

FIRST RELIANCE BANCSHARES INC
Form 10-K
March 29, 2011

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

FORM 10-K

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

(Mark One)

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

For the fiscal year ended December 31, 2010

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 000-49757

FIRST RELIANCE BANCSHARES, INC.
(Exact Name of Registrant as Specified in its Charter)

South Carolina
(State of Incorporation)

80-0030931
(I.R.S. Employer Identification No.)

2170 W. Palmetto Street, Florence, South Carolina
(Address of Principal Executive Offices)

29501
(Zip Code)

(843) 656-5000
(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:
None

Securities Registered Pursuant to Section 12(g) of the Act:
Common Stock, \$0.01 Par Value

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

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

Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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

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

The aggregate market value of the registrant's outstanding common stock held by nonaffiliates of the registrant as of June 30, 2010 was approximately \$12.7 million, based on the registrant's closing sales price of \$3.10 as reported on the Over-the Counter Bulletin Board on June 30, 2010. There were 4,101,052 shares of the registrant's common stock outstanding as of March 17, 2011.

DOCUMENTS INCORPORATED BY REFERENCE

| Document | Parts Into Which Incorporated |
|---------------------------------------------------------------------------------|-------------------------------|
| Annual Report to Shareholders for the Year Ended December 31, 2010 | Part II |
| Proxy Statement for the Annual Meeting of Shareholders to be held June 17, 2011 | Part III |

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of our statements contained in this Annual Report, including, without limitation, matters discussed under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operation,” are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements relate to future events or the future financial performance of First Reliance Bancshares, Inc. (the “Company”) or its wholly-owned subsidiary, First Reliance Bank (the “Bank” or “First Reliance”), and include statements about the competitiveness of the banking industry, potential regulatory obligations, our entrance and expansion into other markets, our other business strategies and other statements that are not historical facts. Forward-looking statements are not guarantees of performance or results. When we use words like “may,” “plan,” “contemplate,” “anticipate,” “believe,” “intend,” “continue,” “expect,” “project,” “predict,” “estimate,” “could,” “should,” “would,” “will,” and similar expressions, you should read them as identifying forward-looking statements, although we may use other phrasing. These forward-looking statements involve risks and uncertainties and are based on our beliefs and assumptions, and on the information available to us at the time that these disclosures were prepared.

These forward-looking statements involve risks and uncertainties and may not be realized due to a variety of factors, including, but not limited to the following:

• deterioration in the financial condition of borrowers resulting in significant increases in loan losses and provisions for those losses;

• changes in loan underwriting, credit review or loss reserve policies associated with economic conditions, examination conclusions, or regulatory developments;

- the failure of assumptions underlying the establishment of reserves for possible loan losses;

• changes in political and economic conditions, including the political and economic effects of the current economic downturn and other major developments, including the ongoing war on terrorism and political unrest in the Middle East;

• changes in financial market conditions, either internationally, nationally or locally in areas in which the Company conducts its operations, including, without limitation, reduced rates of business formation and growth, commercial and residential real estate development, and real estate prices;

• the Company’s ability to comply with any requirements imposed on it or the Bank by their respective regulators, and the potential negative consequences that may result;

• fluctuations in markets for equity, fixed-income, commercial paper and other securities, which could affect availability, market liquidity levels, and pricing;

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

• the Company’s participation or lack of participation in governmental programs implemented under the Emergency Economic Stabilization Act (the “EESA”) and the American Recovery and Reinvestment Act (the “ARRA”), including, without limitation, the CPP administered under the Troubled Asset Relief Program, and the Temporary Liquidity Guarantee Program (the “TLGP”) and the impact of such programs and related regulations on the Company and on international, national, and local economic and financial markets and conditions;

•

the Company's lack of participation in a "stress test" under the Federal Reserve's Supervisory Capital Assessment Program; the diagnostic and stress testing we conducted differs from that administered under the Supervisory Capital Assessment Program, and the results of our test may be inaccurate;

the impact of the EESA and the ARRA and related rules and regulations on the business operations and competitiveness of the Company and other participating American financial institutions, including the impact of the executive compensation limits of these acts, which may impact the ability of the Company to retain and recruit executives and other personnel necessary for their businesses and competitiveness;

PART I

ITEM 1. BUSINESS

General

The Company was incorporated under the laws of the State of South Carolina on April 12, 2001 to be the holding company for the Bank, and the Company acquired all of the shares of the Bank on April 1, 2002 in a statutory share exchange. The Bank, a South Carolina banking corporation, is the Company's only subsidiary, and the Company conducts no business other than through its ownership of the Bank. The Company has no indirect subsidiaries or special purpose entities. The Bank commenced operations in August 1999 and currently operates out of its main office and five branch offices. The Bank serves the Florence, Lexington, Charleston, and West Columbia areas in South Carolina as an independent, community-oriented commercial bank emphasizing high-quality, responsive and personalized service. The Bank provides a broad range of consumer and business banking services, concentrating on individuals and small and medium-sized businesses desiring a high level of personalized services.

The Company's stock is traded on the OTC Bulletin Board under the symbol "FSRL." Information about the Company is available on our website at www.firstreliance.com. Information on the Company's website is not incorporated by reference and is not a part of this Report.

Location and Service Area

The executive or main office facilities of the Company and the Bank are located at 2170 W. Palmetto Street, Florence, South Carolina 29501. The Bank also has branches located at 411 Second Loop Road, Florence, South Carolina; 801 North Lake Drive, Lexington, South Carolina; 800 South Shelmore Boulevard, Mount Pleasant, South Carolina; 25 Cumberland Street, Suite 101, Charleston, South Carolina; and 2805A Sunset Boulevard, West Columbia, South Carolina. The Bank's primary market areas are the cities of Florence, Lexington, West Columbia, and Charleston, and the surrounding areas.

According to United States Census Bureau estimates, in 2009, Florence County had an estimated population of 134,208. Florence County, which covers approximately 805 square miles, is located in the eastern portion of South Carolina and is bordered by Darlington, Marlboro, Dillon, Williamsburg, Marion, Clarendon, Sumter, and Lee Counties. Florence County has a number of large employers, including, Wellman, Inc., Honda, Nan Ya Plastics, ESAB, QVC US, Monster.com, McLeod Regional Medical Center, and Carolinas Medical Center. The principal components of the economy of Florence County are the wholesale and retail trade sector, the manufacturing sector, the services sector and the financial, insurance and real estate sector.

According to the United States Census Bureau, Lexington County had an estimated population in 2009 of 255,607. The primary market area is the City of Lexington and the surrounding areas of Lexington County, South Carolina. Lexington County is centrally located in the Midlands of South Carolina just outside the capital city in Columbia and is bordered by Richland, Newberry, Saluda, Aiken, Orangeburg, and Calhoun Counties. Lexington County has a number of large employers, including, Westinghouse Electric Corporation, Michelin North America, Winnsboro Assembly Opera, Amick Farms, Inc., and Bose Corporation. Lexington County is a major transportation crossroads for the Midlands with I-26, I-77, and I-20 bordering or running through the county. The Columbia Metropolitan Airport is located in Lexington County, just 10 miles from the town of Lexington, and is the Southeastern hub for the United Parcel Service. The principal components of the economy of Lexington County are the wholesale and retail trade sector, the manufacturing sector, the government sector, the services sector and the financial, insurance and real estate sector.

The United States Census Bureau estimates that in 2009, Charleston County had a population of 355,276 and the Metro Area had a population of 659,191. Charleston is located on the central and southern east coast surrounded by Berkley and Dorchester counties. Major employers in the area include the United States Navy, the Medical University of South Carolina, Boeing and the Charleston Air Force Base.

Our Business Strategy

The Bank's vision is to be the largest, most profitable bank in South Carolina and our common purpose as a team is to make the Lives of Our Customers Better. First Reliance is committed to earning customer loyalty by providing customers with products and services that fit their individual needs through differentiated banking services, convenience, and programs in the market place. The customer experience in all these areas is delivered through our marketing tag line "Easy to Do Business With." The Bank also focuses on three primary customer segments, Middle America, Gen "Y," and small business. As customer loyalty grows, customer actions drive growth and profitability. Customers who do more business with the Bank provide a cost effective source of new business as customers refer family and friends.

Our business strategy also involves the following:

- Focus on our communities:

- oFounded in 1999, First Reliance is one of the only locally owned and operated banks in Florence, South Carolina;
- oWe are one of the fastest-growing banks in South Carolina, with assets of nearly \$530 million, and over 135 highly talented employees;
- oWe are headquartered in Florence, and span the Columbia, Lexington and Charleston regions of South Carolina; and
- oOur hallmarks are exceptional customer service, convenience, and custom-designed programs that fit the needs of the communities we serve.

- Strong leadership:

- o First Reliance has a strong leadership team, with an average of 30 years of banking experience;
- oOur board of directors is composed of successful professionals, businesspeople, and entrepreneurs – all of whom live in the markets we serve and have a vital interest in the Bank's long-term success; and
- oThe Bank has a board of advisors comprised of well-known professionals and community leaders who contribute to our growth through referrals and networking.

- A belief that "There's More to Banking than Money,"™ meaning:

- o Banking is not just about dollars and cents, it is about customer service;
- oWe serve hard-working Americans who prefer to bank with people who understand their needs, and who are committed to helping them achieve their financial goals; and
- oWe are deeply committed to this brand promise and, as a result, we have earned a consistent customer satisfaction rating of 99%.

- An intent to capitalize on opportunities arising from adversity:

- oWe recognized the economic downturn early in 2008 and developed a strategic plan to ensure that First Reliance would remain a safe and sound institution;
- o During 2010, First Reliance had achieved a 4% growth in total customer households; and
- oOur growth has been the result of referrals from our customers to friends or family, our strong brand, and our unique programs.

- Building and maintaining a strong capital base:

- o First Reliance is capitalized above minimum regulatory requirements;
- o During the later part of 2008 and early 2009, when the economy was in turmoil and there was limited access to the capital markets, we applied for and received \$15.3 million in Troubled Assets Relief Program (“TARP”) funding; and

- Maintaining strong levels of liquidity through local core funding:
 - o Strong levels of liquidity allow us to meet our customer loan demands;
 - o Keeping our deposit gathering local is important to reduce the risk exposure associated with wholesale funding sources; and
 - o Our strategic initiatives to attract local deposits and decrease dependence on non-local funding sources have resulted in our attaining the No. 2 deposit market share in the City of Florence.
- Consider opportunistic acquisition opportunities in markets with favorable growth characteristics where we have identified experienced bankers to help execute our growth strategy, including:
 - o Healthy whole bank and branch acquisitions; and
 - o Subject to regulatory approval, FDIC-assisted purchases of failed bank assets and liabilities.
- Focus on profitability:
 - o We implemented several process redesign initiatives in 2009 and 2010 to streamline work flow, ensure higher service quality and provide better risk controls, scale processes and lower operating costs;
 - o Our management team is focused on measuring the return on every dollar spent; and
 - o As we manage expenses, we expect our profitability to improve.

Lending Activities

General. The Bank offers a full range of commercial and consumer loans, as well as commercial real estate loans. Commercial loans are extended primarily to small and middle market customers. Such loans include both secured and unsecured loans for working capital needs (including loans secured by inventory and accounts receivable), business expansion (including acquisition of real estate and improvements), asset acquisition and agricultural purposes.

Commercial term loans generally will not exceed a five-year maturity and may be based on a ten or fifteen-year amortization. The extensions of term loans are based upon (1) the ability and stability of current management; (2) earnings and trends in cash flow; (3) earnings projections based on reasonable assumptions; (4) the financial strength of the industry and the business itself; and (5) the value and marketability of the collateral. In considering loans for accounts receivable and inventory, the Bank generally uses a declining scale for advances based on an aging of the accounts receivable or the quality and utility of the inventory. With respect to loans for the acquisition of equipment and other assets, the terms depend on the economic life of the respective assets.

Loan Limits and Approval. The Bank's lending activities are subject to a variety of lending limits imposed by federal law. Under South Carolina law, loans by the Bank to a single customer may not exceed 7.5% of the Bank's unimpaired capital, except that by two-thirds vote of the directors of the Bank such limit may be increased to 15% of the Bank's unimpaired capital. The Bank's Board of Directors has approved that increase in its lending limit. Based on the Bank's unimpaired capital as of December 31, 2010, the Bank's internal lending limit to a single customer is approximately \$3 million, although certain legacy customers exceed this limit in aggregate exposure and the Bank will consider larger requests on a case by case basis. Even with the increase, the size of the loans that the Bank is able to offer to potential customers is less than the size of the loans that the Bank's competitors with larger lending limits are able to offer. This limit affects the ability of the Bank to seek relationships with the area's larger businesses. However, the Bank may request other banks to participate in loans to customers when requested loan amounts exceed the Bank's legal lending limit.

Allowance for Loan Losses. We maintain an allowance for loan losses, which has been established through a provision for loan losses charged against income. We charge loans against this allowance when we believe that the

collectibility of the loan is unlikely. The allowance is an estimated amount that we believe is adequate to absorb losses inherent in the loan portfolio based on evaluations of its collectibility. As of December 31, 2010, our allowance for loan losses equaled approximately 1.65% of the average outstanding balance of our loans. Over time, we will base the loan loss reserves on our evaluation of factors including: changes in the nature and volume of the loan portfolio, overall portfolio quality, specific problem loans and commitments, and current anticipated economic conditions that may affect the borrower's ability to pay.

Loan Distribution. As of December 31, 2010, the composition of our loan portfolio by category was approximately as follows :

| Industry Categories | Percentage (%) | |
|---------------------------|----------------|---|
| Real estate secured | 86.65 | % |
| Commercial and industrial | 11.53 | % |
| Consumer loans | 1.71 | % |
| Other loans | 0.11 | % |
| Total | 100 | % |

Real Estate Secured. The Bank has established a mortgage loan division through which it has broadened the range of services that it offers to its customers. The mortgage loan division originates secured real estate loans to purchase existing or to construct new homes and to refinance existing mortgages. The following are the types of real estate loans originated by the Bank and the general loan-to-value limits set by the Bank with respect to each type.

| | | |
|-----------------------------------------------------------------|--------------|---|
| • Raw Land | 65 | % |
| • Land Development | 75 | % |
| • Commercial, multifamily and other nonresidential construction | 80 | % |
| • One to four family residential construction | 85 | % |
| • Improved property | 85 | % |
| • Owner occupied, one to four family and home equity | 90% (or less |) |
| • Commercial property | 80% (or less |) |

As of December 31, 2010, total loans secured by first or second mortgages on real estate comprised approximately 86.65% of the Bank's loan portfolio, and the classification of the mortgage loans of the Bank and the respective percentage of the Bank's total loan portfolio of each are as follows (dollars in thousands):

| Description | Total Amount as of December 31, 2010 | Percentage of Total Loan Portfolio |
|------------------------|--------------------------------------------|---------------------------------------|
| Residential 1-4 family | \$ 50,085 | 14.14% |
| Multifamily | \$ 9,337 | 2.63% |
| Commercial | \$ 152,178 | 42.95% |
| Construction | \$ 62,635 | 17.68% |

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| | | | |
|------------------------|----|---------|--------|
| Second mortgage | \$ | 4,783 | 1.35% |
| Equity lines of credit | \$ | 27,990 | 7.90% |
| Total: | \$ | 307,008 | 86.65% |

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Of the loan types listed above, commercial real estate loans are generally more risky because they are the most difficult to liquidate. Construction loans also involve risks due to weather delays and cost overruns.

