During 2012, we entered into two loan level interest rate swaps with customers that had current notional balances totaling \$2.5 million as of December 31, 2012. These agreements effectively converted both fixed rate loans originated into floating rates that are tied to the one month LIBOR. Concurrently, we entered into interest rate swap agreements with a third party brokerage firm that effectively offset the interest rate risk associated with the customers’ interest rate swaps. As a result, these swap agreements have no impact on our earnings.

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### Liquidity

#### Bank Liquidity

Liquidity is the availability of funds to meet maturing contractual obligations and to fund operations. The Bank's primary liquidity needs involve its ability to accommodate customers' demands for deposit withdrawals as well as customers' requests for credit. Liquidity is deemed adequate when sufficient cash to meet these needs can be promptly raised at a reasonable cost to the Bank.

Liquidity is provided primarily by three sources: a stable base of funding sources, an adequate level of assets that can be readily converted into cash, and borrowing lines with correspondent banks. Our core deposits are our most stable and important source of funding. Cash deposits at other banks, federal funds sold, and principal payments received on loans and mortgage-backed securities provide additional primary sources of liquidity. Approximately \$98.9 million in projected cash flows from securities repayments during 2013 provides an additional source of liquidity.

The Bank also has significant borrowing capacity with the Federal Reserve Bank of Atlanta ("FRB") and with the FHLB-Dallas. As of December 31, 2012, we had no borrowings with the FRB-Atlanta. We assumed at fair value \$27.1 million in FHLB advances from PSB. The Company has \$20.3 million in borrowing capacity at the FRB Discount Window and has the ability to post additional collateral of approximately \$322.3 million if necessary to meet liquidity needs. Additionally, \$137.8 million in loan collateral is pledged under a Borrower-in-Custody line with the FRB-Atlanta. Under existing agreements with the FHLB-Dallas, our borrowing capacity totaled \$206.1 million at December 31, 2012. Additional unsecured borrowing lines totaling \$48.5 million are available through correspondent banks. We utilize these contingency funding alternatives to meet deposit volatility, which is more likely in the current environment, given unusual competitive offerings within our markets.

#### Company Liquidity

In August 2011, the Company repaid \$20.0 million in Series A Preferred Stock issued in 2009 to the Treasury under the CPP with funds from the Treasury's SBLF program authorized by Congress under the Small Business Jobs Act of 2010. As a result of the repurchase of the Series A Preferred Stock, all of the TARP limitations affecting the Company were removed. In connection with the SBLF transaction, the Company issued \$32.0 million in Series B Preferred Stock to the Treasury. Net of \$20.0 million used to repay the Series A Preferred Stock, the remaining \$12.0 million was injected into the Bank as additional common equity capital. The dividend rate on the Series B Preferred Stock at March 31, 2012 was 5% per annum. For future quarters through the ninth calendar quarter, the dividend rate may be adjusted to between 1% per annum and 5% per annum to reflect changes to the Bank's level of "Qualified Small Business Lending" or "QSBL." If the level of the Bank's qualified small business loans declines so that the percentage increase in QSBL as compared to the baseline level of QSBL is less than 10%, then the dividend rate payable on the Series B Preferred Stock would increase. For the tenth calendar quarter through four and one half years after issuance, the dividend rate will be fixed at between 1% and 7% based upon the increase in QSBL as of the ninth calendar quarter as compared to the baseline. After four and one half years from issuance, the dividend rate will increase to 9% per annum. As of December 31, 2012, the dividend rate was 4.60% per annum.

At the Company level, cash is needed primarily to meet interest payments on the junior subordinated debentures, dividend payments on the Series B and Series C Preferred Stock and dividends on the common stock. We issued \$8,248,000 in unsecured junior subordinated debentures in September 2004 and \$7,217,000 in February 2001. In December 2012, we acquired \$13.9 million in unsecured junior subordinated debentures from PSB. The terms of the junior subordinated debentures are described in the notes to the consolidated financial statements. No dividends were paid by the Bank to the Company in 2011 or 2012; however, as of January 1, 2013, the Bank had the ability to pay dividends to the Company of approximately \$23.0 million without prior approval from the OCC. At December 31, 2012, the parent company had approximately \$5.0 million cash available for general corporate purposes, including injecting capital into the Bank. As a publicly traded company, the Company also has the ability, subject to market

conditions, to issue additional shares of common stock, preferred stock and other securities to provide funds as needed for operations and future growth of the Company and the Bank.

#### Dividends

The primary source of cash dividends on the Company's common stock is dividends from the Bank. The Bank has the ability to declare dividends to the Company of up to \$23.0 million as of December 31, 2012 without prior approval of the OCC. However, the Bank's ability to pay dividends would be prohibited if the result would cause the Bank's regulatory capital to fall below minimum requirements.

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Cash dividends totaling \$2.9 million and \$2.8 million were declared to common stockholders during 2012 and 2011, respectively. During 2010 and through August of 2011, pursuant to the terms of the agreements between us and the Treasury governing the CPP Transaction, we could not pay cash dividends on our common stock in excess of \$0.28 per share per year.

## Off Balance Sheet Arrangements and Other Contractual Obligations

In the normal course of business we use various financial instruments with off-balance sheet risk to meet the financing needs of customers and to reduce exposure to fluctuations in interest rates. These financial instruments include commitments to extend credit and letters of credit. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the financial statements. We did not have an average balance in any category of short-term borrowings detailed below in 2012, 2011, or 2010 that exceeded 30% of our stockholders' equity for such year. Additional information regarding contractual obligations appears in the notes to the consolidated financial statements. The following table presents significant contractual obligations as of December 31, 2012.

Table 14  
Contractual Obligations  
(in thousands)

	Total	Payment due by period			
		1 year or less	> 1-3 years	> 3-5 years	More than 5 years
Time deposits	\$312,478	\$242,778	\$55,973	\$13,723	\$4
Federal funds purchased	-	-	-	-	-
Long-term debt obligations	58,512	309	636	17,315	40,252
Retail Repurchase Agreements	28,947	28,947	-	-	-
Reverse Repurchase Agreements	12,500	-	-	12,500	-
Operating lease obligations					