FIRST FINANCIAL CORP /IN/
Form 10-Q
November 06, 2013
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For The Quarterly Period Ended September 30, 2013

Commission File Number 0-16759

FIRST FINANCIAL CORPORATION
(Exact name of registrant as specified in its charter)

INDIANA (State or other jurisdiction incorporation or organization)	35-1546989 (I.R.S. Employer Identification No.)
One First Financial Plaza, Terre Haute, IN (Address of principal executive office)	47807 (Zip Code)

(812)238-6000
(Registrant's telephone number, including area code)

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 period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes x No ¨.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes x No ¨.

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

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

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

As of November 5, 2013, the registrant had outstanding 13,307,498 shares of common stock, without par value.

Table of Contents

FIRST FINANCIAL CORPORATION

FORM 10-Q

INDEX

	Page No.
PART I. Financial Information	
Item 1. Financial Statements:	
Consolidated Balance Sheets	3
Consolidated Statements of Income and Comprehensive Income (Loss)	4
Consolidated Statements of Shareholders' Equity	5
Consolidated Statements of Cash Flows	7
Notes to Consolidated Financial Statements	8
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	33
Item 3. Quantitative and Qualitative Disclosures about Market Risk	35
Item 4. Controls and Procedures	37
PART II. Other Information:	
Item 1. Legal Proceedings	37
Item 1A. Risk Factors	37
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	37
Item 3. Defaults upon Senior Securities	37
Item 4. Mine Safety Disclosures	38
Item 5. Other Information	38
Item 6. Exhibits	39
Signatures	40

Table of Contents

Part I – Financial Information

Item 1. Financial Statements

FIRST FINANCIAL CORPORATION

CONSOLIDATED BALANCE SHEETS

(Dollar amounts in thousands, except per share data)

	September 30, 2013 (unaudited)	December 31, 2012
ASSETS		
Cash and due from banks	$80,899	$87,230
Federal funds sold	3,420	20,800
Securities available-for-sale	872,675	691,000
Loans:		
Commercial	1,057,823	1,088,144
Residential	482,477	496,237
Consumer	269,282	268,507
	1,809,582	1,852,888
Less:		
Unearned Income	(977)	(952)
Allowance for loan losses	(22,004)	(21,958)
	1,786,601	1,829,978
Restricted Stock	21,050	21,292
Accrued interest receivable	11,767	12,024
Premises and equipment, net	51,875	47,308
Bank-owned life insurance	78,679	77,295
Goodwill	39,489	37,612
Other intangible assets	5,253	3,893
Other real estate owned	9,249	7,722
FDIC Indemnification Asset	1,171	2,632
Other assets	55,341	56,622
TOTAL ASSETS	$3,017,469	$2,895,408
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits:		
Non-interest-bearing	$491,826	$465,954
Interest-bearing:		
Certificates of deposit of $100 or more	187,305	213,610
Other interest-bearing deposits	1,807,897	1,596,570
	2,487,028	2,276,134
Short-term borrowings	27,929	40,551
Other borrowings	58,362	119,705
Other liabilities	69,073	86,896
TOTAL LIABILITIES	2,642,392	2,523,286
Shareholders' equity		
Common stock, $.125 stated value per share;		
Authorized shares-40,000,000		
Issued shares-14,516,113 in 2013 and 14,490,609 in 2012		
Outstanding shares-13,307,498 in 2013 and 13,287,348 in 2012	1,810	1,808

Additional paid-in capital	70,537	69,989
Retained earnings	354,565	338,342
Accumulated other comprehensive income (loss)	(21,128)	(7,472)
Less: Treasury shares at cost-1,208,615 in 2013 and 1,203,261 in 2012	(30,707)	(30,545)
TOTAL SHAREHOLDERS' EQUITY	375,077	372,122
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$3,017,469	$2,895,408

See accompanying notes.

Table of Contents

FIRST FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME (LOSS)
(Dollar amounts in thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013 (unaudited)	2012 (unaudited)	2013 (unaudited)	2012 (unaudited)
INTEREST INCOME:				
Loans, including related fees	$22,510	$24,725	$68,540	$75,149
Securities:				
Taxable	5,038	3,308	11,732	10,339
Tax-exempt	1,750	1,827	5,281	5,442
Other	421	568	1,413	1,781
TOTAL INTEREST INCOME	29,719	30,428	86,966	92,711
INTEREST EXPENSE:				
Deposits	1,349	1,881	4,625	6,714
Short-term borrowings	23	33	62	116
Other borrowings	549	1,108	2,570	3,648
TOTAL INTEREST EXPENSE	1,921	3,022	7,257	10,478
NET INTEREST INCOME	27,798	27,406	79,709	82,233
Provision for loan losses	495	2,559	6,476	7,304
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	27,303	24,847	73,233	74,929
NON-INTEREST INCOME:				
Trust and financial services	1,402	1,413	4,331	4,332
Service charges and fees on deposit accounts	2,693	2,560	7,341	7,166
Other service charges and fees	2,818	2,506	8,044	7,237
Securities gains/(losses), net	—	17	7	677
Total impairment losses	—	—	—	(11)
Loss recognized in other comprehensive loss	—	—	—	—
Net impairment loss recognized in earnings	—	—	—	(11)
Insurance commissions	1,896	1,736	5,800	5,426
Gain on sales of mortgage loans	583	1,253	2,489	2,970
Other	245	203	1,165	1,159
TOTAL NON-INTEREST INCOME	9,637	9,688	29,177	28,956
NON-INTEREST EXPENSE:				
Salaries and employee benefits	13,773	13,695	41,082	42,005
Occupancy expense	1,544	1,465	4,642	4,370
Equipment expense	1,686	1,335	4,724	4,016
FDIC Expense	500	494	1,559	1,449
Other	7,316	5,975	18,394	17,646
TOTAL NON-INTEREST EXPENSE	24,819	22,964	70,401	69,486
INCOME BEFORE INCOME TAXES	12,121	11,571	32,009	34,399
Provision for income taxes	3,649	3,480	9,398	10,160
NET INCOME	8,472	8,091	22,611	24,239
OTHER COMPREHENSIVE INCOME (LOSS)				
Change in unrealized gains/losses on securities, net of reclassifications	(3,790)	3,123	(24,660)	3,763
Tax effect	1,468	(1,249)	10,112	(1,505)

	(2,322)	1,874	(14,548)	2,258
Change in funded status of post retirement benefits	566	645	1,486	1,932
Tax effect	(226)	(258)	(594)	(773)
	340	387	892	1,159
TOTAL OTHER COMPREHENSIVE INCOME (LOSS)	(1,982)	2,261	(13,656)	3,417
COMPREHENSIVE INCOME (LOSS)	$6,490	$10,352	$8,955	$27,656
PER SHARE DATA				
Basic and Diluted Earnings per Share	$0.64	$0.61	$1.70	$1.83
Dividends per Share	$—	$—	$0.48	$0.47
Weighted average number of shares outstanding (in thousands)	13,307	13,238	13,305	13,233

See accompanying notes.

Table of Contents

FIRST FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
Three Months Ended
September 30, 2013, and 2012
(Dollar amounts in thousands, except per share data)
(Unaudited)

	Common Stock	Additional Capital	Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Treasury Stock	Total
Balance, July 1, 2012	$1,807	$69,571	$328,056	$(9,338)	$(31,809)	$358,287
Net income	—	—	8,091	—	—	8,091
Other comprehensive income	—	—	—	2,261	—	2,261
Omnibus Equity Incentive Plan	1	121	—	—	—	122
Balance, September 30, 2012	$1,808	$69,692	$336,147	$(7,077)	$(31,809)	$368,761
Balance, July 1, 2013	$1,809	$70,354	$346,093	$(19,146)	$(30,707)	$368,403
Net income	—	—	8,472	—	—	8,472
Other comprehensive income (loss)	—	—	—	(1,982)	—	(1,982)
Omnibus Equity Incentive Plan	1	183	—	—	—	184
Balance, September 30, 2013	$1,810	$70,537	$354,565	$(21,128)	$(30,707)	$375,077

See accompanying notes.

Table of Contents

FIRST FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
Nine Months Ended
September 30, 2013, and 2012
(Dollar amounts in thousands, except per share data)
(Unaudited)

	Common Stock	Additional Capital	Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Treasury Stock	Total
Balance, January 1, 2012	$1,806	$69,328	$318,130	$(10,494)	$(31,809)	$346,961
Net income	—	—	24,239	—	—	24,239
Other comprehensive income	—	—	—	3,417	—	3,417
Omnibus Equity Incentive Plan	2	364	—	—	—	366
Cash Dividends, $.47 per share	—	—	(6,222)	—	—	(6,222)
Balance, September 30, 2012	$1,808	$69,692	$336,147	$(7,077)	$(31,809)	$368,761
Balance, January 1, 2013	$1,808	$69,989	$338,342	$(7,472)	$(30,545)	$372,122
Net income	—	—	22,611	—	—	22,611
Other comprehensive income (loss)	—	—	—	(13,656)	—	(13,656)
Treasury stock purchase (5,354 shares)					(162)	(162)
Omnibus Equity Incentive Plan	2	548	—	—	—	550
Cash Dividends, $.48 per share	—	—	(6,388)	—	—	(6,388)
Balance, September 30, 2013	$1,810	$70,537	$354,565	$(21,128)	$(30,707)	$375,077

See accompanying notes.

Table of Contents

FIRST FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollar amounts in thousands, except per share data)

	Nine Months Ended September 30,	
	2013	2012
	(Unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	$22,611	$24,239
Adjustments to reconcile net income to net cash provided by operating activities:		
Net amortization (accretion) of premiums and discounts on investments	2,092	2,209
Provision for loan losses	6,476	7,304
Securities (gains) losses	(7)	(677)
Securities impairment loss	—	11
(Gain) loss on sale of other real estate	109	46
Restricted stock compensation	550	366
Depreciation and amortization	4,066	3,741
Other, net	1,488	2,345
NET CASH FROM OPERATING ACTIVITIES	37,385	39,584
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sales of securities available-for-sale	5,052	9,015
Redemption of restricted stock	250	1,172
Purchases of restricted stock	(8)	(186)
Purchases of customer list	—	(114)
Cash received (disbursed) from purchase of branches	177,251	—
Redemption of bank owned life insurance	—	7,319
Purchase of bank owned life insurance	—	(1,551)
Calls, maturities and principal reductions on securities available-for-sale	126,395	99,465
Purchases of securities available-for-sale	(339,872)	(96,953)
Loans made to customers, net of repayment	36,105	24,248
Proceeds from sales of other real estate owned	1,251	3,210
Net change in federal funds sold	17,380	(44,048)
Additions to premises and equipment	(1,850)	(7,318)
NET CASH FROM INVESTING ACTIVITIES	21,954	(5,741)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net change in deposits	20,978	(15,945)
Net change in short-term borrowings	(12,622)	(56,025)
Proceeds from other borrowings	135,000	—
Maturities of other borrowings	(196,097)	(20,090)
Purchase of treasury stock	(162)	—
Dividends paid	(12,767)	(12,425)
NET CASH FROM FINANCING ACTIVITIES	(65,670)	(104,485)
NET CHANGE IN CASH AND CASH EQUIVALENTS	(6,331)	(70,642)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	87,230	134,280
CASH AND CASH EQUIVALENTS, END OF PERIOD	$80,899	$63,638

See accompanying notes.