The Bank generates additional fee income by selling most of its mortgage loans in the secondary market and cross-selling other products and services to its mortgage customers. In 2010, the Bank sold mortgage loans in a total amount of approximately \$33.3 million, or 24.20% of the total number of mortgage loans originated by the Bank. The Bank does not originate or hold subprime residential mortgage loans that were originally intended for sale on the secondary mortgage market.

All Federal Housing Agency (“FHA”), Veterans Administration (“VA”) and South Carolina State Housing Finance and Development Authority (“State Housing”) loans sold by the Bank involve the right to recourse. The FHA and VA loans are subject to recourse if the loan shows 60 days or more past due in the first four months or goes in to foreclosure within the first 12 months. The State Housing loans are subject to recourse if the loan becomes delinquent prior to purchase by State Housing or if final documentation is not delivered within 90 days of purchase. All investors have a right to require the Bank to repurchase a loan in the event the loan involved fraud. In 2010, of the 221 loans sold by the Bank, 53 were FHA or VA loans and 24 were State Housing Loans, compared to 2009 where, of the 933 loans sold by the Bank, 277 were FHA or VA loans and 53 were State Housing loans. Such loans represented 29.68% of the dollar volume or 29.09% of the total number of loans sold by the Bank in 2010.

In addition, an increase in interest rates may decrease the demand for consumer and commercial credit, including real estate loans. Gross fees from residential mortgage originations were \$881,877 in 2010.

Commercial and Industrial. As of December 31, 2010, \$40.9 million, or 11.53% of the Bank’s total loan portfolio, was comprised of commercial and industrial loans. Commercial loans involve significant risk because there is generally a small market available for an asset held as collateral that needs to be liquidated. Commercial loans for working capital needs are typically difficult to monitor. We focus our efforts on commercial loans of less than \$3 million. Working capital loans typically have terms not exceeding one year and are usually secured by accounts receivable, inventory, or personal guarantees of the principals of the business. For loans secured by accounts receivable or inventory, principal is typically repaid as the assets securing the loan are converted into cash, and in other cases principal is typically due at maturity.

Consumer. The Bank makes a variety of loans to individuals for personal and household purposes, including secured and unsecured installment loans and revolving lines of credit such as credit cards. Installment loans typically carry balances of less than \$50,000 and are amortized over periods up to 60 months. Consumer loans are offered on a single maturity basis where a specific source of repayment is available. Revolving loan products typically require monthly payments of interest and a portion of the principal.

As of December 31, 2010, the classification of the consumer loans of the Bank and the respective percentage of the Bank’s total loan portfolio of each were as follows (dollars in thousands):

| Description | Total Outstanding as of December 31, 2010 | Percentage of Total Loan Portfolio |
|---------------------------------------------------------------------------------|-------------------------------------------------|---------------------------------------|
| Individuals (household, personal, single pay, installment and other) | \$ 5,524 | 1.56% |
| Individuals (household, family, personal credit cards and overdraft protection) | \$ 533 | 0.15% |
| All other consumer loans | \$ — | —% |

The risks associated with consumer lending are largely related to economic conditions and increase during economic downturns. Other major risk factors relating to consumer loans include high debt to income ratios and poor loan-to-value ratios. All of the consumer loans set forth above require a debt service income ratio of no greater than 36% based on gross income.

Deposit Services

The Bank offers a full range of deposit services that are typically available in most banks and savings and loan associations, including checking accounts, NOW accounts, savings accounts and other time deposits of various types, ranging from money market accounts to longer-term certificates of deposit. The transaction accounts and time certificates are tailored to the Bank's principal market area at rates competitive to those offered by other banks in the area. In addition, the Bank offers certain retirement account services, such as Individual Retirement Accounts ("IRAs"). The Bank also offers free courier service for business accounts and offers remote deposit capture. The Bank solicits deposit accounts from individuals, businesses, associations and organizations and, governmental authorities. All deposit accounts are insured by the FDIC up to the maximum amount allowed by law. See "Supervision and Regulation."

Other Banking Services

The Bank focuses heavily on personal customer service and offers a full range of financial services. Personal products include free checking and savings accounts, money market accounts, CDs and IRAs, and personal mortgage loans, while business products include free checking and savings accounts, commercial lending services, money market accounts, cash management services including remote deposit capture and business deposit courier service. The Bank also offers wholesale mortgage, title insurance and provides Internet banking and e-statements, electronic bill paying services, free ATMs, free coin machines at all branches, and an overdraft privilege to its customers.

Investments

In addition to its loan operations, the Bank makes other investments primarily in obligations of the United States or obligations guaranteed as to principal and interest by the United States and other taxable and nontaxable securities. The Bank also invests in certificates of deposits in other financial institutions. The amount invested in such time deposits, as viewed on an institution by institution basis, does not exceed \$250,000. Therefore, the amounts invested in certificates of deposit are fully insured by the FDIC. No investment held by the Bank exceeds any applicable limitation imposed by law or regulation. The Bank's finance committee reviews the investment portfolio on an ongoing basis to ascertain investment profitability and to verify compliance with investment policies.

Other Services

In addition to its banking and investment services, the Bank offers securities brokerage services and life insurance products to its customers through a networking arrangement with an independent registered broker-dealer firm.

Competition

The Bank faces strong competition for deposits, loans, and other financial services from numerous other banks, thrifts, credit unions, other financial institutions, and other entities that provide financial services, some of which are not subject to the same degree of regulation as the Bank. Because South Carolina law permits statewide branching by banks and savings and loan associations, many financial institutions in the state have extensive branch networks. In addition, subject to certain conditions, South Carolina law permits interstate banking. Reflecting this opportunity provided by law plus the growth prospects of the Charleston, Florence, and Lexington markets, all of the five largest (in terms of local deposits) commercial banks in our market are branches of or affiliated with regional or super-regional banks.

According to the FDIC, as of June 30, 2010, 30 banks and 6 savings institutions operated 265 offices within Charleston, Florence, and Lexington Counties. All of these institutions aggressively compete for business in the

Bank's market area. Some of these competitors have been in business for many years, have established customer bases, are larger than the Bank, have substantially higher lending limits than the Bank has and are able to offer certain services, including trust and international banking services, that the Bank is able to offer only through correspondents, if at all.

The Bank currently conducts business principally through its six branches in Charleston, Florence, and Lexington Counties, South Carolina. Based upon data available on the FDIC's website as of June 30, 2010, the Bank's total deposits ranked eighth among financial institutions in our market area, representing approximately 3.85% of the total deposits in our market area. The table below shows our deposit market share in the counties we serve according to data from the FDIC website as of June 30, 2010.

| Market | Number of Branches | Our Market Deposits (in millions) | Total Market Deposits | Ranking | Market Share Percentage |
|------------------------------------|-----------------------|-----------------------------------------|-----------------------------|---------|-------------------------------|
| South Carolina (by county): | | | | | |
| Charleston County | 2 | \$ 67 | \$ 7,940 | 17 | 0.84% |
| Florence County | 2 | 343 | 2,075 | 2 | 16.53 |
| Lexington County | 2 | 99 | 3,208 | 9 | 3.08 |
| First Reliance Bank (statewide) | 6 | \$ 509 | \$ 70,250 | 21 | 0.72% |

The Bank competes based on providing its customers with high-quality, prompt, and knowledgeable personalized service at competitive rates, which is a combination that the Bank believes customers generally find lacking at larger institutions. The Bank offers a wide variety of financial products and services at fees that it believes are competitive with other financial institutions.

Employees

On December 31, 2010, the Bank had 111 full-time employees and 24 part-time employees. The executive officers of the Company also serve as executive officers of and are compensated by the Bank. The Company has no employees.

Legal Proceedings

Neither the Company nor any of its properties are subject to any material legal proceedings.

SUPERVISION AND REGULATION

We are subject to extensive state and federal banking regulations that impose restrictions on and provide for general regulatory oversight of our operations. These laws generally are intended to protect depositors and not shareholders. Legislation and regulations authorized by legislation influence, among other things:

- how, when and where we may expand geographically;
- into what product or service market we may enter;
- how we must manage our assets; and
- under what circumstances money may or must flow between the parent bank holding company and the subsidiary bank.

Set forth below is an explanation of the major pieces of legislation affecting our industry and how that legislation affects our actions. The following summary is qualified by reference to the statutory and regulatory provisions discussed. Changes in applicable laws or regulations may have a material effect on our business and prospects, and legislative changes and the policies of various regulatory authorities may significantly affect our operations. We cannot predict the effect that fiscal or monetary policies, or new federal or state legislation may have on our business and earnings in the future.

The Company

Because the Company owns all of the capital stock of First Reliance Bank, we are a bank holding company under the federal Bank Holding Company Act of 1956. As a result, we are primarily subject to the supervision, examination and reporting requirements of the Bank Holding Company Act and the regulations of the Board of Governors of the Federal Reserve System (the "Federal Reserve"). As a bank holding company located in South Carolina, the South Carolina State Board of Financial Institutions (the "SC State Board") also regulates and monitors all significant aspects of our operations.

Acquisitions of Banks. The Bank Holding Company Act requires every bank holding company to obtain the prior approval of the Federal Reserve before:

- acquiring direct or indirect ownership or control of any voting shares of any bank if, after the acquisition, the bank holding company will directly or indirectly own or control more than 5% of the bank's voting shares;
- acquiring all or substantially all of the assets of any bank; or
- merging or consolidating with any other bank holding company.

Additionally, the Bank Holding Company Act provides that the Federal Reserve may not approve any of these transactions if it would result in or tend to create a monopoly or, substantially lessen competition or otherwise function as a restraint of trade, unless the anti-competitive effects of the proposed transaction are clearly outweighed by the public interest in meeting the convenience and needs of the community to be served. The Federal Reserve is also required to consider the financial and managerial resources and future prospects of the bank holding companies and banks concerned and the convenience and needs of the community to be served. The Federal Reserve's consideration of financial resources generally focuses on capital adequacy, which is discussed below.

Under the Bank Holding Company Act, if adequately capitalized and adequately managed, the Company or any other bank holding company located in South Carolina may purchase a bank located outside of South Carolina. Conversely, an adequately capitalized and adequately managed bank holding company located outside of South Carolina may purchase a bank located inside South Carolina. In each case, however, restrictions may be placed on the acquisition of a bank that has only been in existence for a limited amount of time or will result in specified concentrations of

deposits. For example, South Carolina law prohibits a bank holding company from acquiring control of a financial institution until the target financial institution has been incorporated for five years.

Change in Bank Control. Subject to various exceptions, the Bank Holding Company Act and the Change in Bank Control Act, together with related regulations, require Federal Reserve approval prior to any person or company acquiring “control” of a bank holding company. Control is conclusively presumed to exist if an individual or company acquires 25% or more of any class of voting securities of the bank holding company. Control is rebuttably presumed to exist if a person or company acquires 10% or more, but less than 25%, of any class of voting securities and either:

- the bank holding company has registered securities under Section 12 of the Securities Act of 1934; or
- no other person owns a greater percentage of that class of voting securities immediately after the transaction.

Our common stock is registered under Section 12 of the Securities Exchange Act of 1934. The regulations provide a procedure for challenging rebuttable presumptions of control.

Permitted Activities. The Bank Holding Company Act has generally prohibited a bank holding company from engaging in activities other than banking or managing or controlling banks or other permissible subsidiaries and from acquiring or retaining direct or indirect control of any company engaged in any activities other than those determined by the Federal Reserve to be closely related to banking or managing or controlling banks as to be a proper incident thereto. Provisions of the Gramm-Leach-Bliley Act have expanded the permissible activities of a bank holding company that qualifies as a financial holding company. Under the regulations implementing the Gramm-Leach-Bliley Act, a financial holding company may engage in additional activities that are financial in nature or incidental or complementary to financial activities. Those activities include, among other activities, certain insurance and securities activities.

To qualify to become a financial holding company, the Bank and any other depository institution subsidiary of the Company must be well capitalized and well managed and must have a Community Reinvestment Act rating of at least “satisfactory.” Additionally, the Company must file an election with the Federal Reserve to become a financial holding company and must provide the Federal Reserve with 30 days’ written notice prior to engaging in a permitted financial activity. While the Company meets the qualification standards applicable to financial holding companies, the Company has not elected to become a financial holding company at this time.

Support of Subsidiary Institutions. Under Federal Reserve policy, we are expected to act as a source of financial strength for the Bank and to commit resources to support the Bank. In addition, pursuant to the Dodd-Frank Wall Street and Consumer Protection Act (the “Dodd-Frank Act”), the federal banking regulators are required to issue, within two years of enactment, rules that require a bank holding company to serve as a source of financial strength for any depository institution subsidiary. This support may be required at times when, without this Federal Reserve policy or the impending rules, we might not be inclined to provide it. In addition, any capital loans made by us to the Bank will be repaid only after the Bank’s deposits and various other obligations are repaid in full. In the unlikely event of our bankruptcy, any commitment that we give to a bank regulatory agency to maintain the capital of the Bank will be assumed by the bankruptcy trustee and entitled to a priority of payment.

South Carolina Law. As a bank holding company with its principal offices in South Carolina, the Company is subject to limitations on sale or merger and to regulation by the SC State Board. The Company must receive the approval of the SC State Board prior to acquiring control of a bank or bank holding company or all or substantially all of the assets of a bank or a bank holding company. The Company also must file with the SC State Board periodic reports with respect to its financial condition, operations and management, and the intercompany relationships between the Company and its subsidiaries.

TARP Participation. On October 14, 2008, the U.S. Treasury announced the capital purchase component of TARP. This program was instituted by the U.S. Treasury pursuant to the Emergency Economic Stabilization Act of 2008, which provided up to \$700 billion to the U.S. Treasury to, among other things, take equity ownership positions in

financial institutions. The TARP capital purchase program was intended to encourage financial institutions to build capital and thereby increase the flow of financing to businesses and consumers. We participated in the capital purchase component of TARP.