Table of Contents

FIRST FINANCIAL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The accompanying September 30, 2013 and 2012 consolidated financial statements are unaudited. The December 31, 2012 consolidated financial statements are as reported in the First Financial Corporation (the "Corporation") 2012 annual report. The information presented does not include all information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. The following notes should be read together with notes to the consolidated financial statements included in the 10-K filed with the Securities and Exchange Commission for the fiscal year ended December 31, 2012.

1. Significant Accounting Policies

The significant accounting policies followed by the Corporation and its subsidiaries for interim financial reporting are consistent with the accounting policies followed for annual financial reporting. All adjustments which are, in the opinion of management, necessary for a fair statement of the results for the periods reported have been included in the accompanying consolidated financial statements and are of a normal recurring nature. The Corporation reports financial information for only one segment, banking. Some items in the prior year financials were reclassified to conform to the current presentation.

The Omnibus Equity Incentive Plan is a long-term incentive plan that was designed to align the interests of participants with the interests of shareholders. Under the plan, awards may be made based on certain performance measures. The grants are made in restricted stock units that are subject to a vesting schedule. These shares vest over 3 years in increments of 33%, 33%, and 34% respectively. In 2013 and 2012, 30,219 and 39,643 shares were awarded, respectively. These shares had a grant date value of $0.9 million and $1.4 million for 2013 and 2012, vest over three years and their grant is not subject to future performance measures. Outstanding shares are increased at the award date for the total shares awarded.

2. Allowance for Loan Losses

The following table presents the activity of the allowance for loan losses by portfolio segment for the three months ended September 30.

Allowance for Loan Losses:	September 30, 2013				
(Dollar amounts in thousands)	Commercial	Residential	Consumer	Unallocated	Total
Beginning balance	$14,531	$1,592	$3,637	$2,373	$22,133
Provision for loan losses*	(486)	(266)	504	548	300
Loans charged -off	(388)	(284)	(840)	—	(1,512)
Recoveries	361	398	324	—	1,083
Ending Balance	$14,018	$1,440	$3,625	$2,921	$22,004

* Provision before increase of $195 thousand in 2013for decrease in FDIC indemnification asset

Allowance for Loan Losses:	September 30, 2012				
(Dollar amounts in thousands)	Commercial	Residential	Consumer	Unallocated	Total
Beginning balance	$13,190	$2,124	$3,744	$1,034	$20,092
Provision for loan losses*	765	1,594	196	85	2,640
Loans charged -off	(715)	(381)	(779)	—	(1,875)
Recoveries	167	36	397	—	600
Ending Balance	$13,407	$3,373	$3,558	$1,119	$21,457

* Provision before decrease of $81 thousand in 2012 for increase in FDIC indemnification asset

Table of Contents

The following table presents the activity of the allowance for loan losses by portfolio segment for the nine months ended September30.

Allowance for Loan Losses:	September 30, 2013				
(Dollar amounts in thousands)	Commercial	Residential	Consumer	Unallocated	Total
Beginning balance	$10,987	$5,426	$3,879	$1,666	$21,958
Provision for loan losses*	2,438	234	1,348	1,255	5,275
Loans charged -off	(2,273)	(4,683)	(2,677)	—	(9,633)
Recoveries	2,866	463	1,075	—	4,404
Ending Balance	$14,018	$1,440	$3,625	$2,921	$22,004

* Provision before increase of $1.2 million in 2013 for decrease in FDIC indemnification asset

Allowance for Loan Losses:	September 30, 2012				
(Dollar amounts in thousands)	Commercial	Residential	Consumer	Unallocated	Total
Beginning balance	$12,119	$2,728	$3,889	$505	$19,241
Provision for loan losses*	3,642	2,859	1,185	614	8,300
Loans charged -off	(2,917)	(2,289)	(2,635)	—	(7,841)
Recoveries	563	75	1,119	—	1,757
Ending Balance	$13,407	$3,373	$3,558	$1,119	$21,457

* Provision before decrease of $1.0 million in 2012 for increase in FDIC indemnification asset

The following table presents the allocation of the allowance for loan losses and the recorded investment in loans by portfolio segment and based on the impairment method at September 30, 2013 and December 31, 2012.

Allowance for Loan Losses	September 30, 2013				
(Dollar amounts in thousands)	Commercial	Residential	Consumer	Unallocated	Total
Individually evaluated for impairment	$5,510	$—	$—	$—	$5,510
Collectively evaluated for impairment	7,698	1,254	3,625	2,921	15,498
Acquired with deteriorated credit quality	810	186	—	—	996
Ending Balance	$14,018	$1,440	$3,625	$2,921	$22,004

Loans:	September 30, 2013			
(Dollar amounts in thousands)	Commercial	Residential	Consumer	Total
Individually evaluated for impairment	$24,741	$226	$—	$24,967
Collectively evaluated for impairment	1,028,446	481,064	270,518	1,780,028
Acquired with deteriorated credit quality	10,142	2,736	—	12,878
Ending Balance	$1,063,329	$484,026	$270,518	$1,817,873

Allowance for Loan Losses:	December 31, 2012				
(Dollar amounts in thousands)	Commercial	Residential	Consumer	Unallocated	Total
Individually evaluated for impairment	3,453	3,920	—	—	7,373
Collectively evaluated for impairment	7,286	1,506	3,879	1,666	14,337
Acquired with deteriorated credit quality	248	—	—	—	248
Ending Balance	$10,987	$5,426	$3,879	$1,666	$21,958

Table of Contents

Loans	December 31, 2012			
(Dollar amounts in thousands)	Commercial	Residential	Consumer	Total
Individually evaluated for impairment	23,721	6,973	—	30,694
Collectively evaluated for impairment	1,056,861	487,486	269,882	1,814,229
Acquired with deteriorated credit quality	13,582	3,421	6	17,009
Ending Balance	$1,094,164	$497,880	$269,888	$1,861,932

The following tables present loans individually evaluated for impairment by class of loans.

	September 30, 2013					
(Dollar amounts in thousands)	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Recognized
With no related allowance recorded:						
Commercial						
Commercial & Industrial	$3,725	$3,527	$—	$1,464	$—	$—
Farmland	—	—	—	—	—	—
Non Farm, Non Residential	24	24	—	6	—	—
Agriculture	—	—	—	—	—	—
All Other Commercial	—	—	—	—	—	—
Residential						
First Liens	—	—	—	9	—	—
Home Equity	—	—	—	—	—	—
Junior Liens	—	—	—	—	—	—
Multifamily	—	—	—	—	—	—
All Other Residential	—	—	—	—	—	—
Consumer						
Motor Vehicle	—	—	—	—	—	—
All Other Consumer	—	—	—	—	—	—
With an allowance recorded:						
Commercial						
Commercial & Industrial	10,789	10,789	3,353	14,131	—	—
Farmland	—	—	—	446	—	—
Non Farm, Non Residential	8,063	7,997	1,361	8,100	—	—
Agriculture	—	—	—	—	—	—
All Other Commercial	4,107	4,107	896	3,458	—	—
Residential						
First Liens	38	38	—	646	—	—
Home Equity	—	—	—	—	—	—
Junior Liens	—	—	—	—	—	—
Multifamily	—	—	—	2,770	—	—
All Other Residential	—	—	—	—	—	—
Consumer						
Motor Vehicle	—	—	—	—	—	—
All Other Consumer	—	—	—	—	—	—
TOTAL	$26,746	$26,482	$5,610	$31,030	$—	$—

10

Table of Contents

	December 31, 2012					
(Dollar amounts in thousands)	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Income Recognized
With no related allowance recorded:						
Commercial						
Commercial & Industrial	$—	$—	$—	$1,013	$—	$—
Farmland	—	—	—	—	—	—
Non Farm, Non Residential	—	—	—	1,679	—	—
Agriculture	—	—	—	—	—	—
All Other Commercial	—	—	—	—	—	—
Residential						
First Liens	—	—	—	150	—	—
Home Equity	—	—	—	—	—	—
Junior Liens	—	—	—	—	—	—
Multifamily	—	—	—	50	—	—
All Other Residential	—	—	—	—	—	—
Consumer						
Motor Vehicle	—	—	—	—	—	—
All Other Consumer	—	—	—	—	—	—
With an allowance recorded:						
Commercial						
Commercial & Industrial	17,262	17,098	3,153	16,738	—	—
Farmland	891	891	191	891	—	—
Non Farm, Non Residential	7,438	7,386	293	5,000	179	—
Agriculture	—	—	—	—	—	—
All Other Commercial	1,209	1,209	52	1,362	—	—
Residential						
First Liens	1,254	1,254	126	1,230	—	—
Home Equity	179	179	—	75	—	—
Junior Liens	—	—	—	176	—	—
Multifamily	5,540	5,540	3,794	2,216	—	—
All Other Residential	—	—	—	—	—	—
Consumer						
Motor Vehicle	—	—	—	—	—	—
All Other Consumer	—	—	—	—	—	—
TOTAL	$33,773	$33,557	$7,609	$30,580	$179	$—

Table of Contents

	Three Months Ended September 30, 2013			Nine Months Ended September 30, 2013		
(Dollar amounts in thousands)	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Income Recognized	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Income Recognized
With no related allowance recorded:						
Commercial						
Commercial & Industrial	$2,728	$—	$—	$1,464	$—	$—
Farmland	—	—	—	—	—	—
Non Farm, Non Residential	12	—	—	6	—	—
Agriculture	—	—	—	—	—	—
All Other Commercial	—	—	—	—	—	—
Residential						
First Liens	17	—	—	9	—	—
Home Equity	—	—	—	—	—	—
Junior Liens	—	—	—	—	—	—
Multifamily	—	—	—	—	—	—
All Other Residential	—	—	—	—	—	—
Consumer						
Motor Vehicle	—	—	—	—	—	—
All Other Consumer	—	—	—	—	—	—
With an allowance recorded:						
Commercial						
Commercial & Industrial	11,627	—	—	14,131	—	—
Farmland	—	—	—	446	—	—
Non Farm, Non Residential	8,185	—	—	8,100	—	—
Agriculture	—	—	—	—	—	—
All Other Commercial	4,148	—	—	3,458	—	—
Residential						
First Liens	39	—	—	646	—	—
Home Equity	—	—	—	—	—	—
Junior Liens	—	—	—	—	—	—
Multifamily	—	—	—	2,770	—	—
All Other Residential	—	—	—	—	—	—
Consumer						
Motor Vehicle	—	—	—	—	—	—
All Other Consumer	—	—	—	—	—	—
TOTAL	$26,756	$—	$—	$31,030	$—	$—

Table of Contents

	Three Months Ended September 30, 2012			Nine Months Ended September 30, 2012		
(Dollar amounts in thousands)	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Income Recognized	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Income Recognized
With no related allowance recorded:						
Commercial						
Commercial & Industrial	$2,531	$—	$—	$1,266	$—	$—
Farmland	—	—	—	—	—	—
Non Farm, Non Residential	987	—	—	2,098	—	—
Agriculture	—	—	—	—	—	—
All Other Commercial	—	—	—	—	—	—
Residential						
First Liens	—	—	—	188	—	—
Home Equity	—	—	—	—	—	—
Junior Liens	—	—	—	—	—	—
Multifamily	—	—	—	62	—	—
All Other Residential	—	—	—	—	—	—
Consumer						
Motor Vehicle	—	—	—	—	—	—
All Other Consumer	—	—	—	—	—	—
With an allowance recorded:						
Commercial						
Commercial & Industrial	15,427	—	—	16,648	—	—
Farmland	891	—	—	891	—	—
Non Farm, Non Residential	5,045	—	—	4,404	—	—
Agriculture	—	—	—	—	—	—
All Other Commercial	1,313	—	—	1,400	—	—
Residential						
First Liens	1,234	—	—	1,224	—	—
Home Equity	99	—	—	49	—	—
Junior Liens	—	—	—	220	—	—
Multifamily	2,770	—	—	1,385	—	—
All Other Residential	—	—	—	—	—	—
Consumer						
Motor Vehicle	—	—	—	—	—	—
All Other Consumer	—	—	—	—	—	—
TOTAL	$30,297	$—	$—	$29,835	$—	$—

Table of Contents

The table below presents the recorded investment in non-performing loans.

	September 30, 2013		
(Dollar amounts in thousands)	Loans Past Due Over 90 Day Still Accruing	Troubled Debt Restructurings	Nonaccrual
Commercial			
Commercial & Industrial	$10	$10,083	$5,061
Farmland	—	—	179
Non Farm, Non Residential	37	6,215	5,189
Agriculture	—	—	116
All Other Commercial	—	—	4,165
Residential			
First Liens	747	4,276	4,414
Home Equity	22	—	188
Junior Liens	147	—	547
Multifamily	—	—	452
All Other Residential	—	—	135
Consumer			
Motor Vehicle	172	626	186
All Other Consumer	4	17	1,168
TOTAL	$1,139	$21,217	$21,800

	December 31, 2012		
(Dollar amounts in thousands)	Loans Past Due Over 90 Day Still Accruing	Troubled Debt Restructurings	Nonaccrual
Commercial			
Commercial & Industrial	$724	$11,573	$9,360
Farmland	231	—	907
Non Farm, Non Residential	491	4,836	6,718
Agriculture	69	—	104
All Other Commercial	—	—	4,811
Residential			
First Liens	1,237	4,126	6,852
Home Equity	24	—	196
Junior Liens	538	—	405
Multifamily	101	—	5,598
All Other Residential	—	—	150
Consumer			
Motor Vehicle	133	685	174
All Other Consumer	3	16	1,519
TOTAL	$3,551	$21,236	$36,794

14

Table of Contents

Loans covered by loss share agreements with the FDIC included in loans past due over 90 days still on accrual are $76 thousand at September 30, 2013 and $630 thousand at December 31, 2012. Covered loans included in non-accrual loans are $2.7 million at September 30, 2013 and $4.3 million at December 31, 2012. Covered loans of $1.7 million at September 30, 2013 and $2.9 million at December 31, 2012 are deemed impaired and have allowance for loan loss allocated to them of $100 thousand and $236 thousand, respectively for September 30, 2013 and December 31, 2012. Non-performing loans include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans.

The following table presents the aging of the recorded investment in loans by past due category and class of loans.

	September 30, 2013					
(Dollar amounts in thousands)	30-59 Days Past Due	60-89 Days Past Due	Greater than 90 days Past Due	Total Past Due	Current	Total
Commercial						
Commercial & Industrial	$1,863	$1,096	$10,830	$13,789	$466,057	$479,846
Farmland	58	—	123	181	85,479	85,660
Non Farm, Non Residential	204	464	3,080	3,748	255,676	259,424
Agriculture	280	—	1	281	129,151	129,432
All Other Commercial	260	102	—	362	108,605	108,967
Residential						
First Liens	1,701	1,563	1,889	5,153	331,226	336,379
Home Equity	177	9	22	208	42,288	42,496
Junior Liens	248	57	659	964	32,864	33,828
Multifamily	20	—	404	424	60,584	61,008
All Other Residential	—	26	—	26	10,289	10,315
Consumer						
Motor Vehicle	3,250	474	189	3,913	244,281	248,194
All Other Consumer	152	9	4	165	22,159	22,324
TOTAL	$8,213	$3,800	$17,201	$29,214	$1,788,659	$1,817,873

	December 31, 2012					
(Dollar amounts in thousands)	30-59 Days Past Due	60-89 Days Past Due	Greater than 90 days Past Due	Total Past Due	Current	Total
Commercial						
Commercial & Industrial	$1,315	$861	$3,616	$5,792	$487,160	$492,952
Farmland	534	—	1,122	1,656	87,270	88,926
Non Farm, Non Residential	5,618	1,004	2,449	9,071	290,023	299,094
Agriculture	137	—	78	215	130,404	130,619
All Other Commercial	568	202	350	1,120	81,453	82,573
Residential						
First Liens	8,359	1,659	4,599	14,617	336,230	350,847
Home Equity	143	15	24	182	43,317	43,499
Junior Liens	555	98	586	1,239	36,535	37,774
Multifamily	52	—	5,641	5,693	49,019	54,712
All Other Residential	214	—	—	214	10,834	11,048
Consumer						
Motor Vehicle	4,164	600	182	4,946	241,303	246,249

All Other Consumer	225	93	3	321	23,318	23,639
TOTAL	$21,884	$4,532	$18,650	$45,066	$1,816,866	$1,861,932

15

Troubled Debt Restructurings:

The Corporation has allocated $4.1 million and $1.6 million of specific reserves to customers whose loan terms have been modified in troubled debt restructurings as of September 30, 2013 and December 31, 2012. The Corporation has not committed to lend additional amounts as of September 30, 2013 and December 31, 2012 to customers with outstanding loans that are classified as troubled debt restructurings. Modification of the terms of such loans typically include one or a combination of the following: a reduction of the stated interest rate of the loan; an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk. No modification in 2013 or 2012 resulted in permanent reduction of the recorded investment in the loan. There were $1.6 million in modifications that were troubled debt restructurings in the quarter ended September 30, 2013 and $5.1 million for the three months ended September 30, 2012, resulting in no impact to the allowance for loan losses. In the third quarter of 2013 and 2012 there were non farm, non residential loans for $1.5 million and $4.9 million respectively that were collateralized well enough to expect no loss. The remaining loans added were all other consumer loans. There were no loans that defaulted during the nine months ended September 30, 2013 that had been restructured within the past 12 months. There were $15 thousand in loans that defaulted during the three and nine months ended September 30, 2012 that had been restructured within the past 12 months.

Credit Quality Indicators:

The Corporation categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Corporation analyzes loans individually by classifying the loans as to credit risk. This analysis includes non-homogeneous loans, such as commercial loans, with an outstanding balance greater than $100 thousand. Any consumer loans outstanding to a borrower who had commercial loans analyzed will be similarly risk rated. This analysis is performed on a quarterly basis. The Corporation uses the following definitions for risk ratings:

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

Substandard: Loans classified as substandard are inadequately protected by the current net worth and debt service capacity of the borrower or of any pledged collateral. These loans have a well-defined weakness or weaknesses which have clearly jeopardized repayment of principal and interest as originally intended. They are characterized by the distinct possibility that the institution will sustain some future loss if the deficiencies are not corrected.

Doubtful: Loans classified as doubtful have all the weaknesses inherent in those graded substandard, with the added characteristic that the severity of the weaknesses makes collection or liquidation in full highly questionable or improbable based upon currently existing facts, conditions, and values.

Furthermore, non-homogeneous loans which were not individually analyzed, but are 90+ days past due or on non-accrual are classified as substandard. Loans included in homogeneous pools, such as residential or consumer may be classified as substandard due to 90+ days delinquency, non-accrual status, bankruptcy, or loan restructuring.

Table of Contents

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass rated loans. Loans listed as not rated are either less than $100 thousand or are included in groups of homogeneous loans. As of September 30, 2013 and December 31, 2012, and based on the most recent analysis performed, the risk category of loans by class of loans are as follows:

	September 30, 2013					
(Dollar amounts in thousands)	Pass	Special Mention	Substandard	Doubtful	Not Rated	Total
Commercial						
Commercial & Industrial	$417,192	$19,532	$28,254	$6,656	$7,159	$478,793
Farmland	79,780	3,717	435	—	129	84,061
Non Farm, Non Residential	228,337	8,266	20,812	543	826	258,784
Agriculture	122,541	4,939	80	—	111	127,671
All Other Commercial	93,628	3,639	10,550	47	650	108,514
Residential						
First Liens	115,051	4,217	8,274	1,245	206,439	335,226
Home Equity	13,207	370	1,526	113	27,209	42,425
Junior Liens	9,088	39	631	241	23,708	33,707
Multifamily	56,738	2,473	1,568	48	8	60,835
All Other Residential	3,285	—	33	—	6,966	10,284
Consumer						
Motor Vehicle	11,752	290	358	9	234,689	247,098
All Other Consumer	3,670	76	64	23	18,351	22,184
TOTAL	$1,154,269	$47,558	$72,585	$8,925	$526,245	$1,809,582

	December 31, 2012					
(Dollar amounts in thousands)	Pass	Special Mention	Substandard	Doubtful	Not Rated	Total
Commercial						
Commercial & Industrial	$414,680	$31,368	$31,442	$7,138	$7,025	$491,653
Farmland	81,977	2,718	1,616	—	805	87,116
Non Farm, Non Residential	249,614	25,764	22,038	831	42	298,289
Agriculture	119,789	8,921	134	—	62	128,906
All Other Commercial	69,952	132	11,239	54	803	82,180
Residential						
First Liens	113,360	8,986	11,516	689	215,034	349,585
Home Equity	13,035	469	1,631	23	28,267	43,425
Junior Liens	10,419	50	515	70	26,575	37,629
Multifamily	42,719	3,328	8,481	59	—	54,587
All Other Residential	2,840	—	35	—	8,136	11,011
Consumer						
Motor Vehicle	11,695	262	311	25	232,727	245,020
All Other Consumer	4,614	73	104	21	18,675	23,487
TOTAL	$1,134,694	$82,071	$89,062	$8,910	$538,151	$1,852,888

Table of Contents

3. Securities

The amortized cost and fair value of the Corporation’s investments are shown below. All securities are classified as available-for-sale.

(Dollar amounts in thousands)	September 30, 2013 Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. Government agencies	$1,625	$6	$—	$1,631
Mortgage Backed Securities - Residential	203,624	8,386	(1,783)	210,227
Mortgage Backed Securities - Commercial	4,768	1	(246)	4,523
Collateralized Mortgage Obligations	466,978	1,918	(12,784)	456,112
State and Municipal Obligations	186,632	7,011	(1,647)	191,996
Collateralized Debt Obligations	11,007	3,681	(7,164)	7,524
Equity Securities	320	342	—	662
TOTAL	$874,954	$21,345	$(23,624)	$872,675

(Dollar amounts in thousands)	December 31, 2012 Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. Government agencies	$1,807	$79	$—	$1,886
Mortgage Backed Securities-residential	231,316	13,373	(13)	244,676
Mortgage Backed Securities-commercial	5,146	1	(16)	5,131
Collateralized mortgage obligations	230,739	2,827	(246)	233,320
State and municipal	187,044	12,518	(77)	199,485
Collateralized debt obligations	12,243	1,761	(7,882)	6,122
Equities	320	60	—	380
TOTAL	$668,615	$30,619	$(8,234)	$691,000

Contractual maturities of debt securities at September 30, 2013 were as follows. Securities not due at a single maturity or with no maturity date, primarily mortgage-backed and equity securities are shown separately.