Use of TARP Proceeds. On March 6, 2009, the Company received an investment of \$15.3 million under the Troubled Asset Relief Program-Capital Purchase Program (“CPP”). The CPP funds were initially placed in the Company’s demand deposit account with the Bank, providing liquidity to the Bank while preserving the Company’s flexibility in how to best support the Bank, including the Bank’s lending efforts. To date, the Company has contributed \$8.8 million to the Bank as capital; as a result of this capital infusion, as well as a successful private offering of our Series C Preferred Stock in May 2010, the Bank’s Tier 1 leverage ratio was 8.94%, and its total risk-based capital ratio was 13.13%, both as of year-end 2010.

Due to the Bank's capital policy, which requires the Bank to maintain no less than 10% capital, the CPP proceeds enabled the Bank to increase its lending capacity by approximately \$78 million. The Company is ready to contribute additional funds as capital to the Bank to support further increases in lending when and if loan demand increases. We believe the CPP funds have strengthened the Bank's capacity to respond to the legitimate credit needs of our customers and communities. We have advised our customers, employees and community of our commitment to support our communities' growth and of our receipt of CPP funds, which strengthens our ability to make loans. By protecting our capital ratios with the CPP injection we have not found it necessary to send good customers away. We are in a recession and loan demand is lower than in recent years, but we remain committed to supporting the future growth of our markets. The CPP proceeds give us the flexibility and strength to pursue these and other legitimate credit requests. CPP funds have not only provided us with additional lending capacity, but have also permitted us to strengthen our balance sheet. That strength allows us the flexibility to offer innovative programs, such as Hometown Heroes checking account with embedded loan program offers. We also received statewide recognition for lending performance in 2009, receiving Lender of the Year honors from the South Carolina Finance and Housing Authority.

The Bank

Because the Bank is a commercial bank chartered under the laws of the State of South Carolina, it is primarily subject to the supervision, examination and reporting requirements of the FDIC and the SC State Board. The FDIC and the SC State Board regularly examine the Bank's operations and have the authority to approve or disapprove mergers, the establishment of branches and similar corporate actions. Both regulatory agencies have the power to prevent the continuance or development of unsafe or unsound banking practices or other violations of law. Additionally, the Bank's deposits are insured by the FDIC to the maximum extent provided by law. The Bank is also subject to numerous state and federal statutes and regulations that affect our business, activities and operations.

South Carolina Law. Commercial banks chartered in South Carolina have only those powers granted by law or the regulations of the SC State Board. State law sets specific requirements for bank capital and regulates deposits in and loans and investments by banks, including the amounts, types and, in some cases, rates. In addition, the SC State Board regulates, among other activities, the payment of dividends, the opening of branches, loans to officers and directors, record keeping and the use of automated teller machines. The SC State Board periodically examines state banks to determine their compliance with the law and regulations, and state banks must make periodic reports of their condition to the SC State Board. Prior to the enactment of the Dodd-Frank Act, the Bank and any other national or state-chartered bank were generally permitted to branch across state lines by merging with banks in other states if allowed by the applicable states' laws. However, interstate branching is now permitted for all national- and state-chartered banks as a result of the Dodd-Frank Act, provided that a state bank chartered by the state in which the branch is to be located would also be permitted to establish a branch.

Prompt Corrective Action. The Federal Deposit Insurance Corporation Improvement Act of 1991 establishes a system of prompt corrective action to resolve the problems of undercapitalized financial institutions. Under this system, the federal banking regulators have established five capital categories: Well Capitalized, Adequately Capitalized, Undercapitalized, Significantly Undercapitalized, and Critically Undercapitalized, in which all institutions are placed. The federal banking agencies have also specified by regulation the relevant capital levels for each category.

As a bank's capital position deteriorates, federal banking regulators are required to take various mandatory supervisory actions and are authorized to take other discretionary actions with respect to institutions in the three undercapitalized categories. The severity of the action depends upon the capital category in which the institution is placed. Generally, subject to a narrow exception, the banking regulator must appoint a receiver or conservator for an institution that is critically undercapitalized. As of December 31, 2010, the Bank was considered "well capitalized" for regulatory purposes.

A “well-capitalized” bank is one that is not required to meet and maintain a specific capital level for any capital measure, pursuant to any written agreement, order, capital directive, or other remediation, and significantly exceeds all of its capital requirements, which include maintaining a total risk-based capital ratio of at least 10%, a Tier 1 risk-based capital ratio of at least 6%, and a Tier 1 leverage ratio of at least 5%. Generally, a classification as well capitalized will place a bank outside of the regulatory zone for purposes of prompt corrective action. However, a well-capitalized bank may be reclassified as “adequately capitalized” based on criteria other than capital, if the federal regulator determines that a bank is in an unsafe or unsound condition, or is engaged in unsafe or unsound practices, which requires certain remedial action.

An “adequately-capitalized” bank meets the required minimum level for each relevant capital measure, including a total risk-based capital ratio of at least 8%, a Tier 1 risk-based capital ratio of at least 4% and a Tier 1 leverage ratio of at least 4%. A bank that is adequately capitalized is prohibited from directly or indirectly accepting, renewing or rolling over any brokered deposits, absent applying for and receiving a waiver from the applicable regulatory authorities. Institutions that are not well capitalized are also prohibited, except in very limited circumstances where the FDIC permits use of a higher local market rate, from paying yields for deposits in excess of 75 basis points above a national average rate for deposits of comparable maturity, as calculated by the FDIC. In addition, all institutions are generally prohibited from making capital distributions and paying management fees to controlling persons if, subsequent to such distribution or payment, the institution would be undercapitalized. Finally, an adequately-capitalized bank may be forced to comply with operating restrictions similar to those placed on undercapitalized banks.

An “undercapitalized” bank fails to meet the required minimum level for any relevant capital measure. A bank that reaches the undercapitalized level is likely subject to a formal agreement or another formal supervisory sanction. An undercapitalized bank is not only subject to the requirements placed on adequately-capitalized banks, but also becomes subject to the following operating and managerial restrictions, which:

- prohibit capital distributions;
- prohibit payment of management fees to a controlling person;
- require the bank to submit a capital restoration plan within 45 days of becoming undercapitalized;
- require close monitoring of compliance with capital restoration plans, requirements and restrictions by the primary federal regulator;
- restrict asset growth by requiring the bank to restrict its average total assets to the amount attained in the preceding calendar quarter;
- require prior approval by the primary federal regulator for acquisitions, branching and new lines of business; and
- prohibit any material changes in accounting methods.

Finally, an undercapitalized institution may be required to comply with operating restrictions similar to those placed on significantly-undercapitalized institutions.

A “significantly-undercapitalized” bank has a total risk-based capital ratio less than 6%, a Tier 1 risk-based capital less than 3%, and a Tier 1 leverage ratio less than 3%. In addition to being subject to the restrictions applicable to undercapitalized institutions, significantly undercapitalized banks become subject to the following additional restrictions, which:

- require the sale of enough securities so that the bank is adequately capitalized or, if grounds for conservatorship or receivership exist, the merger or acquisition of the bank;
 - restrict affiliate transactions;
 - further restrict growth, including a requirement that the bank reduce its total assets;
 - restrict or prohibit all activities that are determined to pose an excessive risk to the bank;
- require the bank to elect new directors, dismiss directors or senior executive officers, or employ qualified senior executive officers to improve management;

- prohibit the acceptance of deposits from correspondent banks, including renewals and rollovers of prior deposits;
 - require prior approval of capital distributions by holding companies;
- require holding company divestiture of the financial institution, bank divestiture of subsidiaries and/or holding company divestiture of other affiliates; and
- require the bank to take any other action the federal regulator determines will “better achieve” prompt corrective action objectives.

Finally, without prior regulatory approval, a significantly undercapitalized institution must restrict the compensation paid to its senior executive officers, including the payment of bonuses and compensation that exceeds the officer’s average rate of compensation during the 12 calendar months preceding the calendar month in which the bank became undercapitalized.

A “critically-undercapitalized” bank has a Tier 1 leverage ratio that is equal to or less than 2%. In addition to the appointment of a receiver in not more than 90 days, or such other action as determined by an institution’s primary federal regulator, an institution classified as critically undercapitalized is subject to the restrictions applicable to undercapitalized and significantly-undercapitalized institutions, and is further prohibited from doing the following without the prior written regulatory approval:

- entering into material transactions other than in the ordinary course of business;
 - extending credit for any highly leveraged transaction;
- amending the institution’s charter or bylaws, except to the extent necessary to carry out any other requirements of law, regulation or order;
 - making any material change in accounting methods;
 - engaging in certain types of transactions with affiliates;
- paying excessive compensation or bonuses, including golden parachutes;
- paying interest on new or renewed liabilities at a rate that would increase the institution’s weighted average cost of funds to a level significantly exceeding the prevailing rates of its competitors; and
- making principal or interest payments on subordinated debt 60 days or more after becoming critically undercapitalized.

In addition, a bank’s primary federal regulator may impose additional restrictions on critically-undercapitalized institutions consistent with the intent of the prompt corrective action regulations. Once an institution has become critically undercapitalized, subject to certain narrow exceptions such as a material capital remediation, federal banking regulators will initiate the resolution of the institution.

Memoranda of Understanding. Following an examination of the Bank by the FDIC during the first quarter of 2010, the Bank’s Board of Directors agreed to enter into a Memorandum of Understanding (the “Bank MOU”) with the FDIC and SC State Board, that became effective August 19, 2010. Among other things, the Bank MOU provides for the Bank to (i) review and formulate objectives relative to liquidity and growth, including a reduction in reliance on

volatile liabilities, (ii) formulate plans for the reduction and improvement in adversely classified assets, (iii) maintain a Tier 1 leverage capital ratio of 8% and continue to be “well capitalized” for regulatory purposes, (iv) continue to maintain an adequate allowance for loan and lease losses, (v) not pay any dividend to the Bank’s parent holding company without the approval of the regulators, (vi) review officer performance and consider additional staffing needs, and (vii) provide progress reports and submit various other information to the regulators.

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In addition, on the basis of the same examination by the FDIC and the SC State Board, the Federal Reserve Bank of Richmond (the “Federal Reserve Bank”) requested that the Company enter into a separate Memorandum of Understanding (the “Company MOU”). The Company entered into the Company MOU in December 2010. While the Company MOU provides for many of the same measures suggested by the Bank MOU, the regulatory commitments suggested by the Federal Reserve Bank require that the Company seek pre-approval prior to the payment of dividends or other interest payments relating to its securities.

As a result, until the Company is no longer subject to the Company MOU, it will be required to seek regulatory approval prior to paying scheduled dividends on its preferred stock and trust preferred securities, including the Series A Preferred Stock and Series B Preferred Stock issued to the Treasury as part of our participation in the TARP CPP, as well as the Series C Preferred Stock issued as part of a private offering earlier this year. This provision will also apply to the Company’s common stock, although, to date, the Company has not elected to pay a cash dividend on its shares of common stock. The Federal Reserve Bank approved the scheduled payment of dividends on the Company’s preferred stock and interest payments on the Company’s trust preferred securities for the first quarter of 2011.

In response to these regulatory matters, the Bank and the Company have already moved in good faith to take various actions designed to improve our lending procedures and other conditions related to our operations. Over the past nine months, in collaboration with the Company, the Bank has formed a Loss Mitigation and Recovery Division staffed with experienced bankers who specifically handle non-performing and deteriorating assets, which are largely localized to coastal South Carolina. The Bank has also moved, under the supervision of its Special Risk Committee, to strengthen the Bank’s existing credit review process, aggressive risk review methodology, and conservative lending policies as part of a company-wide risk management assessment.

FDIC Insurance Assessments. The Bank’s deposits are insured by the Deposit Insurance Fund (the “DIF”) of the FDIC up to the maximum amount permitted by law, which was permanently increased to \$250,000 by the Dodd-Frank Act. The FDIC uses the DIF to protect against the loss of insured deposits if an FDIC-insured bank or savings association fails. Pursuant to the Dodd-Frank Act, the FDIC must take steps, as necessary, for the DIF reserve ratio to reach 1.35% of estimated insured deposits by September 30, 2020. The Bank is thus subject to FDIC deposit premium assessments.

Currently, the FDIC uses a risk-based assessment system that assigns insured depository institutions to one of four risk categories based on three primary sources of information – supervisory risk ratings for all institutions, financial ratios for most institutions, including the Bank, and long-term debt issuer ratings for large institutions that have such ratings. For institutions assigned to the lowest risk category, the annual assessment rate ranges between 7 and 16 cents per \$100 of domestic deposits. For institutions assigned to higher risk categories, assessment rates range from 17 to 77.5 cents per \$100 of domestic deposits. These ranges reflect a possible downward adjustment for unsecured debt outstanding and possible upward adjustments for secured liabilities and, in the case of institutions outside the lowest risk category, brokered deposits.

On September 29, 2009, the FDIC announced a uniform three basis points increase effective January 1, 2011, and on November 12, 2009, adopted a rule requiring nearly all FDIC-insured depository institutions, including the Bank, to prepay their DIF assessments for the fourth quarter of 2009 and for the following three years on December 30, 2009. At that time, the FDIC indicated that the prepayment of DIF assessments was in lieu of additional special assessments; however, there can be no guarantee that continued pressures on the DIF will not result in additional special assessments being collected by the FDIC in the future.

Pursuant to the Dodd-Frank Act, the FDIC issued proposed regulations, which are anticipated to become effective April 1, 2011, that amend current regulations to redefine the “assessment base” used for calculating deposit insurance assessments. Rather than the current system, whereby the assessment base is calculated by using an insured

depository institution's domestic deposits less a few allowable exclusions, the new assessment base will be calculated using the average consolidated total assets of an insured depository institution less the average tangible equity of such institution. In the proposed regulations, the FDIC defines tangible equity as Tier 1 capital. The FDIC continues to utilize a risk-based assessment system in which institutions will be subject to assessment rates ranging from 2.5 to 45 basis points, subject to adjustments for unsecured debt and, in the case of institutions outside the lowest risk category, brokered deposits. The proposed rules eliminate adjustments for secured liabilities.