(Dollar amounts in thousands)	Available-for-Sale Amortized Cost	Fair Value
Due in one year or less	$12,171	$12,263
Due after one but within five years	35,071	36,659
Due after five but within ten years	83,992	86,735
Due after ten years	535,008	521,606
	666,242	657,263
Mortgage-backed securities and equities	208,712	215,412
TOTAL	$874,954	$872,675

18

Table of Contents

There were $7 thousand in gains and no losses from investment sales realized by the Corporation for the nine months ended September 30, 2013. For the three months ended September 30, 2013 there were no gains or losses on investment securities. There were $683 thousand in gains and $6 thousand in losses from investment sales, and $11 thousand in losses from OTTI realized by the Corporation for the nine months ended September 30, 2012. The $11 thousand of OTTI was realized in the second quarter of 2012. For the three months ended September 30, 2012 there were $19 thousand in gains and $2 thousand in losses from investment sales.

The following tables show the securities' gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in continuous unrealized loss position, at September 30, 2013 and December 31, 2012.

	September 30, 2013					
	Less Than 12 Months		More Than 12 Months		Total	
(Dollar amounts in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Mortgage Backed Securities - Residential	$60,541	$(1,783)	$—	$—	$60,541	$(1,783)
Mortgage Backed Securities - Commercial	4,486	(246)	—	—	4,486	(246)
Collateralized mortgage obligations	333,189	(12,258)	8,791	(526)	341,980	(12,784)
State and municipal obligations	38,538	(1,553)	991	(94)	39,529	(1,647)
Collateralized Debt Obligations	—	—	3,843	(7,164)	3,843	(7,164)
Total temporarily impaired securities	$436,754	$(15,840)	$13,625	$(7,784)	$450,379	$(23,624)

	December 31, 2012					
	Less Than 12 Months		More Than 12 Months		Total	
(Dollar amounts in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Mortgage Backed Securities - Residential	$7,245	$(13)	$—	$—	$7,245	$(13)
Mortgage Backed Securities - Commercial	5,086	(16)	—	—	5,086	(16)
Collateralized mortgage obligations	46,121	(246)	—	—	46,121	(246)
State and municipal obligations	8,611	(77)	—	—	8,611	(77)
Collateralized Debt Obligations	—	—	4,032	(7,882)	4,032	(7,882)
Total temporarily impaired securities	$67,063	$(352)	$4,032	$(7,882)	$71,095	$(8,234)

Management evaluates securities for other-than-temporary impairment ("OTTI") at least on a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. The investment securities portfolio is evaluated for OTTI by segregating the portfolio into two general segments and applying the appropriate OTTI model. Investment securities are generally evaluated for OTTI under FASB ASC 320, Investments - Debt and Equity Securities. However, certain purchased beneficial interests, including non-agency mortgage-backed securities, asset-backed securities, and collateralized debt obligations, that had credit ratings at the time of purchase of below AA are evaluated using the model outlined in FASB ASC 325-40, Beneficial Interests in Securitized Financial Assets.

In determining OTTI under the FASB ASC 320 model, management considers many factors, including: (1)the length of time and the extent to which the fair value has been less than cost, (2)the financial condition and near-term prospects of the issuer, (3) whether the market decline was affected by macroeconomic conditions, and (4) whether

the entity has the intent to sell the security or more likely than not will be required to sell the security before its anticipated recovery. The assessment of whether an other-than-temporary decline exists involves a high degree of subjectivity and judgment and is based on the information available to management at a point in time.

The second segment of the portfolio uses the OTTI guidance provided by FASB ASC 325 that is specific to purchased beneficial interests that, on the purchase date, were rated below AA. Under the FASB ASC 325 model, the Company compares the present value of the remaining cash flows as estimated at the preceding evaluation date to the current expected remaining cash flows. An OTTI is deemed to have occurred if there has been an adverse change in the remaining expected future cash flows.

Table of Contents

When OTTI occurs under either model, the amount of the OTTI recognized in earnings depends on whether an entity intends to sell the security or it is more likely than not it will be required to sell the security before recovery of its amortized cost basis, less any current-period credit loss. If an entity intends to sell or it is more likely than not it will be required to sell the security before recovery of its amortized cost basis, less any current-period credit loss, the OTTI shall be recognized in earnings equal to the entire difference between the investment's amortized cost basis and its fair value at the balance sheet date. If an entity does not intend to sell the security and it is not more likely than not that the entity will be required to sell the security before recovery of its amortized cost basis less any current-period loss, the OTTI shall be separated into the amount representing the credit loss and the amount related to all other factors. The amount of the total OTTI related to the credit loss is determined based on the present value of cash flows expected to be collected and is recognized in earnings. The amount of the total OTTI related to other factors is recognized in other comprehensive income, net of applicable taxes. The previous amortized cost basis less the OTTI recognized in earnings becomes the new amortized cost basis of the investment.

Gross unrealized losses on investment securities were $23.6 million as of September 30, 2013 and $8.2 million as of December 31, 2012. A majority of these losses represent negative adjustments to market value relative to the interest rate environment reflecting the increase in market rates in 2013 and not losses related to the creditworthiness of the issuer. Based upon our review of the issuers, we do not believe these investments to be other than temporarily impaired. Management does not intend to sell these securities and it is not more likely than not that we will be required to sell them before their anticipated recovery.

A significant portion of the securities in an unrealized loss position for more than 12 months relate to collateralized debt obligations that were separately evaluated under FASB ASC 325-40, Beneficial Interests in Securitized Financial Assets. Based upon qualitative considerations, such as a down grade in credit rating or further defaults of underlying issuers during the quarter, and an analysis of expected cash flows, we have determined that three of the CDO's included in collateralized debt obligations were other-than-temporarily impaired, though no impairment was identified during 2013. Those three CDO's have a contractual balance of $26.7 million at September 30, 2013 which has been reduced to $7.0 million by $1.4 million of interest payments received, $14.9 million of cumulative OTTI charges recorded through earnings to date, and $3.4 million recorded in other comprehensive income ($2.1 million after tax effect). The severity of the OTTI recorded varies by security, based on the analysis described below, and ranges at September 30, 2013 from 28% to 94%. The losses recorded in other comprehensive income represents temporary impairment due to factors other than credit loss, mainly current market illiquidity. The issuers in these securities are primarily banks, but some of the pools do include a limited number of insurance companies. The market for these securities has become very illiquid, there are very few new issuances of trust preferred securities and the credit spreads implied by current prices have increased dramatically and remain very high, resulting in significant non-credit related impairment. The Company uses the OTTI evaluation model to compare the present value of expected cash flows to the previous estimate to ensure there are no adverse changes in cash flows during the quarter. The OTTI model considers the structure and term of the CDO and the financial condition of the underlying issuers. Specifically, the model details interest rates, principal balances of note classes and underlying issuers, the timing and amount of interest and principal payments of the underlying issuers, and the allocation of the payments to the note classes. Cash flows are projected using a forward rate LIBOR curve, as these CDOs are variable rate instruments. An average rate is then computed using this same forward rate curve to determine an appropriate discount rate (3 month LIBOR plus margin ranging from 160 to 180 basis points). The current estimate of expected cash flows is based on the most recent trustee reports and any other relevant market information including announcements of interest payment deferrals or defaults of underlying trust preferred securities. Assumptions used in the model include expected future default rates and prepayments. In addition we use the model to "stress" each CDO, or make assumptions more severe than expected activity, to determine the degree to which assumptions could deteriorate before the CDO could no longer fully support repayment of the Company's note class.

In the third quarter of 2013, the Corporation received a $1.3 million payment on a CDO that had a book value of $0.2 million. The payment in excess of book value is recognized as interest income. This CDO had the highest severity of recorded impairment and while a payment by the issuer was expected, such payment was not projected until maturity in the OTTI evaluation at June 30, 2013. The future payments, if any, on this CDO cannot be predicted with enough accuracy that such future payments will be recorded as interest income when received.

Collateralized debt obligations include an investment in a CDO consisting of pooled trust preferred securities in which the issuers are primarily banks. This CDO with an amortized cost of $606 thousand and a fair value of $548 thousand is rated BAA3 and is the senior tranche, is not in the scope of FASB ASC 325, as it was rated high investment grade at purchase, and is not considered to be other-than-temporarily impaired based on its credit quality. Its fair value is negatively impacted by the factors described above.

Management has consistently used Standard & Poors pricing to value these investments. There are a number of other pricing sources available to determine fair value for these investments. These sources utilize a variety of methods to determine fair value. The result is a wide range of estimates of fair value for these securities. The Standard & Poors pricing ranges from 4.4 to 90.3

Table of Contents

while Moody Investor Service pricing ranges from .32 to 90.5, with others falling somewhere in between. We recognize that the Standard & Poors pricing utilized is an estimate, but have been consistent in using this source and its estimate of fair value.

Equity securities relate to investments in a bank stock held at the holding company. In the second quarter of 2012 the Corporation recognized other-than-temporary impairment on this equity security in the amount of $11 thousand. On October 1, 2013 it was announced that another bank was acquiring this security and the Corporation intends to sell acquiring bank's security when the acquisition has been completed.

The table below presents a rollforward of the credit losses recognized in earnings for the three and nine month periods ended September 30, 2013 and 2012:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollar amounts in thousands)	2013	2012	2013	2012
Beginning balance	$14,983	$14,983	$14,983	$15,180
Increases to the amount related to the credit				
Loss for which other-than-temporary was previously recognized	—	—	—	11
Reductions for increases in cash flows collected	(581)	—	(581)	—
Amounts realized for securities sold during the period	—	—	—	(208)
Ending balance	$14,402	$14,983	$14,402	$14,983

4. Fair Value

FASB ASC No. 820-10 establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) of identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.
Level 2: Significant other observable inputs other than Level I prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The fair value of most securities available for sale is determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs) or matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs).

For those securities that cannot be priced using quoted market prices or observable inputs a Level 3 valuation is determined. These securities are primarily trust preferred securities, which are priced using Level 3 due to current market illiquidity and certain investments in state and municipal securities. The fair value of the trust preferred securities is obtained from a third party provider without adjustment. As described previously, management obtains values from other pricing sources to validate the Standard & Poors pricing that they currently utilize. The fair value of state and municipal obligations are derived by comparing the securities to current market rates plus an appropriate credit spread to determine an estimated value. Illiquidity spreads are then considered. Credit reviews are performed on

each of the issuers. The significant unobservable inputs used in the fair value measurement of the Corporation’s state and municipal obligations are credit spreads related to specific issuers. Significantly higher credit spread assumptions would result in significantly lower fair value measurement. Conversely, significantly lower credit spreads would result in a significantly higher fair value measurements.

The fair value of derivatives is based on valuation models using observable market data as of the measurement date (Level 2 inputs).

Table of Contents

	September 30, 2013 Fair Value Measurements Using Significant Unobservable Inputs (Level 3)			
(Dollar amounts in thousands)	Level 1	Level 2	Level 3	Total
U.S. Government agencies	$—	$1,631	$—	$1,631
Mortgage Backed Securities-residential	—	210,227	—	210,227
Mortgage Backed Securities-commercial	—	4,523	—	4,523
Collateralized mortgage obligations	—	456,112	—	456,112
State and municipal	—	187,472	4,524	191,996
Collateralized debt obligations	—	—	7,524	7,524
Equities	662	—	—	662
TOTAL	$662	$859,965	$12,048	$872,675
Derivative Assets		1,381		
Derivative Liabilities		(1,381)		

	December 31, 2012 Fair Value Measurements Using Significant Unobservable Inputs (Level 3)			
(Dollar amounts in thousands)	Level 1	Level 2	Level 3	Total
U.S. Government agencies	$—	$1,886	$—	$1,886
Mortgage Backed Securities-residential	—	244,676	—	244,676
Mortgage Backed Securities-commercial	—	5,131	—	5,131
Collateralized mortgage obligations	—	233,320	—	233,320
State and municipal	—	189,574	9,911	199,485
Collateralized debt obligations	—	—	6,122	6,122
Equities	380	—	—	380
TOTAL	$380	$674,587	$16,033	$691,000
Derivative Assets		2,053		
Derivative Liabilities		(2,053)		

There were no transfers between Level 1 and Level 2 during 2013 and 2012.

The table below presents a reconciliation and income statement classification of gains and losses for all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three and nine months ended September 30, 2013 and the year ended December 31, 2012.

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Three Months Ended September 30, 2013		
	State and municipal obligations	Collateralized debt obligations	Total
Beginning balance, July 1	$6,502	$8,177	$14,679
Total realized/unrealized gains or losses			
Included in earnings	—	—	—
Included in other comprehensive income	—	(305)	(305)
Transfers	(1,187)	—	(1,187)
Settlements	(790)	(349)	(1,139)

Ending balance, September 30	$4,525	$7,523	$12,048

Table of Contents

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Nine Months Ended September 30, 2013		
	State and municipal obligations	Collateralized debt obligations	Total
Beginning balance, January 1	$9,911	$6,122	$16,033
Total realized/unrealized gains or losses			
Included in earnings	—		—
Included in other comprehensive income	—	2,499	2,499
Transfers	(1,187)	—	(1,187)
Settlements	(4,199)	(1,098)	(5,297)
Ending balance, September 30	$4,525	$7,523	$12,048

The transfers out of level 3 is due to securities that previously were not priced independently are now priced as other level 2 securities.

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Balance at December 31, 2012			
	Equities	State and municipal obligations	Collateralized debt obligations	Total
Beginning balance, January 1	$1,711	$9,525	$4,771	$16,007
Total realized/unrealized gains or losses				
Included in earnings	(446)	—	(96)	(542)
Included in other comprehensive income	—	—	1,556	1,556
Purchases	—	1,186	—	1,186
Settlements	(1,265)	(800)	(109)	(2,174)
Ending balance, December 31	$—	$9,911	$6,122	$16,033

The following table presents quantitative information about recurring and non-recurring Level 3 fair value measurements at September 30, 2013.

	Fair Value	Valuation Technique(s)	Unobservable Input(s)	Range
State and municipal obligations	$4,525	Discounted cash flow	Discount rate Probability of default	3.05%-5.50%
Other real estate	$9,249	Sales comparison/income approach	Discount rate for age of appraisal and market conditions	5.00%-20.00%
Impaired Loans	17,324	Sales comparison/income approach	Discount rate for age of appraisal and market conditions	0.00%-50.00%

All impaired loans disclosed in footnote 2 that have no allowance for loan loss allocation are valued at Level 3 and are carried at a fair value of $17.3 million, net of a valuation allowance of $5.6 million at September 30, 2013. At December 31, 2012 impaired loans valued at Level 3 were carried at a fair value of $26.0 million, net of a valuation allowance of $7.6 million. The impact to the provision for loan losses was $(0.2) and $2.2 million for the three and nine months ended September 30, 2013, and was $4.2 million for the year ended December 31, 2012. Other real estate owned is valued at Level 3. Other real estate owned at September 30, 2013, with a value of $9.2 million was reduced $1.3 million for fair value adjustment. Other real estate owned at December 31, 2012, with a value of $7.7 million was

reduced $234 thousand for fair value adjustment.

Fair value is measured based on the value of the collateral securing those loans, and is determined using several methods. Generally the fair value of real estate is determined based on appraisals by qualified licensed appraisers. Appraisals for real estate generally use three methods to derive value: cost, sales or market comparison and income approach. The cost method bases value on the

Table of Contents

cost to replace current property. The market comparison evaluates the sales price of similar properties in the same market area. The income approach considers net operating income generated by the property and the investor's required return. The final fair value is based on a reconciliation of these three approaches. If an appraisal is not available, the fair value may be determined by using a cash flow analysis, a broker's opinion of value, the net present value of future cash flows, or an observable market price from an active market. Fair value of other real estate is based upon the current appraised values of the properties as determined by qualified licensed appraisers and the Company's judgment of other relevant market conditions. Appraisals are obtained annually and reductions in value are recorded as a valuation through a charge to expense. The primary unobservable input used by management in estimating fair value are additional discounts to the appraised value to consider the age of the appraisal and market conditions, which are based on management's past experience in resolving these types of properties. These discounts range from 5% to20%. Other real estate and impaired loans carried at fair value are primarily comprised of smaller balance properties. One impaired loan has an estimated fair value of $3.9 million. The collateral securing this loan is a hotel and was appraised based on income and sales comparison approaches. Given the current distressed market, it was difficult for the appraiser to identify recent and relevant comparable sales, therefore the value was based predominantly on the income method which applied a 9.5% capitalization rate to projected net operating income.

The following tables presents loans identified as impaired by class of loans as of September 30, 2013 and December 31, 2012, which are all considered Level 3.

	September 30, 2013		
(Dollar amounts in thousands)	Carrying Value	Allowance for Loan Losses Allocated	Fair Value
Commercial			
Commercial & Industrial	$10,792	$3,353	$7,439
Farmland	—	—	—
Non Farm, Non Residential	7,997	1,361	6,636
Agriculture	—	—	—
All Other Commercial	4,107	896	3,211
Residential			
First Liens	38	—	38
Home Equity	—	—	—
Junior Liens	—	—	—
Multifamily	—	—	—
All Other Residential	—	—	—
Consumer			
Motor Vehicle	—	—	—
All Other Consumer	—	—	—
TOTAL	$22,934	$5,610	$17,324

Table of Contents

(Dollar amounts in thousands)	December 31, 2012 Carrying Value	Allowance for Loan Losses Allocated	Fair Value
Commercial			
Commercial & Industrial	$17,098	$3,153	$13,945
Farmland	891	191	700
Non Farm, Non Residential	7,386	293	7,093
Agriculture	—	—	
All Other Commercial	1,209	52	1,157
Residential			
First Liens	1,254	126	1,128
Home Equity	179	—	179
Junior Liens	—	—	—
Multifamily	5,540	3,794	1,746
All Other Residential	—		—
Consumer			
Motor Vehicle	—		—
All Other Consumer	—		—
TOTAL	$33,557	$7,609	$25,948

The carrying amounts and estimated fair value of financial instruments at September 30, 2013 and December 31, 2012, are shown below. Carrying amount is the estimated fair value for cash and due from banks, federal funds sold, short-term borrowings, accrued interest receivable and payable, demand deposits, short-term debt and variable-rate loans or deposits that reprice frequently and fully. Security fair values were described previously. For fixed-rate, non-impaired loans or deposits, variable rate loans or deposits with infrequent repricing or repricing limits, and for longer-term borrowings, fair value is based on discounted cash flows using current market rates applied to the estimated life and considering credit risk. The valuation of impaired loans was described previously. Loan fair value estimates do not necessarily represent an exit price. Fair values of loans held for sale are based on market bids on the loans or similar loans. It was not practicable to determine the fair value of Federal Home Loan Bank stock due to restrictions placed on its transferability. For the FDIC indemnification asset the carrying value is the estimated fair value as it represents amounts to be received from the FDIC in the near term. Fair value of debt is based on current rates for similar financing. The fair value of off-balance sheet items is not considered material.

(Dollar amounts in thousands)	September 30, 2013 Carrying Value	Fair Value Level 1	Level 2	Level 3	Total
Cash and due from banks	$80,899	$20,404	$60,495	$—	$80,899
Federal funds sold	3,420	—	3,420	—	3,420
Securities available—for—sale	872,675	662	859,965	12,048	872,675
Restricted stock	21,050	—	—	—	—
Loans, net	1,786,601	—		1,845,392	1,845,392
FDIC Indemnification Asset	1,171	—	1,171	—	1,171
Accrued interest receivable	11,767	—	3,475	8,292	11,767
Deposits	(2,487,028)	—	(2,489,329)	—	(2,489,329)
Short—term borrowings	(27,929)	—	(27,929)	—	(27,929)
Federal Home Loan Bank advances	(58,362)	—	(60,721)	—	(60,721)
Accrued interest payable	(770)	—	(770)	—	(770)

25

Table of Contents

	December 31, 2012				
	Carrying	Fair Value			
(Dollar amounts in thousands)	Value	Level 1	Level 2	Level 3	Total
Cash and due from banks	$87,230	$21,333	$65,897	$—	$87,230
Federal funds sold	20,800	—	20,800	—	20,800
Securities available—for—sale	691,000	380	674,587	16,033	691,000
Restricted stock	21,292	—	—	—	—
Loans, net	1,829,978	—	—	1,916,256	1,916,256
FDIC Indemnification Asset	2,632	—	2,632	—	2,632
Accrued interest receivable	12,024	—	2,980	9,044	12,024
Deposits	(2,276,134)	—	(2,280,910)	—	(2,280,910)
Short—term borrowings	(40,551)	—	(40,551)	—	(40,551)
Federal Home Loan Bank advances	(119,705)	—	(124,933)	—	(124,933)
Accrued interest payable	(1,163)	—	(1,163)	—	(1,163)

5. Short-Term Borrowings

Period–end short-term borrowings were comprised of the following:

	(000 's)	
	September 30, 2013	December 31, 2012
Federal Funds Purchased	$160	$2,750
Repurchase Agreements	27,769	37,801
	$27,929	$40,551

6. Other Borrowings

Other borrowings at period-end are summarized as follows:

	(000 's)	
	September 30, 2013	December 31, 2012
FHLB Advances	$58,362	$119,705
	$58,362	$119,705

Table of Contents

7. Components of Net Periodic Benefit Cost

	Three Months Ended September 30, (000's)				Nine Months Ended September 30, (000's)			
	Pension Benefits		Post-Retirement Health Benefits		Pension Benefits		Post-Retirement Health Benefits	
	2013	2012	2013	2012	2013	2012	2013	2012
Service cost	$559	$1,218	$17	$15	$1,678	$3,654	$51	$82
Interest cost	846	917	43	43	2,537	2,750	130	180
Expected return on plan assets	(827)	(815)	—	—	(2,482)	(2,444)	—	—
Amortization of transition obligation	—	—	15	15	—	—	44	45
Net amortization of prior service cost	(4)	41	—	—	(12)	124	—	—
Net amortization of net (gain) loss	523	567	—	—	1,568	1,702	—	—
Net Periodic Benefit Cost	$1,097	$1,928	$75	$73	$3,289	$5,786	$225	$307

Employer Contributions

First Financial Corporation previously disclosed in its financial statements for the year ended December 31, 2012 that it expected to contribute $2.1 million and $550 thousand respectively to its Pension Plan and ESOP and $234 thousand to the Post Retirement Health Benefits Plan in 2013. Contributions of $1.5 million have been made to the Pension Plan. Contributions of $156 thousand have been made through the first nine months of 2013 for the Post Retirement Health Benefits plan. No contributions have been made in 2013 for the ESOP. The Pension plan was frozen for most employees at the end of 2012 and for those employees there will be discretionary contributions to the ESOP plan and a 401K plan in place of the former Pension benefit. In the first nine months of 2013 there has been $1.1 million of expense accrued for potential contributions to these alternative retirement benefit options.