The proposed rules retain the FDIC board's flexibility to, without further notice-and-comment rulemaking, adopt rates that are higher or lower than the stated base assessment rates, provided that the FDIC cannot (i) increase or decrease the total rates from one quarter to the next by more than three basis points, or (ii) deviate by more than three basis points from the stated assessment rates. Although the Dodd-Frank Act requires that the FDIC eliminate its requirement to pay dividends to depository institutions when the reserve ratio exceeds a certain threshold, the FDIC proposes a decreasing schedule of assessment rates that would take effect when the DIF reserve ratio first meets or exceeds 1.15%. As proposed, if the DIF reserve ratio meets or exceeds 1.15%, base assessment rates would range from 1.5 to 40 basis points; if the DIF reserve ratio meets or exceeds 2%, base assessment rates would range from 1 to 38 basis points; and if the DIF reserve ratio meets or exceeds 2.5%, base assessment rates would range from 0.5 to 35 basis points. All base assessment rates would continue to be subject to adjustments for unsecured debt and brokered deposits.

The FDIC also collects a deposit-based assessment from insured financial institutions on behalf of The Financing Corporation ("FICO"). The funds from these assessments are used to service debt issued by FICO in its capacity as a financial vehicle for the Federal Savings & Loan Insurance Corporation. The FICO assessment rate is set quarterly and in 2010 ranged from 1.06 cents to 1.04 cents per \$100 of assessable deposits. These assessments will continue until the debt matures between 2017 and 2019.

The FDIC may terminate its insurance of deposits if it finds that the institution has engaged in unsafe and unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, rule, order, or condition imposed by the FDIC.

FDIC Temporary Liquidity Guarantee Program. On October 14, 2008, the FDIC announced that its Board of Directors, under the authority to prevent "systemic risk" in the U.S. banking system, approved the Temporary Liquidity Guarantee Program ("TLGP"). The purpose of the TLGP is to strengthen confidence and encourage liquidity in the banking system. The TLGP is composed of two components, the Debt Guarantee Program and the Transaction Account Guarantee Program, and institutions had the opportunity to opt-out of either or both components of the TLGP.

The Debt Guarantee Program: Under the TLGP, the FDIC guaranteed certain newly issued senior unsecured debt issued by participating financial institutions through October 31, 2009. The annualized fee that the FDIC assessed to guarantee the senior unsecured debt varied by the length of maturity of the debt. For debt with a maturity of 180 days or less (excluding overnight debt), the fee was 50 basis points; for debt with a maturity between 181 days and 364 days, the fee was 75 basis points, and for debt with a maturity of 365 days or longer, the fee was 100 basis points. The Bank did not issue any debt pursuant to this program.

The Transaction Account Guarantee Program: Under the TLGP, the FDIC fully guaranteed funds in non-interest bearing deposit accounts held at participating FDIC-insured institutions, regardless of dollar amount. The temporary guarantee was originally scheduled to expire at the end of 2009, but was subsequently extended to December 31, 2010. Pursuant to the Dodd-Frank Act, beginning on the scheduled termination date for the Transaction Account Guarantee Program, or TAGP, and continuing through December 31, 2012, unlimited insurance coverage will be provided for funds held in non-interest bearing transaction accounts, including Interest on Lawyer Trust Accounts (IOLTAs). During the TAGP extension period, the FDIC imposed a surcharge between 15 and 25 basis points on the daily average balance in excess of \$250,000 held in non-interest bearing transaction accounts. Pursuant to the Dodd-Frank Act, however, institutions are no longer separately assessed for the additional coverage, and the unlimited insurance is included in assessments for the overall insurance program. One distinction from this new insurance and the TAGP, is the exclusion of minimal interest-bearing NOW accounts, which were previously covered under the TAGP.

Community Reinvestment Act. The Community Reinvestment Act requires that, in connection with examinations of financial institutions within their respective jurisdictions, the federal banking regulators shall evaluate the record of each financial institution in meeting the credit needs of its local community, including low and moderate-income neighborhoods. These facts are also considered in evaluating mergers, acquisitions and applications to open a branch or facility. Failure to adequately meet these criteria could impose additional requirements and limitations on the Bank. Additionally, we must publicly disclose the terms of various Community Reinvestment Act-related agreements.

Allowance for Loan and Lease Losses. The Allowance for Loan and Lease Losses (the "ALLL") represents one of the most significant estimates in the Bank's financial statements and regulatory reports. Because of its significance, the Bank has developed a system by which it develops, maintains and documents a comprehensive, systematic and consistently applied process for determining the amounts of the ALLL and the provision for loan and lease losses. The Interagency Policy Statement on the Allowance for Loan and Lease Losses, issued on December 13, 2006, encourages all banks to ensure controls are in place to consistently determine the ALLL in accordance with GAAP, the Bank's stated policies and procedures, management's best judgment and relevant supervisory guidance. Consistent with supervisory guidance, the Bank maintains a prudent and conservative, but not excessive, ALLL, that is at a level that is appropriate to cover estimated credit losses on individually evaluated loans determined to be impaired as well as estimated credit losses inherent in the remainder of the loan and lease portfolio. The Bank's estimate of credit losses reflects consideration of all significant factors that affect the collectibility of the portfolio as of the evaluation date.

Commercial Real Estate Lending. Our lending operations may be subject to enhanced scrutiny by federal banking regulators based on its concentration of commercial real estate loans. On December 6, 2006, the federal banking regulators issued final guidance to remind financial institutions of the risk posed by commercial real estate (“CRE”) lending concentrations. CRE loans generally include land development, construction loans and loans secured by multifamily property, and nonfarm, nonresidential real property where the primary source of repayment is derived from rental income associated with the property. The guidance prescribes the following guidelines for its examiners to help identify institutions that are potentially exposed to significant CRE risk and may warrant greater supervisory scrutiny:

- total reported loans for construction, land development and other land represent 100% or more of the institutions total capital, or
- total commercial real estate loans represent 300% or more of the institution’s total capital, and the outstanding balance of the institution’s commercial real estate loan portfolio has increased by 50% or more.

Enforcement Powers. The Financial Institution Reform Recovery and Enforcement Act (“FIRREA”) expanded and increased civil and criminal penalties available for use by the federal regulatory agencies against depository institutions and certain “institution-affiliated parties.” Institution-affiliated parties primarily include management, employees, and agents of a financial institution, as well as independent contractors and consultants such as attorneys and accountants and others who participate in the conduct of the financial institution’s affairs. These practices can include the failure of an institution to timely file required reports or the filing of false or misleading information or the submission of inaccurate reports. Civil penalties may be as high as \$1,100,000 per day for such violations. Criminal penalties for some financial institution crimes have been increased to 20 years. In addition, regulators are provided with greater flexibility to commence enforcement actions against institutions and institution-affiliated parties.

Possible enforcement actions include the termination of deposit insurance. Furthermore, banking agencies’ power to issue regulatory orders were expanded. Such orders may, among other things, require affirmative action to correct any harm resulting from a violation or practice, including restitution, reimbursement, indemnifications or guarantees against loss. A financial institution may also be ordered to restrict its growth, dispose of certain assets, rescind agreements or contracts, or take other actions as determined by the ordering agency to be appropriate. The Dodd-Frank Act increases regulatory oversight, supervision and examination of banks, bank holding companies and their respective subsidiaries by the appropriate regulatory agency.

Other Regulations. Interest and other charges collected or contracted for by the Bank are subject to state usury laws and federal laws concerning interest rates. Our loan operations will be subject to federal laws applicable to credit transactions, such as the:

- Federal Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers;
- Home Mortgage Disclosure Act of 1975, requiring financial institutions to provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs of the community it serves;
- Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;
- Fair Credit Reporting Act of 1978, as amended by the Fair and Accurate Credit Transactions Act, governing the use and provision of information to credit reporting agencies, certain identity theft protections, and certain credit and other disclosures;
- Fair Debt Collection Act, governing the manner in which consumer debts may be collected by collection agencies;
- Soldiers’ and Sailors’ Civil Relief Act of 1940, as amended by the Servicemembers’ Civil Relief Act, governing the repayment terms of, and property rights underlying, secured obligations of persons currently on active duty with the United States military;

- Talent Amendment in the 2007 Defense Authorization Act, establishing a 36% annual percentage rate ceiling, which includes a variety of charges including late fees, for consumer loans to military service members and their dependents; and
- rules and regulations of the various federal banking regulators charged with the responsibility of implementing these federal laws.

The Bank's deposit operations are subject to federal laws applicable to depository accounts, such as:

- Truth-In-Savings Act, requiring certain disclosures of consumer deposit accounts:
- Right to Financial Privacy Act, which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records;
- Electronic Funds Transfer Act and Regulation E issued by the Federal Reserve to implement that act, which govern automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of automated teller machines and other electronic banking services; and
- rules and regulations of the various federal banking regulators charged with the responsibility of implementing these federal laws.

The Consumer Financial Protection Bureau. The Dodd-Frank Act creates the Consumer Financial Protection Bureau (the "Bureau") within the Federal Reserve Board. The Bureau is tasked with establishing and implementing rules and regulations under certain federal consumer protection laws with respect to the conduct of providers of certain consumer financial products and services. The Bureau has rulemaking authority over many of the statutes governing products and services offered to bank consumers. In addition, the Dodd-Frank Act permits states to adopt consumer protection laws and regulations that are more stringent than those regulations promulgated by the Bureau and state attorneys general are permitted to enforce consumer protection rules adopted by the Bureau against state-chartered institutions.

Capital Adequacy

We are required to comply with the capital adequacy standards established by the Federal Reserve. The Federal Reserve has established a risk-based and a leverage measure of capital adequacy for member banks and bank holding companies.

The risk-based capital standards are designed to make regulatory capital requirements more sensitive to differences in risk profiles among banks and bank holding companies, to account for off-balance-sheet exposure, and to minimize disincentives for holding liquid assets. Assets and off-balance-sheet items, such as letters of credit and unfunded loan commitments, are assigned to broad risk categories, each with appropriate risk weights. The resulting capital ratios represent capital as a percentage of total risk-weighted assets and off-balance-sheet items.

The minimum guideline for the ratio of total capital to risk-weighted assets, and classification as adequately capitalized, is 8%. A bank that fails to meet the required minimum guidelines is classified as undercapitalized and subject to operating and managerial restrictions. A bank, however, that significantly exceeds its capital requirements and maintains a ratio of total capital to risk-weighted assets of 10% is classified as well capitalized unless it is subject to a regulatory order requiring it to maintain specified capital levels, in which case it is considered adequately capitalized.

Total capital consists of two components: Tier 1 Capital and Tier 2 Capital. Tier 1 Capital generally consists of common stockholders' equity, minority interests in the equity accounts of consolidated subsidiaries, qualifying noncumulative perpetual preferred stock and a limited amount of qualifying cumulative perpetual preferred stock, less goodwill and other specified intangible assets. Tier 1 Capital must equal at least 4% of risk-weighted assets. Tier 2

Capital generally consists of subordinated debt, other preferred stock and hybrid capital, and a limited amount of loan loss reserves. The total amount of Tier 2 Capital is limited to 100% of Tier 1 Capital. Our ratio of total capital to risk-weighted assets and ratio of Tier 1 Capital to risk-weighted assets were 12.78% and 11.52% at December 31, 2009, respectively, compared 14.59% and 13.34%, as of December 31, 2010.

In addition, the Federal Reserve has established minimum leverage ratio guidelines for bank holding companies. These guidelines provide for a minimum ratio of Tier 1 Capital to average assets, less goodwill and other specified intangible assets, of 3% for bank holding companies that meet specified criteria, including having the highest regulatory rating and implementing the Federal Reserve risk-based capital measure for market risk. All other bank holding companies generally are required to maintain a leverage ratio of at least 4%. At December 31, 2010, our leverage ratio was 9.99%, as compared to 8.25% on December 31, 2009. The guidelines also provide that bank holding companies experiencing internal growth or making acquisitions will be expected to maintain strong capital positions substantially above the minimum supervisory levels without reliance on intangible assets. The Federal Reserve considers the leverage ratio and other indicators of capital strength in evaluating proposals for expansion or new activities.

Provisions of the Dodd-Frank Act commonly referred to as the “Collins Amendment” established new minimum leverage and risk-based capital requirements on bank holding companies and eliminated the inclusion of “hybrid capital” instruments in Tier 1 capital by certain institutions.

The Dodd-Frank Act establishes certain regulatory capital deductions with respect to hybrid capital instruments, such as trust preferred securities, that will effectively disallow the inclusion of such instruments in Tier 1 capital if such capital instrument is issued on or after May 19, 2010. However, preferred shares issued to the U.S. Department of the Treasury (the “Treasury”) pursuant to the TARP Capital Purchase Program (“TARP CPP”) or TARP Community Development Capital Initiative are exempt from the Collins Amendment and are permanently includable in Tier 1 capital.

Failure to meet capital guidelines could subject a bank or bank holding company to a variety of enforcement remedies, including issuance of a capital directive, the termination of deposit insurance by the FDIC, a prohibition on accepting brokered deposits, and certain other restrictions on its business. As described above, significant additional restrictions can be imposed on FDIC-insured depository institutions that fail to meet applicable capital requirements. See “Prompt Corrective Action” above.

The SC State Board, the Federal Reserve Board, and the FDIC have authority to compel or restrict certain actions if the Bank’s capital should fall below adequate capital standards as a result of operating losses, or if its regulators otherwise determine that it has insufficient capital. Among other matters, the corrective actions may include, removing officers and directors; and assessing civil monetary penalties; and taking possession of and closing and liquidating the Bank.

Generally, the regulatory capital framework under which the Company and the Bank operate is in a period of change with likely legislation or regulation that will continue to revise the current standards and very likely increase capital requirements for the entire banking industry. Pursuant to the Dodd-Frank Act, bank regulators are required to establish new minimum leverage and risk-based capital requirements for certain bank holding companies and systematically important non-bank financial companies. The new minimum thresholds will not be lower than existing regulatory capital and leverage standards applicable to insured depository institutions and may, in fact, be higher once established.

Payment of Dividends

The Company is a legal entity separate and distinct from the Bank. The principal sources of our cash flow, including cash flow to pay dividends to shareholders, are dividends that we receive from the Bank. Statutory and regulatory limitations apply to the payment of dividends by a subsidiary bank to its bank holding company.

Under South Carolina law, the Bank is authorized to upstream to the Company, by way of a cash dividend, up to 100% of the Bank's net income in any calendar year without obtaining the prior approval of the SC State Board, provided that the Bank received a composite rating of one or two at the last examination conducted by a state or federal regulatory authority. All other cash dividends require prior approval by the SC State Board. South Carolina law requires each state nonmember bank to maintain the same reserves against deposits as are required for a state member bank under the Federal Reserve Act. This requirement is not expected to limit the ability of the Bank to pay dividends on its common stock.