8. New accounting standards

In February 2013, the Financial Accounting Standards Board (FASB) issued updated guidance related to disclosure of reclassification amounts out of other comprehensive income. The standard requires that companies present either in a single note or parenthetically on the face of the financial statements, the effect of significant amounts reclassified from each component of accumulated other comprehensive income based on its source and the income statement line items affected by the reclassification. The new requirements will take effect for public companies in fiscal years, and interim periods within those years, beginning after December 15, 2012. The Company has adopted this standard and the effect of adopting this standard increased our disclosure surrounding reclassification items out of accumulated other comprehensive income.

In October 2012, the Financial Accounting Standards Board (“FASB”) issued guidance on the subsequent accounting for an indemnification asset recognized at the acquisition date as a result of a government assisted acquisition of a financial institution. When an entity recognizes such an indemnification asset and subsequently a change in the cash flows expected to be collected on the indemnification asset occurs as a result of a change in the cash flows expected to be collected on the indemnified asset, the guidance requires the entity to recognize the change in the measurement of the indemnification asset on the same basis as the indemnified assets. Any amortization of changes in value of the indemnification asset should be limited to the lesser of the term of the indemnification agreement and the remaining life of the indemnified assets. The amendments are effective for fiscal years beginning on or after December 15, 2012 and early adoption is permitted. The amendments are to be applied prospectively to any new indemnification assets

acquired after the date of adoption and to indemnification assets existing as of the date of adoption arising from a government-assisted acquisition of a financial institution. The effect of adopting this standard did not have a material effect on the Corporation's operating results or financial condition.

In July 2012, the FASB amended existing guidance relating to testing indefinite-lived intangible assets for impairment. The amendment permits an assessment of qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, it is concluded that it is not more likely than not that the indefinite-lived intangible asset is impaired, then no further action is required. However, after the same assessment, if it is concluded that it is more likely than not that the indefinite-lived intangible asset is impaired, then a quantitative impairment test should be performed whereby the fair value of the indefinite-lived intangible asset is compared to the carrying amount. The amendments in this guidance are effective for annual and interim

Table of Contents

impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted. The effect of adopting this standard did not have a material effect on the Corporation’s operating results or financial condition.

9. Acquisitions and FDIC Indemnification Asset

On July 2, 2009, the Bank entered into a purchase and assumption agreement with the Federal Deposit Insurance Corporation (“FDIC”) to assume all of the deposits (excluding brokered deposits) and certain assets of The First National Bank of Danville, a full-service commercial bank headquartered in Danville, Illinois, that had failed and been placed in receivership with the FDIC. The acquisition consisted of assets worth a fair value of approximately $151.8 million, including $77.5 million of loans, $24.2 million of investment securities, $31.0 million of cash and cash equivalents and $146.3 million of liabilities, including $145.7 million of deposits. A customer related core deposit intangible asset of $4.6 million was also recorded. In addition to the excess of liabilities over assets, the Bank received approximately$14.6 million in cash from the FDIC. Based upon the acquisition date fair values of the net assets acquired, no goodwill was recorded. The transaction resulted in a gain of $5.1 million, which is included in non-interest income in the December 31, 2009 Consolidated Statement of Operations Under the loss-sharing agreement (“LSA”), the Bank will share in the losses on assets covered under the agreement (referred to as covered assets). On losses up to $29 million, the FDIC has agreed to reimburse the Bank for 80 percent of the losses. On losses exceeding $29 million, the FDIC has agreed to reimburse the Bank for 95 percent of the losses. The loss-sharing agreement is subject to following servicing procedures as specified in the agreement with the FDIC. The loss sharing provisions of the agreements for commercial and single family residential mortgage loans are in effect for five and ten years, respectively, from the acquisition date and the loss recovery provisions for such loans are in effect for eight years and ten years, respectively, from the acquisition date. Loans acquired that are subject to the loss-sharing agreement with the FDIC are referred to as covered loans for disclosure purposes. Since the acquisition date the Bank has been reimbursed $18.3 million for losses and carrying expenses and currently carries a balance of $1.2 million. Included in the current balance is the estimate of $493 thousand for 80% of the loans subject to the loss-sharing agreement identified in the allowance for loan loss evaluation as probable incurred losses.

FASB ASC 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality, applies to a loan with evidence of deterioration of credit quality since origination, acquired by completion of a transfer for which it is probable, at acquisition, that the investor will be unable to collect all contractually required payments receivable. FASB ASC 310-30 prohibits carrying over or creating an allowance for loan losses upon initial recognition. The carrying amount of covered assets at September 30, 2013 and December 31, 2012, consisted of loans accounted for in accordance with FASB ASC 310-30, loans not subject to FASB ASC 310-30 and other assets as shown in the following table:

	September 30, 2013			
	ASC 310-30	Non ASC 310-30		
(Dollar amounts in thousands)	Loans	Loans	Other	Total
Loans	$2,969	$19,357	$—	$22,326
Foreclosed Assets	—	—	253	253
Total Covered Assets	$2,969	$19,357	$253	$22,579

	December 31, 2012			
	ASC 310-30	Non ASC 310-30		
(Dollar amounts in thousands)	Loans	Loans	Other	Total
Loans	$4,279	$23,475	$—	$27,754
Foreclosed Assets	—	—	720	720
Total Covered Assets	$4,279	$23,475	$720	$28,474

Table of Contents

The rollforward of the FDIC Indemnification asset is as follows:

	Three Months Ended September 30,	Nine Months Ended September 30,	Year Ended December 31,
(Dollar amounts in thousands)	2013	2013	2012
Beginning balance	$1,515	$2,632	$2,384
Accretion	—		—
Net changes in losses and expenses	(201)	(1,180)	2,422
Reimbursements from the FDIC	(143)	(281)	(2,174)
TOTAL	$1,171	$1,171	$2,632

On the acquisition date, the preliminary estimate of the contractually required payments receivable for all FASB ASC310-30 loans acquired in the acquisition were $31.6 million, the cash flows expected to be collected were $18.4 million including interest, and the estimated fair value of the loans was $16.7 million. These amounts were determined based upon the estimated remaining life of the underlying loans, which include the effects of estimated prepayments. At September 30, 2013, a majority of these loans were valued based on the liquidation value of the underlying collateral, because the expected cash flows are primarily based on the liquidation of underlying collateral and the timing and amount of the cash flows could not be reasonably estimated. There was a $623 thousand allowance for credit losses related to these loans at September 30, 2013. On the acquisition date, the preliminary estimate of the contractually required payments receivable for all non FASB ASC310-30 loans acquired in the acquisition was $58.4 million and the estimated fair value of the loans was $60.7 million. The impact to the Corporation from the amortization and accretion of premiums and discounts was immaterial.

On August 16, 2013, the Bank completed a Purchase and Assumption Agreement with Bank of America, National Association. Under the terms of the Agreement, First Financial Bank purchased certain assets and assumed certain liabilities of 7 branch offices and 2 drive-up facilities of Bank of America in central and southern Illinois. The acquisition was beneficial in increasing the presence of the bank in the Illinois market.First Financial received cash in the amount of $177.7 million. The acquisition consisted of loans with a fair value of $1.9 million, fixed assets with a value of $5.9 million, a customer related core deposit intangible asset of $2.2 million, deposits with a value of $189.3 million and other liabilities of $0.3 million. Based upon the acquisition date fair values of the net assets acquired, goodwill of $1.9 million was recorded, all of which is $1.6 million is expected to be tax deductible.

10. Accumulated Other Comprehensive Income

The following table summarizes the changes, net of tax within each classification of accumulated other comprehensive income for the three and nine months ended September 30, 2013 and 2012.

	Unrealized gains and Losses on available-for-sale	2013 Retirement	
(Dollar amounts in thousands)	Securities	plans	Total
Beginning balance, July 1	$1,205	$(20,351)	$(19,146)
Change in other comprehensive income before reclassification	(2,322)	—	(2,322)
Amounts reclassified from accumulated other comprehensive income	—	340	340
Net Current period other comprehensive other income	(2,322)	340	(1,982)

Ending balance, September 30	$(1,117)	$(20,011)	$(21,128)

29

Table of Contents

(Dollar amounts in thousands)	Unrealized gains and Losses on available-for-sale Securities	2013 Retirement plans	Total
Beginning balance, January 1	$13,431	$(20,903)	$(7,472)
Change in other comprehensive income before reclassification	(14,544)	—	(14,544)
Amounts reclassified from accumulated other comprehensive income	(4)	892	888
Net Current period other comprehensive other income	(14,548)	892	(13,656)
Ending balance, September 30	$(1,117)	$(20,011)	$(21,128)

(Dollar amounts in thousands)	Unrealized gains and Losses on available-for-sale Securities	2012 Retirement plans	Total
Beginning balance, July 1	$13,124	$(22,462)	$(9,338)
Change in other comprehensive income before reclassification	1,884	—	1,884
Amounts reclassified from accumulated other comprehensive income	(10)	387	377
Net Current period other comprehensive other income	1,874	387	2,261
Ending balance, September 30	$14,998	$(22,075)	$(7,077)

(Dollar amounts in thousands)	Unrealized gains and Losses on available-for-sale Securities	2012 Retirement plans	Total
Beginning balance, January 1	$12,740	$(23,234)	$(10,494)
Change in other comprehensive income before reclassification	2,657	—	2,657
Amounts reclassified from accumulated other comprehensive income	(399)	1,159	760
Net Current period other comprehensive other income	2,258	1,159	3,417
Ending balance, September 30	$14,998	$(22,075)	$(7,077)

(Dollar amounts in thousands)	Balance at 7/1/2013	Current Period Change	Balance at 9/30/2013
Unrealized gains (losses) on securities available-for-sale without other than temporary impairment	$3,023	$(2,250)	$773
Unrealized gains (losses) on securities available-for-sale with other than temporary impairment	(1,818)	(72)	(1,890)
Total unrealized loss on securities available-for-sale	$1,205	$(2,322)	$(1,117)
Unrealized loss on retirement plans	(20,351)	340	(20,011)
TOTAL	$(19,146)	$(1,982)	$(21,128)

Table of Contents

(Dollar amounts in thousands)	Balance at 1/1/2013	Current Period Change	Balance at 9/30/2013
Unrealized gains (losses) on securities available-for-sale without other than temporary impairment	$17,044	$(16,271)	$773
Unrealized gains (losses) on securities available-for-sale with other than temporary impairment	(3,613)	1,723	(1,890)
Total unrealized loss on securities available-for-sale	$13,431	$(14,548)	$(1,117)
Unrealized loss on retirement plans	(20,903)	892	(20,011)
TOTAL	$(7,472)	$(13,656)	$(21,128)

(Dollar amounts in thousands)	Balance at 7/1/2012	Current Period Change	Balance at 9/30/2012
Unrealized gains (losses) on securities available-for-sale without other than temporary impairment	$18,514	$1,290	$19,804
Unrealized gains (losses) on securities available-for-sale with other than temporary impairment	(5,390)	584	(4,806)
Total unrealized loss on securities available-for-sale	$13,124	$1,874	$14,998
Unrealized loss on retirement plans	(22,462)	387	(22,075)
TOTAL	$(9,338)	$2,261	$(7,077)

(Dollar amounts in thousands)	Balance at 1/1/2012	Current Period Change	Balance at 9/30/2012
Unrealized gains (losses) on securities available-for-sale without other than temporary impairment	$18,136	$1,668	$19,804
Unrealized gains (losses) on securities available-for-sale with other than temporary impairment	(5,396)	590	(4,806)
Total unrealized loss on securities available-for-sale	$12,740	$2,258	$14,998
Unrealized loss on retirement plans	(23,234)	1,159	(22,075)
TOTAL	$(10,494)	$3,417	$(7,077)

	Three Months Ended September 30, 2013	
Details about accumulated other comprehensive income components	Amount reclassified from accumulated other comprehensive income (in thousands)	Affected line item in the statement where net income is presented
Unrealized gains and losses	$—	Net securities gains (losses)
on available-for-sale	—	Income tax expense
securities	$—	Net of tax
Amortization of	$(566)	(a)
retirement plan items	226	Income tax expense
	$(340)	Net of tax
Total reclassifications for the period	$(340)	Net of tax

(a) Included in the computation of net periodic benefit cost. (see Footnote 7 for additional details).

Table of Contents

Details about accumulated other comprehensive income components	Nine Months Ended September 30, 2013 Amount reclassified from accumulated other comprehensive income (in thousands)		Affected line item in the statement where net income is presented
Unrealized gains and losses on available-for-sale securities	$7		Net securities gains (losses)
	(3	)	Income tax expense
	$4		Net of tax
Amortization of retirement plan items	$(1,486	)	(a)
	594		Income tax expense
	$(892	)	Net of tax
Total reclassifications for the period	$(888	)	Net of tax

(a) Included in the computation of net periodic benefit cost. (see Footnote 7 for additional details).

Details about accumulated other comprehensive income components	Three Months Ended September 30, 2012 Amount reclassified from accumulated other comprehensive income (in thousands)		Affected line item in the statement where net income is presented
Unrealized gains and losses on available-for-sale securities	$17		Net securities gains (losses)
	(7	)	Income tax expense
	$10		Net of tax
Amortization of retirement plan items	$(645	)	(a)
	258		Income tax expense
	$(387	)	Net of tax
Total reclassifications for the period	$(377	)	Net of tax

(a) Included in the computation of net periodic benefit cost. (see Footnote 7 for additional details).

Details about accumulated other comprehensive income components	Nine Months Ended September 30, 2012 Amount reclassified from accumulated other comprehensive income (in thousands)		Affected line item in the statement where net income is presented
Unrealized gains and losses on available-for-sale securities	$666		Net securities gains (losses)
	(267	)	Income tax expense
	$399		Net of tax
Amortization of retirement plan items	$(1,932	)	(a)
	773		Income tax expense
	$(1,159	)	Net of tax
Total reclassifications for the period	$(760	)	Net of tax

(a) Included in the computation of net periodic benefit cost. (see Footnote 7 for additional details).

Table of Contents

ITEMS 2. and 3. Management's Discussion and Analysis of Financial Condition and Results of Operations and Quantitative and Qualitative Disclosures About Market Risk

The purpose of this discussion is to point out key factors in the Corporation’s recent performance compared with earlier periods. The discussion should be read in conjunction with the financial statements beginning on page three of this report. All figures are for the consolidated entities. It is presumed the readers of these financial statements and of the following narrative have previously read the Corporation’s financial statements for 2012 in the 10-K filed for the fiscal year ended December 31, 2012.

This Quarterly Report on Form 10-Q contains forward-looking statements. Forward-looking statements provide current expectations or forecasts of future events and are not guarantees of future performance, nor should they be relied upon as representing management’s views as of any subsequent date. The forward-looking statements are based on management’s expectations and are subject to a number of risks and uncertainties. Although management believes that the expectations reflected in such forward-looking statements are reasonable, actual results may differ materially from those expressed or implied in such statements. Risks and uncertainties that could cause actual results to differ materially include, without limitation, the Corporation’s ability to effectively execute its business plans; changes in general economic and financial market conditions; changes in interest rates; changes in the competitive environment; continuing consolidation in the financial services industry; new litigation or changes in existing litigation; losses, customer bankruptcy, claims and assessments; changes in banking regulations or other regulatory or legislative requirements affecting the Corporation’s business; and changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board or other regulatory agencies. Additional information concerning factors that could cause actual results to differ materially from those expressed or implied in the forward-looking statements is available in the Corporation’s Form 10-K for the year ended December 31, 2012, and subsequent filings with the United States Securities and Exchange Commission (SEC). Copies of these filings are available at no cost on the SEC’s Web site at www.sec.gov or on the Corporation’s Web site at www.first-online.com. Management may elect to update forward-looking statements at some future point; however, it specifically disclaims any obligation to do so.

Critical Accounting Policies

Certain of the Corporation’s accounting policies are important to the portrayal of the Corporation’s financial condition and results of operations, since they require management to make difficult, complex or subjective judgments, some of which may relate to matters that are inherently uncertain. Estimates associated with these policies are susceptible to material changes as a result of changes in facts and circumstances. Facts and circumstances which could affect these judgments include, without limitation, changes in interest rates, in the performance of the economy or in the financial condition of borrowers. Management believes that its critical accounting policies include determining the allowance for loan losses and the valuation of goodwill and valuing investment securities. See further discussion of these critical accounting policies in the 2012 Form 10-K.

Summary of Operating Results

Net income for the three and nine months ended September 30, 2013 was $8.5 million and $22.6 million respectively compared to $8.1 million and $24.2 million for the same period of 2012. Basic earnings per share increased to $0.64 for the third quarter of 2013 compared to $0.61 for same period of 2012. Year to date earnings per share at September 30, 2013 is $1.70 compared to $1.83 for the same period of 2012. Return on Assets and Return on Equity were 1.15% and 9.12% respectively, for the three months ended September 30, 2013 compared to 1.16%and 9.35%

for the three months ended September 30, 2012. Return on Assets and Equity were 1.02% and 8.01% respectively, for the nine months ended September 30, 2013 compared to 1.12%and 9.06% for the nine months ended September 30, 2012.

The primary components of income and expense affecting net income are discussed in the following analysis.

Net Interest Income

The Corporation's primary source of earnings is net interest income, which is the difference between the interest earned on loans and other investments and the interest paid for deposits and other sources of funds. Net interest income increased $0.4 million in the three months ended September 30, 2013 to $27.8 million from $27.4 million in the same period in 2012. The net interest margin for the three months ended September 30, 2013 is 4.3% compared to 4.55% for the same period of 2012, a 5.5% decrease, driven by a greater decline in income realized on earning assets than the decline in the costs of funding. Net interest income for the nine months ended September 30, 2013 decreased 3.1% or $2.5 million to $79.7 million from the $82.2 million for the nine months ended September 30, 2012.

Non-Interest Income

Non-interest income for the three months ended September 30, 2013 was $9.6 million, a decrease of $51 thousand from the $9.7 million for the same period of 2012. Non-interest income for the nine months ended September 30, 2013 was $221 thousand higher than the same period of 2012. A decrease of $1.2 million in gains from sales of mortgage loans and investment securities in 2013 compared to 2012 offset increases in insurance commissions and service charges and fees.

Non-Interest Expenses

The Corporation's non-interest expense for the quarter ended September 30, 2013 increased by $1.9 million to $24.8 million compared to the same period in 2012. For the nine months ended September 30, 2013 non-interest expense of $70.4 million increased $0.9 million over the same period of 2012. For the three months ended September 30, 2013, other expenses increased $1.3 million. This increase was primarily from increased loan collection costs.

Allowance for Loan Losses

The Corporation's provision for loan losses decreased $0.8 million to $6.5 million for the first nine months of of 2013 compared to $7.3 million million for the same period of 2012 and was $495 thousand for the third quarter of 2013 compared to $2.6 million in 2012. Net charge offs for the first nine months of 2013 were $5.2 million compared to $6.1 million for the same period of 2012. For the nine months ended September 30, 2013 and 2012, net charge-offs to average loans and leases were 0.39% and 0.44%, respectively. The majority of the loans charged off in the third quarter were reserved for in prior quarters. Provision expense is also impacted by changes in the FDIC indemnification asset. For the quarter ended September 30, 2013, these changes increased the provision by $195 thousand compared to a decrease of $81 thousand in 2012. For the nine months ended September 30, 2013, these changes increased the provision by $1.2 million compared to a decrease of $1.0 million in 2012. During 2013, the volume of impaired loans has decreased while the specific allocations for these loans increased as compared to the same period of 2012. The allowance for loan losses has remained level at $22.0 million at September 30, 2013 compared to December 31, 2012. Based on management's analysis of the current portfolio, an evaluation that includes consideration of historical loss experience, non-performing loans trends, and probable incurred losses on identified problem loans, management believes the allowance is adequate.

Non-performing Loans

Non-performing loans consist of (1) non-accrual loans on which the ultimate collectability of the full amount of interest is uncertain, (2) loans which have been renegotiated to provide for a reduction or deferral of interest or principal because of a deterioration in the financial position of the borrower, and (3) loans past due ninety days or more as to principal or interest. Non-performing loans decreased to $42.3 million at September 30, 2013 compared to $59.8 million at December 31, 2012. A summary of non-performing loans at September 30, 2013 and December 31, 2012 follows:

	(000's)	
	September 30, 2013	December 31, 2012
Non-accrual loans	$21,800	$36,794
Restructured loans	19,500	19,671
Accruing loans past due over 90 days	1,025	3,362
	$42,325	$59,827

Ratio of the allowance for loan losses as a percentage of non-performing loans	52.0 %	36.7 %

34

Table of Contents

The following loan categories comprise significant components of the nonperforming loans:

	(000's) September 30, 2013	December 31, 2012
Non-accrual loans		
Commercial loans	$14,710	$21,900
Residential loans	5,736	13,201
Consumer loans	1,354	1,693
	$21,800	$36,794
Past due 90 days or more		
Commercial loans	$46	$1,481
Residential loans	812	1,750
Consumer loans	167	131
	$1,025	$3,362

The following table is information on the non-accrual loans at September 30, 2013 and December 31, 2012 that were from the acquisition of assets from The First National Bank of Danville and are included in non-accrual loans above.