The payment of dividends by the Company and the Bank may also be affected by other factors, such as the requirement to maintain adequate capital above regulatory guidelines. If, in the opinion of the FDIC, the Bank were engaged in or about to engage in an unsafe or unsound practice, the FDIC could require, after notice and a hearing, that the Bank stop or refrain engaging in the practice. The federal banking agencies have indicated that paying dividends that deplete a depository institution's capital base to an inadequate level would be an unsafe and unsound banking practice. Under the Federal Deposit Insurance Corporation Improvement Act of 1991, a depository institution may not pay any dividend if payment would cause it to become undercapitalized or if it already is undercapitalized. Moreover, the federal agencies have issued policy statements that provide that bank holding companies and insured banks should generally only pay dividends out of current operating earnings.

When the Company received its capital investment from the Treasury under the TARP CPP on March 6, 2009, the Company became subject to additional limitations on the payment of dividends. These limitations require, among other things, that (i) all dividends for the securities purchased under the TARP CPP be paid before other dividends can be paid and (ii) the Treasury must approve any increases in common dividends for three years following the Treasury's investment. In addition, pursuant to the Company MOU, the Company may not pay any dividends on its preferred stock issued pursuant to the TARP CPP without prior regulatory approval.

Furthermore, the Federal Reserve Board clarified its guidance on dividend policies for bank holding companies through the publication of a Supervisory Letter, dated February 24, 2009. As part of the letter, the Federal Reserve Board encouraged bank holding companies, particularly those that had participated in the CPP, to consult with the Federal Reserve Board prior to dividend declarations, and redemption and repurchase decisions even when not explicitly required to do so by federal regulations. The Federal Reserve Board has indicated that CPP recipients, such as the Company, should consider and communicate in advance to regulatory staff how proposed dividends, capital repurchases and capital redemptions are consistent with its obligation to eventually redeem the securities held by the Treasury. This new guidance is largely consistent with prior regulatory statements encouraging bank holding companies to pay dividends out of net income and to avoid dividends that could adversely affect the capital needs or minimum regulatory capital ratios of the bank holding company and its subsidiary bank.

Any future determination relating to our dividend policy will be made at the discretion of the Board of Directors and will depend on many of the statutory and regulatory factors mentioned above.

Restrictions on Transactions with Affiliates

The Company and the Bank are subject to the provisions of Section 23A of the Federal Reserve Act. Section 23A places limits on the amount of:

- a bank's loans or extensions of credit to affiliates;
- a bank's investment in affiliates;
- assets a bank may purchase from affiliates, except for real and personal property exempted by the Federal Reserve;
 - loans or extensions of credit to third parties collateralized by the securities or obligations of affiliates; and
 - a bank's guarantee, acceptance or letter of credit issued on behalf of an affiliate.

The total amount of the above transactions is limited in amount, as to any one affiliate, to 10% of a bank's capital and surplus and, as to all affiliates combined, to 20% of a bank's capital and surplus. In addition to the limitation on the amount of these transactions, each of the above transactions must also meet specified collateral requirements. We must also comply with other provisions designed to avoid the taking of low-quality assets.

The Company and the Bank are also subject to the provisions of Section 23B of the Federal Reserve Act which, among other things, prohibit an institution from engaging in the above transactions with affiliates unless the

transactions are on terms substantially the same, or at least as favorable to the institution or its subsidiaries, as those prevailing at the time for comparable transactions with nonaffiliated companies.

The Dodd-Frank Act enhances the requirements for certain transactions with affiliates under Section 23A and 23B, including an expansion of the definition of “covered transactions” and increasing the amount of time for which collateral requirements regarding covered transactions must be maintained.

The Bank is also subject to restrictions on extensions of credit to its executive officers, directors, principal shareholders, and their related interests. These extensions of credit (1) must be made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with third parties, and (2) must not involve more than the normal risk of repayment or present other unfavorable features. Within one year of enactment of the Dodd-Frank Act, an insured depository institution will be prohibited from engaging in asset purchases or sales transactions with its officers, directors or principal shareholders unless on market terms and, if the transaction represents greater than 10% of the capital and surplus of the bank, has been approved by a majority of the disinterested directors.

Limitations on Senior Executive Compensation

In June of 2010, federal banking regulators issued guidance designed to help ensure that incentive compensation policies at banking organizations do not encourage excessive risk-taking or undermine the safety and soundness of the organization. In connection with this guidance, the regulatory agencies announced that they will review incentive compensation arrangements as part of the regular, risk-focused supervisory process. Regulatory authorities may also take enforcement action against a banking organization if its incentive compensation arrangement or related risk management, control, or governance processes pose a risk to the safety and soundness of the organization and the organization is not taking prompt and effective measures to correct the deficiencies. To ensure that incentive compensation arrangements do not undermine safety and soundness at insured depository institutions, the incentive compensation guidance sets forth the following key principles:

- Incentive compensation arrangements should provide employees incentives that appropriately balance risk and financial results in a manner that does not encourage employees to expose the organization to imprudent risk;
- Incentive compensation arrangements should be compatible with effective controls and risk management; and
- Incentive compensation arrangements should be supported by strong corporate governance, including active and effective oversight by the board of directors.

Due to the Company's participation in the TARP Capital Purchase Program, it is subject to additional executive compensation limitations. For example, the Company must meet the following standards:

- Ensure that senior executive incentive compensation packages do not encourage excessive risk;
- Subject senior executive compensation to "clawback" if the compensation was based on inaccurate financial information or performance metrics;
 - Prohibit any golden parachute payments to senior executive officers; and
- Agree not to deduct more than \$500,000 from taxable income for a senior executive officer's compensation.

The Dodd-Frank Act

The Dodd-Frank Act has had a broad impact on the financial services industry, including significant regulatory and compliance changes previously discussed and including, among other things, (i) enhanced resolution authority of troubled and failing banks and their holding companies; (ii) increased regulatory examination fees; and (iii) numerous other provisions designed to improve supervision and oversight of, and strengthening safety and soundness for, the financial services sector. Additionally, the Dodd-Frank Act establishes a new framework for systemic risk oversight within the financial system to be distributed among new and existing federal regulatory agencies, including the

Financial Stability Oversight Council, the Federal Reserve Board, the OCC and the FDIC.

Many of the requirements called for in the Dodd-Frank Act will be implemented over time and most will be subject to implementing regulations over the course of several years. Given the uncertainty associated with the manner in which the provisions of the Dodd-Frank Act will be implemented by the various regulatory agencies and through regulations, the full extent of the impact such requirements will have on financial institutions' operations is unclear. The changes resulting from the Dodd-Frank Act may impact the profitability of our business activities, require changes to certain of our business practices, impose upon us more stringent capital, liquidity and leverage ratio requirements or otherwise adversely affect our business. These changes may also require us to invest significant management attention and resources to evaluate and make necessary changes in order to comply with new statutory and regulatory requirements.

Proposed Legislation and Regulatory Action

New regulations and statutes are regularly proposed that contain wide-ranging proposals for altering the structures, regulations and competitive relationships of financial institutions operating and doing business in the United States. We cannot predict whether or in what form any proposed regulation or statute will be adopted or the extent to which our business may be affected by any new regulation or statute.

Effect of Governmental Monetary Policies

The Bank's earnings are affected by domestic economic conditions and the monetary and fiscal policies of the United States government and its agencies. The Federal Reserve's monetary policies have had, and are likely to continue to have, an important impact on the operating results of commercial banks through its power to implement national monetary policy in order, among other things, to curb inflation or combat a recession. The monetary policies of the Federal Reserve affect the levels of bank loans, investments and deposits through its control over the issuance of United States government securities, its regulation of the discount rate applicable to member banks, and its influence over reserve requirements to which member banks are subject. The Bank cannot predict the nature or impact of future changes in monetary and fiscal policies.

ITEM 1A.

RISK FACTORS

An investment in our common stock involves risks. If any of the following risks or other risks, which have not been identified or which we may believe are immaterial or unlikely, actually occur, our business, financial condition and results of operations could be harmed. In such a case, the trading price of our common stock could decline, and you may lose all or part of your investment. The risks discussed below also include forward-looking statements, and our actual results may differ substantially from those discussed in these forward-looking statements.

We are subject to regulatory commitments that could have a material negative effect on our business, operating flexibility, financial condition and the value of our common stock. In addition, addressing these commitments will require significant time and attention from our management team, which may increase our costs, impede the efficiency of our internal business processes and adversely affect our profitability in the near-term.

In late August 2010, the Bank entered into a Memorandum of Understanding (the "Bank MOU") with its primary regulators, the FDIC and the SC State Board, in late August 2010. The Bank, the FDIC and the SC State Board have agreed as to certain areas of the Bank's operations that warrant improvement and a plan for making those improvements. The Bank MOU requires the Bank to review and revise various policies and procedures, including those associated with concentration management, the allowance for loan and lease losses, liquidity management, criticized assets, credit administration and capital.

Similarly, on the basis of the same examination by the FDIC and the SC State Board, the Federal Reserve Bank of Richmond (the "Federal Reserve Bank") requested that the Company enter into a separate Memorandum of Understanding (the "Company MOU"); the Company entered into the Company MOU in December 2010. While the Company MOU provides for many of the same measures suggested by the Bank MOU, the Company MOU requires that the Company seek pre-approval prior to the payment of dividends or other interest payments relating to its securities.

Until the Company is no longer subject to the Company MOU, it will be required to seek regulatory approval prior to paying scheduled dividends on its preferred stock and trust preferred securities, including the Series A Preferred Stock and Series B Preferred Stock issued to the Treasury as part of our participation in the TARP CPP, as well as the Series C Preferred Stock issued as part of a private offering in 2010. This provision also applies to the Company's common stock, although, to date, the Company has not elected to pay a cash dividend on its shares of common stock. As a result, it is possible that while the Company is subject to the Company Memorandum that it will be unable to pay dividends or interest payments on any class of its currently outstanding securities or subordinated debt.

Further, should the Bank and/or the Company fail to comply with the provisions of each respective Memorandum, it could result in further enforcement actions by the FDIC, the Federal Reserve Bank, and/or the SC State Board. While we plan to take such actions as may be necessary to comply with the requirements of the memoranda, there can be no assurance that we will be able to comply fully with the provisions of either Memorandum, or that efforts to comply with the memoranda will not have adverse effects on the operations and financial condition of the Company and the Bank.

We may experience increased delinquencies and credit losses, which could have a material adverse effect on our capital, financial condition and results of operations.

Like other lenders, we face the risk that our customers will not repay their loans. A customer's failure to repay us is usually preceded by missed monthly payments. In some instances, however, a customer may declare bankruptcy prior to missing payments, and, following a borrower filing bankruptcy, a lender's recovery of the credit extended is often limited. Since our loans are secured by collateral, we may attempt to seize the collateral when and if customers default

on their loans. However, the value of the collateral may not equal the amount of the unpaid loan, and we may be unsuccessful in recovering the remaining balance from our customers. Rising delinquencies and rising rates of bankruptcy in our market area generally and among our customers specifically can be precursors of future charge-offs and may require us to increase our allowance for loan and lease losses. Higher charge-off rates and an increase in our allowance for loan and lease losses may hurt our overall financial performance if we are unable to increase revenue to compensate for these losses and may also increase our cost of funds.

The impact of the current economic environment on performance of other financial institutions in Charleston, Florence and Lexington counties, actions taken by our competitors to address the current economic downturn, and public perception of and confidence in the economy generally, and the banking industry specifically, may present significant challenges for us and could adversely affect our performance.

We are operating in a challenging and uncertain economic environment, including generally uncertain national conditions and local conditions in our markets. Financial institutions continue to be affected by sharp declines in the real estate market and constrained financial markets. While we are taking steps to decrease and limit our exposure to real estate construction loans, we nonetheless retain direct exposure to the real estate markets, and we are affected by these events. Continued declines in real estate values and financial stress on borrowers as a result of the uncertain economic environment, including job losses, could have an adverse effect on our borrowers or their customers, which could adversely affect our financial condition and results of operations.

The impact of recent events relating to housing and commercial real estate markets has not been limited to those directly involved in the real estate industry, but rather it has impacted a number of related businesses such as building materials suppliers, equipment leasing firms, and real estate attorneys, among others. All of these affected businesses have banking relationships and when their businesses suffer from recession, the banking relationship suffers as well.

In addition, the market value of the real estate securing our loans as collateral has been adversely affected by the slowing economy and unfavorable changes in economic conditions in our market areas and could be further adversely affected in the future. As of December 31, 2010, approximately 86.65% of our loans receivable were secured by real estate. Any sustained period of increased payment delinquencies, foreclosures or losses caused by the adverse market and economic conditions, including the downturn in the real estate market, in our markets will continue to adversely affect the value of our assets, revenues, results of operations and financial condition. Currently, our market area is experiencing such an economic downturn, and if it continues, our earnings could be further adversely affected.

The overall deterioration in economic conditions may subject us to increased regulatory scrutiny in the current environment. In addition, further deterioration in national and local economic conditions in our markets could drive losses beyond that which is provided for in our allowance for loan losses, resulting in the following other consequences: increased loan delinquencies, problem assets and foreclosures; decline in demand for our products and services; decrease in deposits, adversely affecting our liquidity position; and decline in value of collateral, reducing our customers' borrowing power and the value of assets and collateral associated with our existing loans. As a community bank, we are less able to spread the risk of unfavorable economic conditions than larger or more regional banks. Moreover, we cannot give any assurance that we will benefit from any market growth or favorable economic conditions in our primary market areas even if they do occur.

The FDIC Deposit Insurance assessments that we are required to pay may continue to materially increase in the future, which would have an adverse effect on our earnings.

As a member institution of the FDIC, we are assessed a quarterly deposit insurance premium. Failed banks nationwide have significantly depleted the insurance fund and reduced the ratio of reserves to insured deposits. As a result, we may be required to pay significantly higher premiums or additional special assessments that could adversely affect our earnings.

On April 1, 2009, the FDIC modified the risk-based assessments to account for each institution's unsecured debt, secured liabilities and use of brokered deposits. Starting with the second quarter of 2009, assessment rates were increased and currently range from 7 to 77.5 basis points (annualized).

On October 19, 2010, the FDIC adopted a new DIF Restoration Plan, which requires the DIF to attain a 1.35% reserve ratio by September 30, 2020 and foregoes the uniform three basis point-increase scheduled to take effect on January 1, 2011. In addition, the FDIC modified the method by which assessments are determined and, effective April 1, 2011, adjusted assessment rates, which will range from 2.5 to 45 basis points (annualized), subject to adjustments for unsecured debt and, in the case of small institutions outside the lowest risk category and certain large and highly complex institutions, brokered deposits. Further increased FDIC assessment premiums, due to our risk classification, emergency assessments, or implementation of the modified DIF reserve ratio, could adversely impact our earnings.

We are subject to risks in the event of certain borrower default, which could have an adverse impact on our liquidity position and results of operations.

We may be required to repurchase mortgage loans or indemnify mortgage loan purchasers as a result of certain borrower defaults, which could adversely affect our liquidity position, results of operations, and financial condition. When we sell mortgage loans, we are required to make customary representations and warranties to the purchaser about the mortgage loans and the manner in which the loans were originated. Our whole-loan sale agreements may require us to repurchase or substitute mortgage loans in the event we breach any such representations or warranties. In addition, we may be required to repurchase mortgage loans in the event of early payment default of the borrower on a mortgage loan. While we have taken steps to enhance our underwriting policies and procedures, these steps might not be effective and might not lessen the risks associated with loans sold in the past. If repurchase demands increase, our liquidity position, results of operations, and financial condition could be adversely affected.

We make and hold in our portfolio a significant number of land acquisition and development and construction loans, which pose more credit risk than other types of loans typically made by financial institutions.

We offer land acquisition and development, and construction loans for builders and developers. As of December 31, 2010, we had \$62.6 million, or 17.68%, of our total loan portfolio represented by loans for which the related property is neither presold nor preleased. These land acquisition and development, and construction loans are considered more risky than other types of loans. The primary credit risks associated with land acquisition and development and construction lending are underwriting, project risks, and market risks. Project risks include cost overruns, borrower credit risk, project completion risk, general contractor credit risk, and environmental and other hazard risks. Market risks are risks associated with the sale of the completed residential units. They include affordability risk, which means the risk that borrowers cannot obtain affordable financing, product design risk, and risks posed by competing projects. There can be no assurance that losses in our land acquisition and development and construction loan portfolio will not exceed our reserves, which could adversely impact our earnings. Given the current environment, the non-performing loans in our land acquisition and development and construction portfolio are likely to continue to increase in 2011, and these non-performing loans could result in a material level of charge-offs, which will negatively impact our capital and earnings.

The deterioration in the residential mortgage market may continue to spread to commercial real estate credits, which may result in increased financial and regulatory risks and greater losses and non-performing assets, each of which may have an adverse affect on our business operations.

The losses that were initially associated with subprime residential mortgages rapidly spread into the residential mortgage market generally. If the losses in the residential mortgage market continue to spread to commercial real estate credits, then we may be forced to take greater losses or retain more non-performing assets. In addition, in general commercial real estate, or CRE, is cyclical and poses risks of possible loss due to concentration levels and similar risks of the asset class. As of December 31, 2010, approximately 42.95% of our loan portfolio consisted of CRE loans. The Bank MOU requires that we continue to adhere to a written program to reduce the high level of credit risk at the Bank, including instituting procedures to strengthen credit underwriting in our CRE portfolio and, if excessive, plans to limit growth of our CRE concentration. We could also be required to further increase our allowance for possible loan losses and capital levels as a result of CRE lending exposures, which could have an adverse impact on our results of operations and financial condition.

The amount of other real estate owned ("OREO") may increase significantly, resulting in additional losses, and costs and expenses that will negatively affect our operations.

At December 31, 2009, we had a total of \$9.0 million of OREO, and at December 31, 2010, we had a total of \$14.7 million of OREO, reflecting a \$5.7 million or 63.82% increase from year-end 2009 to year-end 2010. These increases in OREO are due, among other things, to the continued deterioration of the residential real estate market and the tightening of the credit market. As the amount of OREO increases, our losses, and the costs and expenses to maintain the real estate likewise increase. Due to the ongoing economic crisis, the amount of OREO may continue to increase throughout 2011. Any additional increase in losses, and maintenance costs and expenses due to OREO may have material adverse effects on our business, financial condition, and results of operations. Such effects may be particularly pronounced in a market of reduced real estate values and excess inventory, which may make the disposition of OREO properties more difficult, increase maintenance costs and expenses, and may reduce our ultimate realization from any OREO sales.

Our use of appraisals in deciding whether to make a loan on or secured by real property or how to value such loan in the future may not accurately describe the net value of the real property collateral that we can realize.

In considering whether to make a loan secured by real property, we generally require an appraisal of the property. However, an appraisal is only an estimate of the value of the property at the time the appraisal is made, and, as real estate values in our market area have experienced changes in value in relatively short periods of time, this estimate might not accurately describe the net value of the real property collateral after the loan has been closed. If the appraisal does not reflect the amount that may be obtained upon any sale or foreclosure of the property, we may not realize an amount equal to the indebtedness secured by the property. The valuation of the property may negatively impact the continuing value of such loan and could adversely affect our operating results and financial condition.

If our allowance for loan losses is not sufficient to cover actual loan losses, our earnings could decrease.

Our success depends to a significant extent upon the quality of our assets, particularly loans. In originating loans, there is a substantial likelihood that we will experience credit losses. The risk of loss will vary with, among other things, general economic conditions, the type of loan, the creditworthiness of the borrower over the term of the loan and, in the case of a collateralized loan, the quality of the collateral for the loan.

Our loan customers may not repay their loans according to the terms of these loans, and the collateral securing the payment of these loans may be insufficient to assure repayment. As a result, we may experience significant loan losses, which could have a material adverse effect on our operating results. Management makes various assumptions and judgments about the collectibility of our loan portfolio, including the creditworthiness of our borrowers and the value of the real estate and other assets serving as collateral for the repayment of many of our loans. We maintain an allowance for loan losses in an attempt to cover any loan losses that may occur. In determining the size of the allowance, we rely on an analysis of our loan portfolio based on historical loss experience, volume and types of loans, trends in classification, volume and trends in delinquencies and non-accruals, national and local economic conditions, and other pertinent information.

If our assumptions are wrong, our current allowance may not be sufficient to cover future loan losses, and we may need to make adjustments to allow for different economic conditions or adverse developments in our loan portfolio. Material additions to our allowance would materially decrease our net income. We expect our allowance to continue to fluctuate throughout 2011; however, given current and future market conditions, we can make no assurance that our allowance will be adequate to cover future loan losses.

In addition, federal and state regulators periodically review our allowance for loan losses and may require us to increase our provision for loan losses or recognize further loan charge-offs, based on judgments different than those of our management. Any increase in our allowance for loan losses or loan charge-offs as required by these regulators could have a negative effect on our operating results.

We may be required to raise additional capital in the future, but that capital may not be available when it is needed and could be dilutive to our existing shareholders, which could adversely affect our financial condition and results of operations.

We are required by regulatory authorities to maintain adequate levels of capital to support our operations. To support the operations at the Bank, we may need to raise capital in the future. Our ability to raise capital, if needed, will depend in part on conditions in the capital markets at that time, which are outside our control. Accordingly, we cannot assure you of our ability to raise capital, if needed, on terms acceptable to us. If we cannot raise capital when needed, our ability to operate or further expand our operations could be materially impaired. In addition, if we decide to raise equity capital, the interest of our shareholders could be diluted.

Changes in the interest rate environment could reduce our net interest income, which could reduce our profitability.

As a financial institution, our earnings significantly depend on our net interest income, which is the difference between the interest income that we earn on interest-earning assets, such as investment securities and loans, and the interest expense that we pay on interest-bearing liabilities, such as deposits and borrowings. Therefore, any change in general market interest rates, including changes in the Federal Reserve Board's fiscal and monetary policies, affects us more than non-financial institutions and can have a significant effect on our net interest income and total income. Our assets and liabilities may react differently to changes in overall market rates or conditions because there may be mismatches between the repricing or maturity characteristics of the assets and liabilities. As a result, an increase or decrease in market interest rates could have material adverse effects on our net interest margin and results of operations.

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In addition, we cannot predict whether interest rates will continue to remain at present levels. Changes in interest rates may cause significant changes, up or down, in our net interest income. Depending on our portfolio of loans and investments, our results of operations may be adversely affected by changes in interest rates. In addition, any significant increase in prevailing interest rates could adversely affect our mortgage banking business because higher interest rates could cause customers to request fewer refinancings and purchase money mortgage originations.

Recent negative developments in the financial industry, and the domestic and international credit markets may adversely affect our operations and results.

Negative developments during 2008 in the global credit and derivative markets have resulted in uncertainty in the financial markets in general with the expectation of the general economic downturn continuing through 2011. As a result of this "credit crunch," commercial as well as consumer loan portfolio performances have deteriorated at many institutions and the competition for deposits and quality loans has increased significantly. In addition, the values of real estate collateral supporting many commercial loans and home mortgages have declined and may continue to decline. Global securities markets, and bank holding company stock prices in particular, have been negatively affected, as has the ability of banks and bank holding companies to raise capital or borrow in the debt markets. If these negative trends continue, our business operations and financial results may be negatively affected.

We face strong competition from larger, more established competitors.

The banking business is highly competitive, and we experience strong competition from many other financial institutions. We compete with commercial banks, credit unions, savings and loan associations, mortgage banking firms, consumer finance companies, securities brokerage firms, insurance companies, money market funds and other financial institutions that operate in our primary market areas and elsewhere.

We compete with these institutions both in attracting deposits and in making loans. In addition, we have to attract our customer base from other existing financial institutions and from new residents. Many of our competitors are well-established and much larger financial institutions. While we believe we can and do successfully compete with these other financial institutions in our markets, we may face a competitive disadvantage as a result of our smaller size and lack of geographic diversification.

Although we compete by concentrating our marketing efforts in our primary market area with local advertisements, personal contacts and greater flexibility in working with local customers, we can give no assurance that this strategy will be successful.

We face risks with respect to future expansion and acquisitions or mergers.

We continually seek to acquire other financial institutions or parts of those institutions and may continue to engage in de novo branch expansion in the future. Acquisitions and mergers involve a number of risks, including:

- the time and costs associated with identifying and evaluating potential acquisitions and merger partners may negatively affect our business;
- the time and costs of evaluating new markets, hiring experienced local management, and opening new offices and the time lags between these activities and the generation of sufficient assets and deposits to support the costs of the expansion may negatively affect our business;
- the estimates and judgments used to evaluate credit, operations, management, and market risks with respect to the target institution may not be accurate;

- we may not be able to finance an acquisition without diluting our existing shareholders;

the diversion of our management's attention to the negotiation of a transaction may detract from their business productivity;

- we may enter into new markets where we lack experience;
- we may introduce new products and services into our business with which we have no prior experience; and
- we may incur an impairment of goodwill associated with an acquisition and experience adverse short-term effects on our results of operations.

In addition, no assurance can be given that we will be able to integrate our operations after an acquisition without encountering difficulties including, without limitation, the loss of key employees and customers, the disruption of our respective ongoing businesses or possible inconsistencies in standards, controls, procedures and policies. Successful integration of our operations with another entity's will depend primarily on our ability to consolidate operations, systems, and procedures and to eliminate redundancies and costs. If we have difficulties with the integration, we might not achieve the economic benefits we expect to result from any particular acquisition or merger. In addition, we may experience greater than expected costs or difficulties relating to such integration.

Hurricanes or other adverse weather events could negatively affect our local economies or disrupt our operations, which could have an adverse effect on our business or results of operations.

The economy of South Carolina's coastal region is affected, from time to time, by adverse weather events, particularly hurricanes. Our Charleston County market area consists primarily of coastal communities, and we cannot predict whether, or to what extent, damage caused by future hurricanes will affect our operations, our customers, or the economies in our banking markets. However, weather events could cause a decline in loan originations, destruction or decline in the value of properties securing our loans, or an increase in the risks of delinquencies, foreclosures, and loan losses. Even if a hurricane does not cause any physical damage in our market area, a turbulent hurricane season could significantly affect the market value of all coastal property.

Our recent results may not be indicative of our future results.

We may not be able to sustain our historical rate of growth or may not even be able to grow our business at all. In addition, our growth over the past few years may distort some of our historical financial ratios and statistics. In the future, we may not have the benefit of several recently favorable factors, such as a generally predictable interest rate environment, a strong residential mortgage market or the ability to find suitable expansion opportunities. Various factors, such as economic conditions, regulatory and legislative considerations and competition, may also impede or prohibit our ability to expand our market presence. If we experience a significant decrease in our historical rate of growth, our results of operations and financial condition may be adversely affected due to a high percentage of our operating costs being fixed expenses.

Our corporate culture has contributed to our success, and if we cannot maintain this culture as we grow, we could lose the teamwork and increased productivity fostered by our culture, which could harm our business.

We believe that a critical contributor to our success has been our corporate culture, which we believe fosters teamwork and increased productivity. As our organization grows and we are required to implement more complex organization management structures, we may find it increasingly difficult to maintain the beneficial aspects of our corporate culture. This could negatively impact our future success.

As a community bank, we have different lending risks than larger banks.

We provide services to our local communities. Our ability to diversify our economic risks is limited by our own local markets and economies. We lend primarily to individuals and to small to medium-sized businesses, which may expose us to greater lending risks than those of banks lending to larger, better-capitalized businesses with longer operating histories.

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We manage our credit exposure through careful monitoring of loan applicants and loan concentrations in particular industries, and through loan approval and review procedures. We have established an evaluation process designed to determine the adequacy of our allowance for loan losses. While this evaluation process uses historical and other objective information, the classification of loans and the establishment of loan losses is an estimate based on experience, judgment and expectations regarding our borrowers, the economies in which we and our borrowers operate, as well as the judgment of our regulators. We cannot assure you that our loan loss reserves will be sufficient to absorb future loan losses or prevent a material adverse effect on our business, profitability or financial condition.

We are subject to extensive regulation that could limit or restrict our activities.

We operate in a highly regulated industry and are subject to examination, supervision, and comprehensive regulation by various regulatory agencies. Our compliance with these regulations, including compliance with our formal agreement, is costly and restricts certain of our activities, including the declaration and payment of cash dividends to common shareholders, mergers and acquisitions, investments, loans and interest rates charged, interest rates paid on deposits, and locations of offices. We are also subject to capitalization guidelines established by our regulators, which require us to maintain adequate capital to support our growth and operations.

The laws and regulations applicable to the banking industry have recently changed and may continue to change, and we cannot predict the effects of these changes on our business and profitability. Because government regulation greatly affects the business and financial results of all commercial banks and bank holding companies, our cost of compliance could adversely affect our ability to operate profitably.

The Dodd-Frank Act was enacted on July 21, 2010. The implications of the Dodd-Frank Act, or its implementing regulations, on our business are unclear at this time, but it may adversely affect our business, results of operations and the underlying value of our common stock. The full effect of this legislation will not be even reasonably certain until implementing regulations are promulgated, which could take years in some cases. See "Supervision and Regulation".

Some or all of the changes may result in greater reporting requirements, assessment fees, operational restrictions, capital requirements, and other regulatory burdens for either, or both, the Bank and the Company, and many of our non-bank competitors may remain free from such limitations. This could affect our ability to attract and maintain depositors, to offer competitive products and services, and to expand our business.