	(000's) September 30, 2013	December 31, 2012
Non-accrual loans		
Commercial loans	$2,449	$4,114
1-4 family residential	299	217
Installment loans	—	—
	$2,748	$4,331
Past due 90 days or more:		
Commercial loans	$—	$539
Residential loans	76	91
Consumer loans	—	—
	$76	$630

Interest Rate Sensitivity and Liquidity

First Financial Corporation has established risk measures, limits and policy guidelines for managing interest rate risk and liquidity. Responsibility for management of these functions resides with the Asset Liability Committee. The primary goal of the Asset Liability Committee is to maximize net interest income within the interest rate risk limits approved by the Board of Directors.

Interest Rate Risk

Management considers interest rate risk to be the Corporation’s most significant market risk. Interest rate risk is the exposure to changes in net interest income as a result of changes in interest rates. Consistency in the Corporation’s net interest income is largely dependent on the effective management of this risk.

The Asset Liability position is measured using sophisticated risk management tools, including earning simulation and market value of equity sensitivity analysis. These tools allow management to quantify and monitor both short-term and long-term exposure to interest rate risk. Simulation modeling measures the effects of changes in interest rates,

changes in the shape of the yield curve and the effects of embedded options on net interest income. This measure projects earnings in the various environments over the next three years. It is important to note that measures of interest rate risk have limitations and are dependent on various assumptions. These assumptions are inherently uncertain and, as a result, the model cannot precisely predict the impact of interest rate fluctuations on net interest income. Actual results will differ from simulated results due to timing, frequency and amount of interest rate changes

as well as overall market conditions. The Committee has performed a thorough analysis of these assumptions and believes them to be valid and theoretically sound. These assumptions are continuously monitored for behavioral changes.

The Corporation from time to time utilizes derivatives to manage interest rate risk. Management continuously evaluates the merits of such interest rate risk products but does not anticipate the use of such products to become a major part of the Corporation's risk management strategy.

The table below shows the Corporation's estimated sensitivity profile as of September 30, 2013. The change in interest rates assumes a parallel shift in interest rates of 100 and 200 basis points. Given a 100 basis point increase in rates, net interest income would increase 3.12% over the next 12 months and increase 6.02% over the following 12 months. Given a 100 basis point decrease in rates, net interest income would decrease 0.81% over the next 12 months and decrease 2.46% over the following 12 months. These estimates assume all rate changes occur overnight and management takes no action as a result of this change.

Basis Point	Percentage Change in Net Interest Income					
Interest Rate Change	12 months		24 months		36 months	
Down 200	-1.35	%	-4.10	%	-6.19	%
Down 100	-0.81		-2.46		-3.75	
Up 100	3.12		6.02		9.43	
Up 200	3.57		8.86		15.51	

Typical rate shock analysis does not reflect management's ability to react and thereby reduce the effect of rate changes, and represents a worst-case scenario.

Liquidity Risk

Liquidity represents an institution's ability to provide funds to satisfy demands from depositors, borrowers, and other creditors by either converting assets into cash or accessing new or existing sources of incremental funds. Generally the Corporation relies on deposits, loan repayments and repayments of investment securities as its primary sources of funds. The Corporation has $9.9 million of investments that mature throughout the next 12 months. The Corporation also anticipates $90.2 million of principal payments from mortgage-backed securities. Given the current rate environment, the Corporation anticipates $7.8 million in securities to be called within the next 12 months. The Corporation also has unused borrowing capacity available with the Federal Home Loan Bank of Indianapolis and several correspondent banks. With these many sources of funds, the Corporation currently anticipates adequate liquidity to meet the expected obligations of its customers.

Financial Condition

Comparing the first nine months of 2013 to the same period in 2012, loans, net of unearned discount, have decreased to $1.81 billion from $1.85 billion. Deposits remained stable at $2.5 billion at September 30, 2013, substantially the same as at September 30, 2012. Deposits have increased $210.9 million from the balance at December 31, 2012 primarily due to the deposits acquired with the purchase of the Bank of America branches. Shareholders' equity increased 2.8% or $10.1 million. This financial performance increased book value per share 2.3% to $28.19 at September 30, 2013 from $27.86 at September 30, 2012. Book value per share is calculated by dividing the total shareholders' equity by the number of shares outstanding.

Capital Adequacy

As of September 30, 2013, the most recent notification from the respective regulatory agencies categorized the subsidiary banks as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized the banks must maintain minimum total risk-based, Tier I risk-based and Tier I leverage ratios as set forth in the table. There are no conditions or events since that notification that management believes have changed the bank's category. Below are the capital ratios for the Corporation and lead bank.

	September 30, 2013		December 31, 2012		To Be Well Capitalized	
Total risk-based capital						
Corporation	16.94	%	16.37	%	N/A	
First Financial Bank	15.96	%	15.67	%	10.00	%
Tier I risk-based capital						
Corporation	15.94	%	15.38	%	N/A	
First Financial Bank	15.06	%	14.78	%	6.00	%
Tier I leverage capital						
Corporation	12.06	%	11.43	%	N/A	
First Financial Bank	11.26	%	10.98	%	5.00	%

ITEM 4. Controls and Procedures

First Financial Corporation’s management is responsible for establishing and maintaining effective disclosure controls and procedures, as defined under Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934. As of September 30, 2013, an evaluation was performed under the supervision and with the participation of management, including the principal executive officer and principal financial officer, of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures. Based on that evaluation, management, including the principal executive officer and principal financial officer, concluded that the Corporation’s disclosure controls and procedures as of September 30, 2013 were effective in ensuring material information required to be disclosed in this Quarterly Report on Form 10-Q was recorded, processed, summarized, and reported on a timely basis. Additionally, there was no change in the Corporation's internal control over financial reporting that occurred during the quarter ended September 30, 2013 that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting.

PART II – Other Information

ITEM 1. Legal Proceedings.

There are no material pending legal proceedings, other than routine litigation incidental to the business of the Corporation or its subsidiaries, to which the Corporation or any of the subsidiaries is a party to or of which any of their respective property is subject. Further, there is no material legal proceeding in which any director, officer, principal shareholder, or affiliate of the Corporation or any of its subsidiaries, or any associate of such director, officer, principal shareholder or affiliate is a party, or has a material interest, adverse to the Corporation or any of its subsidiaries.

ITEM 1A. Risk Factors.

There have been no material changes in the risk factors from those disclosed in the Corporation’s 2012 financial statements in the Form 10-K filed for December 31, 2012.

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

(a) None.

(b) Not applicable.

(c) Purchases of Equity Securities

The Corporation periodically acquires shares of its common stock directly from shareholders in individually negotiated transactions. The Corporation has not adopted a formal policy or adopted a formal program for repurchases of shares of its common stock. There were no shares purchased by the Corporation during the quarter covered by this report.

ITEM 3. Defaults upon Senior Securities.

Not applicable.

Table of Contents

ITEM 4. Mine Safety Disclosures

Not applicable.

ITEM 5. Other Information.

Not applicable.

Table of Contents

ITEM 6. Exhibits.

Exhibit No.:	Description of Exhibit:
2.1	Purchase and Assumption Agreement dated March 18, 2013 between First Financial Bank, National Association and Bank of America, National Association, incorporated by reference to Exhibit 2.1 of the Corporation’s Form 8-K filed on March 20, 2013.
3.1	Amended and Restated Articles of Incorporation of First Financial Corporation, incorporated by reference to Exhibit 3(i) of the Corporation’s Form 10-Q filed for the quarter ended September 30, 2002.
3.2	Code of By-Laws of First Financial Corporation, incorporated by reference to Exhibit 3(ii) of the Corporation’s Form 8-K filed on August 24, 2012.
10.1*	Employment Agreement for Norman L. Lowery, dated and effective December 1, 2012, incorporated by reference to Exhibit 10.01 of the Corporation’s Form 8-K filed on March 12, 2013.
10.2*	2001 Long-Term Incentive Plan of First Financial Corporation, incorporated by reference to Exhibit 10.3 of the Corporation’s Form 10-Q filed for the quarter ended September 30, 2002.
10.3*	2013 Schedule of Director Compensation, incorporated by reference to Exhibit 10.3 of the Corporation’s Form 10-K filed for the fiscal year ended December 31, 2012.
10.4*	2013 Schedule of Named Executive Officer Compensation, incorporated by reference to Exhibit 10.4 of the Corporation’s Form 10-K filed for the fiscal year ended December 31, 2012.
10.5*	2005 Long-Term Incentive Plan of First Financial Corporation, incorporated by reference to Exhibit 10.7 of the Corporation’s Form 8-K filed on September 4, 2007.
10.6*	2005 Executives Deferred Compensation Plan, incorporated by reference to Exhibit 10.5 of the Corporation’s Form 8-K filed on September 4, 2007.
10.7*	2005 Executives Supplemental Retirement Plan, incorporated by reference to Exhibit 10.6 of the Corporation’s Form 8-K filed on September 4, 2007.
10.9*	First Financial Corporation 2010 Long-Term Incentive Compensation Plan incorporated by reference to Exhibit 10. 9 of the Corporation’s Form 10-K filed March 15, 2011.
10.10*	First Financial Corporation 2011 Short-Term Incentive Compensation Plan incorporated by reference to Exhibit 10.10 of the Corporation’s Form 10-K filed March 15, 2011.
10.11*	First Financial Corporation 2011 Omnibus Equity Incentive Plan incorporated by reference to Exhibit 10.11 of the Corporation’s Form 10-Q for the quarter ended March 31, 2011 filed on May 9, 2011.
10.12*	Form of Restricted Stock Award Agreement under the First Financial Corporation 2011 Omnibus Equity Incentive Plan
31.1	Sarbanes-Oxley Act 302 Certification for Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 by Principal Executive Officer, dated November 5, 2013
31.2	Sarbanes-Oxley Act 302 Certification for Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 by Principal Financial Officer, dated November 5, 2013.
32.1	Certification, dated November 5, 2013, of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2005 on Form 10-Q for the quarter ended September 30, 2013.
101.1	Financial statements from the Quarterly Report on Form 10-Q of the Corporation for the quarter ended September 30, 2013, formatted in XBRL pursuant to Rule 405 : (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income and Comprehensive Income, (iii) Consolidated Statements of Cash Flows, (iv) Consolidated Statements of Shareholders’ Equity, and (v) Notes to Consolidated Financial Statements, as blocks of text and in detail**.

*Management contract or compensatory plan or arrangement.

**Furnished, not filed, for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

39

Table of Contents

SIGNATURES

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

		FIRST FINANCIAL CORPORATION (Registrant)
Date:	November 5, 2013	By /s/ Norman L. Lowery Norman L. Lowery, Vice Chairman, President and CEO (Principal Executive Officer)
Date:	November 5, 2013	By /s/ Rodger A. McHargue Rodger A. McHargue, Treasurer and CFO (Principal Financial Officer)