Congress may consider additional proposals to substantially change the financial institution regulatory system and to expand or contract the powers of banking institutions and bank holding companies. Such legislation may change existing banking statutes and regulations, as well as our current operating environment significantly. If enacted, such legislation could increase or decrease the cost of doing business, limit or expand our permissible activities, or affect the competitive balance among banks, savings associations, credit unions, and other financial institutions. We cannot predict whether new legislation will be enacted and, if enacted, the effect that it, or any regulations, would have on our business, financial condition, or results of operations.

Our financial condition and results of operations are affected by credit policies of monetary authorities, particularly the Federal Reserve Board. Actions by monetary and fiscal authorities, including the Federal Reserve, could have an adverse effect on our deposit levels, loan demand or business and earnings.

We are subject to liquidity risk in our operations.

Liquidity risk is the possibility of being unable, at a reasonable cost and within acceptable risk tolerances, to pay obligations as they come due, to capitalize on growth opportunities as they arise, or to pay regular dividends because of an inability to liquidate assets or obtain adequate funding on a timely basis. Liquidity is required to fund various obligations, including credit obligations to borrowers, mortgage originations, withdrawals by depositors, repayment of debt, dividends to shareholders, operating expenses, and capital expenditures. Liquidity is derived primarily from retail deposit growth and retention, principal and interest payments on loans and investment securities, net cash provided from operations, and access to other funding sources. Our access to funding sources in amounts adequate to finance our activities could be impaired by factors that affect us specifically or the financial services industry in general. Factors that could detrimentally affect our access to liquidity sources include a decrease in the level of our business activity due to a market downturn or adverse regulatory action against us, including the MOU we entered into with the Federal Reserve Bank of Richmond, which requires us to seek prior approval before incurring any additional debt. Our ability to borrow could also be impaired by factors that are not specific to us, such as a severe disruption in the financial markets or negative views and expectations about the prospects for the financial services industry as a whole, given the recent turmoil faced by banking organizations in the domestic and worldwide credit markets. Currently, we have access to liquidity to meet our current anticipated needs; however, our access to additional borrowed funds could become limited in the future, and we may be required to pay above market rates for additional borrowed funds, if we are able to obtain them at all, which may adversely affect our results of operations.

As of December 31, 2010, we had approximately \$111.9 million in brokered deposits, which represented approximately 24.58% of our total deposits. At times, the cost of brokered deposits exceeds the cost of deposits in our local market. In addition, the cost of brokered deposits can be volatile. In accordance with our formal agreement, we are required to limit brokered deposits, excluding reciprocal CDARS, that would cause the Bank's level of brokered deposits to be in excess of ten percent of total deposits. This limitation, coupled with potential cost increases discussed above, could adversely affect our liquidity and ability to support demand for loans.

Our ability to pay cash dividends on common stock is limited and we may be unable to pay future dividends.

We make no assurances that we will pay any dividends in the future. Any future determination relating to dividend policy will be made at the discretion of our Board of Directors and will depend on a number of factors, including our future earnings, capital requirements, financial condition, future prospects, regulatory restrictions, and other factors that our Board of Directors may deem relevant. The holders of our common stock are entitled to receive dividends when, and if declared by our Board of Directors out of funds legally available for that purpose. As part of our consideration to pay cash dividends, we intend to retain adequate funds from future earnings to support the development and growth of our business. In addition, our ability to pay dividends is restricted by federal policies and regulations. It is the policy of the Federal Reserve Board that bank holding companies should pay cash dividends on common stock only out of net income available over the past year and only if prospective earnings retention is consistent with the organization's expected future needs and financial condition. Further, our principal source of funds to pay dividends is cash dividends that we receive from the Bank. In addition, pursuant to the MOU we entered into with the Federal Reserve Bank of Richmond, we are prohibited from declaring and paying cash dividends without prior regulatory approval from the Federal Reserve Board. Finally, we have participated in the United States Department of the Treasury's TARP CPP, our ability to pay cash dividends on common stock is further limited. Specifically, we may not pay cash dividends on common stock unless all dividends have been paid on the securities issued to the Treasury under the TARP CPP. The TARP CPP also restricts our ability to increase the amount of cash dividends on common stock, which potentially limits your opportunity for gain on your investment.

The impact of the current economic downturn on the performance of other financial institutions in our geographic area, actions taken by our competitors to address the current economic downturn, and the public perception of and

confidence in the economy generally, and the banking industry specifically, could negatively impact our performance and operations.

All financial institutions are subject to the same risks resulting from a weakening economy such as increased charge-offs and levels of past due loans and nonperforming assets. As troubled institutions in our market area continue to dispose of problem assets, the already excess inventory of residential homes and lots will continue to negatively affect home values and increase the time it takes us or our borrowers to sell existing inventory. The perception that troubled banking institutions (and smaller banking institutions that are not “in trouble”) are risky institutions for purposes of regulatory compliance or safeguarding deposits may cause depositors nonetheless to move their funds to larger institutions. If our depositors should move their funds based on events happening at other financial institutions, our operating results would suffer.

Our agreement with the U.S. Treasury under the capital purchase component of the Troubled Asset Relief Program is subject to unilateral change by the U.S. Treasury, which could adversely affect our business, financial condition, and results of operations.

Under the capital purchase component of the Troubled Asset Relief Program (“TARP”), the U.S. Treasury may unilaterally amend the terms of its agreement with us in order to comply with any changes in federal law. We cannot predict the effects of any of these changes and of the associated amendments.

The Emergency Economic Stabilization Act of 2008 (“EESA”) or other governmental actions may not stabilize the financial services industry.

The EESA, which was signed into law on October 3, 2008, is intended to alleviate the financial crisis affecting the United States banking system. A number of programs have been, and are being, developed and implemented under EESA. The EESA may not have the intended effect, however, and as a result, the condition of the financial services industry could decline instead of improve. The failure of the EESA to improve the condition of the United States banking system could significantly adversely affect our access to funding or capital, the trading price of our stock, and other elements of our business, financial condition, and results of operations.

In addition to EESA, a variety of legislative, regulatory, and other proposals have been discussed or may be introduced in an effort to address the financial crisis. Depending on the scope of such proposals, if they are adopted and applied to the Company, our financial condition, results of operations or liquidity could, directly or indirectly, benefit or be adversely affected in a manner that could be material to our business.

We may lose members of our management team due to compensation restrictions.

Our ability to retain key officers and employees may be negatively impacted by recent legislation and regulation affecting the financial services industry. On February 17, 2009, the American Recovery and Reinvestment Act of 2009 (“ARRA”) was signed into law. While the Treasury must promulgate regulations to implement the restrictions and standards set forth in the new law, the ARRA, among other things, significantly expands the executive compensation restrictions previously imposed by the EESA. Such restrictions apply to any entity that has received or will receive financial assistance under the TARP, and will generally continue to apply for as long as any obligation arising from financial assistance provided under the TARP, including preferred stock issued under the TARP capital purchase program, remains outstanding. As a result of our participation in the TARP capital purchase program, the restrictions and standards set forth in the ARRA are applicable to us. Such restrictions and standards may impact management’s ability to retain key officers and employees as well as our ability to compete with financial institutions that are not subject to the same limitations as we are under the ARRA.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not Applicable.

ITEM 2. PROPERTIES

The executive and main offices of the Company and the Bank are located at 2170 W. Palmetto Street in Florence, South Carolina. The facility at that location is owned by the Bank. The Bank also owns an adjacent lot that is used as a parking lot. The headquarters building is a two-story building having approximately 12,000 square feet. The building has six inside teller stations, two teller stations servicing four drive-through lanes and a night depository and automated teller machine drive-through lane that is accessible after the Bank’s normal business hours.

On April 26, 2000, the Bank opened a branch at 411 Second Loop Road in Florence, South Carolina. The Second Loop branch facility, which is owned by the Bank, is located on approximately one acre of land and contains approximately 3,000 square feet.

On May 15, 2002, the Bank purchased an additional facility located at 2145 Fernleaf Drive in Florence, South Carolina. The Fernleaf Drive site contains approximately 0.5 acres of land and includes a 7,500 square foot building. The facility will serve as additional space for the operational and information technology activities of the Bank, including data processing and auditing. No customer services will be conducted in this facility.

On June 17, 2004, the Bank opened a temporary branch at 709 North Lake Drive in Lexington, South Carolina. On July 1, 2008, the bank subsequently moved into its permanent branch facility at 801 North Lake Drive in Lexington, South Carolina. The Lexington branch facility, which is leased by the Bank, is located on approximately two acres of land and contains approximately 13,000 square feet.

On March 15, 2005, the Bank opened a branch at 51 State Street, Charleston, South Carolina. This property is leased. On August 8, 2005, the bank changed the street address of this location to 25 Cumberland Street, Charleston, South Carolina because of a change in the primary entrance to the branch.

On March 24, 2005, the Bank leased approximately five acres at 2211 W. Palmetto Street in Florence, South Carolina for possible development of a future headquarters location. This property and an adjacent parcel were purchased by the Company on November 24, 2008 and are leased by the Bank.

On October 3, 2005, the Bank opened a branch office at 800 South Shelmore Blvd., Mount Pleasant, South Carolina. The Mount Pleasant branch facility is located on approximately one acre of land owned by the Company and contains approximately 6,500 square feet.

On February 9, 2006, the Bank purchased approximately 0.75 acres at 2148 W. Palmetto Street, Florence, South Carolina for a future training facility. On April 1, 2007, the Bank opened its Learning Center which contains approximately 6,000 square feet.

The Bank owns property at 44th Business Park, Lots 1, 2 & 3, North Myrtle Beach, South Carolina, which is an abandoned branch site listed for sale.

In June 2007, the Bank entered into a lease for approximately 1.3 acres of land located at 5243 Forest Drive, Columbia, South Carolina. The Company anticipates that it will use this land as the site of a future branch office location.

In March 2008, the Bank purchased 1.37 acres at 8551 Rivers Avenue, North Charleston, South Carolina and one acre at 950 Lake Murray Boulevard, Columbia, South Carolina, which are expected to be future branch office locations.

On July 24, 2009, the Bank opened a branch office at 2805A Sunset Boulevard, West Columbia, South Carolina in a facility leased by the Bank.

Other than the Bank facilities described in the preceding paragraphs and the real estate-related loans funded by the Bank previously described in "Item 1. Business—First Reliance Bank," the Company does not invest in real estate, interests in real estate, real estate mortgages, or securities of or interests in persons primarily engaged in real estate activities.

ITEM 3. LEGAL PROCEEDINGS

None.

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PART II

ITEM 4. [RESERVED]

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

(a) The response to this Item 5(a) is included in the Company's 2010 Annual Report to Shareholders under the heading, "Market for First Reliance Bancshares, Inc.'s Common Stock; Payment of Dividends," and is incorporated herein by reference.

(b) Not Applicable.

(c) Not Applicable.

ITEM 6. SELECTED FINANCIAL DATA

The following selected financial data is derived from the consolidated financial statements and other data of First Reliance Bancshares, Inc. and Subsidiary (the "Company"). The selected financial data should be read in conjunction with the consolidated financial statements, including the accompanying notes, included elsewhere herein.

| (Dollars in thousands, except per share data) | 2010 | 2009 | 2008 | 2007 | 2006 |
|-----------------------------------------------------|------------|------------|-----------|-----------|-----------|
| Income Statement Data: | | | | | |
| Interest income | \$27,947 | \$32,025 | \$36,243 | \$37,540 | \$31,717 |
| Interest expense | 11,656 | 15,640 | 17,541 | 18,549 | 14,253 |
| Net interest income | 16,291 | 16,385 | 18,702 | 18,991 | 17,464 |
| Provision for loan losses | 3,542 | 14,401 | 4,935 | 1,643 | 1,393 |
| Net interest income after provision for loan losses | 12,749 | 1,984 | 13,767 | 17,348 | 16,071 |
| Noninterest income | 4,896 | 7,610 | 4,986 | 5,273 | 4,583 |
| Noninterest expense | 19,234 | 19,619 | 18,586 | 18,816 | 16,225 |
| Income (loss) before income taxes | (1,589) | (10,025) | 167 | 3,805 | 4,429 |
| Income tax expense (benefit) | (1,440) | (4,181) | (459) | 1,245 | 1,183 |
| Net income (loss) | (149) | (5,844) | 626 | 2,560 | 3,246 |
| Preferred stock dividends | 1,131 | 837 | - | - | - |
| Net income (loss) available to common shareholders | \$(1,280) | \$(6,681) | \$626 | \$2,560 | \$3,246 |
| Balance Sheet Data: | | | | | |
| Assets | \$530,095 | \$645,508 | \$603,434 | \$591,704 | \$456,211 |
| Earning assets | 468,618 | 589,657 | 560,032 | 550,559 | 412,687 |
| Securities available for sale (1) | 84,473 | 121,949 | 76,311 | 58,580 | 35,931 |
| Loans (2) | 355,514 | 411,728 | 478,579 | 487,739 | 360,123 |
| Allowance for loan losses | 6,271 | 9,801 | 8,224 | 5,271 | 4,002 |
| Deposits | 455,250 | 552,763 | 461,135 | 449,498 | 372,938 |
| Shareholders' equity | 48,592 | 45,224 | 37,426 | 37,028 | 34,093 |

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Per Common Share Data:

| | | | | | |
|-------------------------|-----------|-----------|--------|--------|--------|
| Basic earnings (loss) | \$(0.32) | \$(1.87) | \$0.18 | \$0.74 | \$0.96 |
| Diluted earnings (loss) | (0.32) | (1.87) | 0.18 | 0.72 | 0.91 |
| Common book value | 7.49 | 8.36 | 10.65 | 10.63 | 9.95 |

Performance Ratios:

| | | | | | |
|------------------------------|----------|----------|--------|--------|--------|
| Return on average assets (3) | (0.03)% | (0.88)% | 0.11 % | 0.52 % | 0.75 % |
| Return on average equity (4) | (0.31) | (12.14) | 1.65 | 7.16 | 10.19 |
| Net interest margin (5) | 3.04 | 2.66 | 3.40 | 4.12 | 4.35 |
| Efficiency (6) | 94.27 | 89.03 | 78.49 | 77.76 | 73.60 |

Capital and Liquidity Ratios:

| | | | | | |
|-----------------------------------|--------|--------|--------|--------|--------|
| Average equity to average assets | 8.19 % | 7.28 % | 6.43 % | 7.15 % | 7.39 % |
| Leverage (4.00% required minimum) | 9.99 | 8.25 | 9.28 | 9.46 | 9.90 |

Risk-based capital

| | | | | | |
|-----------------------------------|-------|-------|--------|-------|-------|
| Tier 1 | 13.34 | 11.52 | 10.73 | 9.26 | 11.42 |
| Total | 14.59 | 12.78 | 11.97 | 10.29 | 12.45 |
| Average loans to average deposits | 75.32 | 86.07 | 106.63 | 99.37 | 96.86 |

-
- (1) Securities available-for-sale are stated at fair value.
- (2) Loans are stated at gross amounts before allowance for loan losses and include loans held for sale.
- (3) Net income (loss) before preferred stock dividends divided by average assets.
- (4) Net income (loss) before preferred stock dividends divided by average equity.
- (5) Net interest income divided by average earning assets.
- (6) Noninterest expense divided by the sum of net interest income and noninterest income, excluding gains and losses on sales of assets.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Basis of Presentation

The following discussion should be read in conjunction with the preceding "Selected Financial Data" and the Company's consolidated financial statements and the notes thereto and the other financial data included elsewhere herein. The financial information provided below has been rounded in order to simplify its presentation. However, the ratios and percentages provided below are calculated using the detailed financial information contained in the consolidated financial statements, the notes thereto and the other financial data included elsewhere herein. Except where otherwise indicated, the "Company", "we", "us" and "our" refer to First Reliance Bancshares, Inc. and its wholly-owned subsidiary, First Reliance Bank.

General

First Reliance Bank (the "Bank") is a state-chartered bank headquartered in Florence, South Carolina. The Bank opened for business on August 16, 1999. The principal business activity of the Bank is to provide banking services to domestic markets, principally in Florence County, Lexington County, and Charleston County, South Carolina. The deposits of the Bank are insured by the Federal Deposit Insurance Corporation (the "FDIC").

Organizing activities for the Bank began on November 23, 1998. Upon the completion of the application process with the South Carolina State Board of Financial Institutions for a state charter and with the FDIC for deposit insurance, the Bank issued 723,518 shares of common stock at a price of \$10.00 per share, resulting in capital totaling \$7,173,293, net of selling expenses of \$61,887.

The Bank began operations on August 16, 1999 at its temporary facility on West Palmetto Street in Florence, South Carolina. In June of 2000, the Bank moved into its headquarters at 2170 West Palmetto Street in Florence, South Carolina. The Bank also opened a banking office on Second Loop Road in Florence, South Carolina in April of 2001. On May 15, 2002, the Bank purchased an additional facility located at 2145 Fernleaf Drive in Florence, South Carolina. The Fernleaf Drive site contains approximately 0.5 acres of land and includes a 7,500 square foot building. The facility serves as additional space for operational activities of the Bank, including data processing and auditing. No customer services are being conducted in this facility.

On June 7, 2001, the shareholders of the Bank approved a plan of corporate reorganization (the "Reorganization") under which the Bank would become a wholly owned subsidiary of First Reliance Bancshares, Inc. (the "Company"), a South Carolina corporation. The Reorganization was accomplished through a statutory share exchange between the Bank and the Company, whereby each outstanding share of common stock of the Bank was exchanged for one share of common stock of the Company. The Reorganization was completed on April 1, 2002, and the Bank became a wholly-owned subsidiary of the Company.

On November 12, 2002, the Company commenced a stock offering whereby a minimum of 125,000 shares and a maximum of 1,250,000 shares of common stock were offered to fund continued expansion. The offering price was \$8.00 per share. This was a best efforts offering and was conducted without an underwriter. The Company sold 1,007,430 shares resulting in additional capital of \$8,059,439 net of selling expenses of \$162,965, in the offering, which was completed in May 2003.

On June 30, 2005, First Reliance Capital Trust I (a non-consolidated affiliate) issued \$10,000,000 in trust preferred securities with a maturity of November 23, 2035 and may be redeemed by the Company after five years, and sooner in certain specific events. The rate was fixed at 5.93% until August 23, 2010, at which point the rate adjusts quarterly to

the three-month LIBOR plus 1.83%, and can be called without penalty beginning on June 15, 2011. The trust has not been consolidated in these financial statements. The Company received from the trust the \$10,000,000 proceeds from the issuance of the securities and the \$310,000 initial proceeds from the capital investment in the trust, and accordingly has shown the funds due to the trust as \$10,310,000 junior subordinated debentures. Current regulations allow the entire amount of junior subordinated debentures to be included in the calculation of regulatory capital. On December 28, 2008, the Company injected \$3,000,000 into the Bank as permanent capital.

On March 6, 2009, the Company completed a transaction with the United States Treasury (“Treasury”) under the Troubled Asset Relief Program Capital Purchase Program (“TARP CPP”). Under the TARP CPP, the Company received \$15,225,312, net of expenses of \$123,688, in exchange for 15,349 and 767 shares of its Series A and Series B Cumulative Perpetual Preferred Stock, respectively. The preferred shares issued to the Treasury qualify as tier 1 capital for regulatory purposes.

On April 9, 2010, the Company issued 340,145 shares of its common stock at \$4.50 per share and 2,293 shares of its newly created Series C Preferred Stock at \$1,000 per share. The gross proceeds from the issuance and sale of these securities were \$3,832,208.

Like most financial institutions, the Company’s profitability depends largely upon net interest income, which is the difference between the interest received on earning assets, such as loans and investment securities, and the interest paid on interest-bearing liabilities, principally deposits and borrowings. The Company’s results of operations are also affected by the provision for loan losses; non-interest expenses, such as salaries, employee benefits, and occupancy expenses; and non-interest income, such as mortgage loan fees and service charges on deposit accounts.

Economic conditions, competition and federal monetary and fiscal policies also affect financial institutions. Lending activities are also influenced by regional and local economic factors, such as housing supply and demand, competition among lenders, customer preferences and levels of personal income and savings in our primary market area.

Recent Regulatory Events

Following an examination of the Bank by the Federal Deposit Insurance Corporation (the “FDIC”) during the first quarter of 2010, the Bank’s Board of Directors agreed to enter into a Memorandum of Understanding (the “Bank MOU”) with the FDIC and South Carolina Commissioner of Banks that became effective August 19, 2010. The requirements of the Bank MOU are more fully described in “Business - Supervision and Regulation – Memoranda of Understanding” appearing in Part I above

In addition, on the basis of the same examination by the FDIC and the SC State Board, the Federal Reserve Bank of Richmond (the “Federal Reserve Bank”) requested that the Company enter into a separate Memorandum of Understanding (the “Company MOU”). The Company entered into the Company MOU in December 2010. While the Company MOU provides for many of the same measures suggested by the Bank MOU, the Company MOU requires that the Company seek pre-approval prior to the payment of dividends or other interest payments relating to its securities. This provision is more fully described as part of “Liquidity Management and Capital Resources” appearing below.

In response to these regulatory matters, the Bank and the Company have taken various actions over the past year designed to improve our lending procedures, nonperforming assets, liquidity and capital position and other conditions related to our operations, which are more fully described in turn as part of this discussion. We believe that the successful completion of these initiatives will result in full compliance with our regulatory obligations with the FDIC, the SC State Board and the Federal Reserve Bank and position us well for stability and growth over the long term.

Results of Operations

We incurred a net loss available to common shareholders of \$1,280,370 and \$6,680,787 for the years ended December 31, 2010 and 2009, respectively. This resulted in basic and diluted loss per share of \$0.32 for 2010, compared to \$1.87 for 2009.

Our operating results for 2010 were favorably impacted by a decrease of \$10,859,002 in our provision for loan losses for 2010 compared to the provision for loan losses we recorded in 2009. We believe the decrease is due to the implementation of a loss mitigation and recovery division, staffed with experienced bankers who specifically handle nonperforming and deteriorating assets. Additionally, we have strengthened our credit review process by being proactive in making conservative lending decisions. We also believe that the decrease in our provision for loan losses for both periods noted above is attributable in part to the stabilizing of the negative trends that have plagued our local real estate markets over the past several years.

Net Interest Income

The largest component of our net income is its net interest income, which is the difference between the income earned on assets and interest paid on deposits and on the borrowings used to support such assets. Net interest income is determined by the yields earned on our interest-earning assets and the rates paid on interest-bearing liabilities, the relative amounts of interest-earning assets and interest-bearing liabilities, and the degree of mismatch and the maturity and repricing characteristics of its interest-earning assets and interest-bearing liabilities. Total interest-earning assets yield less total interest-bearing liabilities rate represents our net interest rate spread.

Net interest income for 2010 was \$16,290,870 compared to \$16,385,126 for 2009, a decrease of \$94,256, or 0.58%. The decline in our net interest income is the result of our current strategy of maintaining a high level of liquidity due to the weak economy in our local markets. During 2010, compared to 2009, we changed the mix of our earning assets by reducing the average volume of our loans, as a percentage of total earning assets, by 3.93%, which correspondingly increased the average volume of our more liquid investments. We generally realize a much higher yield on our loans than we do on our liquid investments.

For 2010, average-earning assets totaled \$535,262,091 with an annualized average yield of 5.22% compared to \$617,075,948 and 5.19%, respectively, for 2009. Average interest-bearing liabilities totaled \$496,404,349 with an annualized average cost of 2.35% for 2010 compared to \$566,202,286 and 2.76%, respectively, for 2009.

Our net interest margin and net interest spread was 3.04% and 2.87%, respectively, for 2010 compared to 2.66% and 2.43%, respectively, for 2009.

Because loans often provide a higher yield than other types of earning assets, one of our goals is to maintain our loan portfolio as the largest component of total earning assets. Loans comprised 71.00% and 74.93% of average earning assets for the years ended December 31, 2010 and 2009, respectively. Loan interest income for 2010 and 2009 was \$23,310,298 and \$27,758,195, respectively. The annualized average yield on loans was 6.13% and 6.00% for 2010 and 2009, respectively. Average balances of loans decreased to \$380,018,889 during 2010, a decrease of \$82,381,401 from the average of \$462,400,290 during 2009. Our loan income for the 2010 continued to be negatively affected by the current downturn in our local real estate markets. Because the economic downturn in our markets caused the volume of new loan customers to decrease, we began shifting our earning asset mix toward securities during the second quarter of 2009.

Available-for-sale investment securities averaged \$112,117,438, or 20.95% of average earning assets, for 2010 compared to approximately \$94,506,986, or 15.32% of average earning assets for 2009. Interest earned on investment securities amounted to \$4,508,710 for the year ended December 31, 2010, compared to \$4,103,831 for the same period last year. The annualized average yield on available-for-sale investment securities was 4.02% and 4.34% for 2010 and 2009, respectively. During 2009 we began shifting our earning asset mix toward available-for-sale-securities because of the weak demand for loans in our markets.

Our average interest-bearing deposits were \$460,335,148 and \$492,325,051 for 2010 and 2009, respectively. This represented a decrease of \$31,989,903, or 6.50%. Total interest paid on deposits for 2010 and 2009 was \$10,184,693 and \$12,859,079, respectively. The annualized average cost of deposits was 2.21% and 2.61% for the years ended December 31, 2010 and 2009, respectively. As our loan demand declined, we concurrently lowered our rates paid for deposits, especially for time deposits under \$100,000, which is the primary reason why our average time deposits declined by \$36,556,367, or 10.43%, from December 31, 2009 to December 31, 2010.

The average balance of other interest-bearing liabilities was \$36,069,201 and \$73,877,235 for 2010 and 2009, respectively. This represented a decrease of \$37,808,034, or 51.18%. The decrease is partially attributable to the

decrease of \$34,845,864 in our average borrowings from the Federal Home Loan Bank. With the availability of interest-bearing deposits at lower cost during 2010 and the weakness in loan demand we experienced during 2010, we became less reliant on borrowings from the Federal Home Loan Bank to fund loan demands.

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Net Interest Income

Average Balances, Income and Expenses, and Rates - The following table sets forth, for the years indicated, certain information related to our average balance sheet and its average yields on assets and average costs of liabilities. Such yields are derived by dividing income or expense by the average balance of the corresponding assets or liabilities. Average balances have been derived from the daily balances throughout the periods indicated.

Average Balances, Income and Expenses, and Rates

| Year ended December 31, | 2010 | | | 2009 | | | 2008 | | |
|-----------------------------------------------------|--------------------|--------------------|----------------|--------------------|--------------------|----------------|--------------------|--------------------|----------------|
| (Dollars in thousands) | Average Balance | Income/ Expense | Yield/ Rate | Average Balance | Income/ Expense | Yield/ Rate | Average Balance | Income/ Expense | Yield/ Rate |
| Assets | | | | | | | | | |
| Earning assets: | | | | | | | | | |
| Loans | \$ 380,019 | \$ 23,310 | 6.13 % | \$ 462,400 | \$ 27,758 | 6.00 % | \$ 481,572 | \$ 33,150 | 6.88 % |
| Securities, taxable | 55,027 | 2,065 | 3.75 | 51,837 | 2,199 | 4.24 | 30,075 | 1,519 | 5.05 |
| Securities, nontaxable | 57,090 | 2,444 | 4.28 | 42,670 | 1,905 | 4.46 | 30,112 | 1,299 | 4.31 |
| Other earning assets | 43,126 | 127 | 0.30 | 60,168 | 163 | 0.27 | 7,933 | 275 | 3.46 |
| Total earning assets | 535,262 | 27,946 | 5.22 | 617,075 | 32,025 | 5.19 | 549,692 | 36,243 | 6.59 |
| Cash due from banks | 2,005 | | | 2,421 | | | 5,524 | | |
| Premises and equipment | 26,216 | | | 26,863 | | | 23,983 | | |
| Other assets | 36,884 | | | 23,871 | | | 17,490 | | |
| Allowance for loan losses | (7,684) | | | (8,427) | | | (5,819) | | |
| Total assets | \$ 592,683 | | | \$ 661,803 | | | \$ 590,870 | | |
| Liabilities and Shareholders' Equity | | | | | | | | | |
| Interest-bearing deposits: | | | | | | | | | |
| Transaction accounts | \$ 38,849 | \$ 193 | 0.50 % | \$ 37,516 | \$ 214 | 0.57 % | \$ 28,761 | \$ 184 | 0.64 % |
| Savings and money market accounts | 107,663 | 1,195 | 1.11 | 104,429 | 1,743 | 1.67 | 98,210 | 2,123 | 2.16 |
| Time deposits | 313,823 | 8,797 | 2.80 | 350,380 | 10,902 | 3.11 | 280,842 | 11,557 | 4.11 |
| Total interest-bearing deposits | 460,335 | 10,185 | 2.21 | 492,325 | 12,859 | 2.61 | 407,813 | 13,864 | 3.40 |
| Other interest-bearing liabilities: | | | | | | | | | |

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| | | | | | | | | | |
|------------------------------|------------|-----------|--------|------------|-----------|--------|------------|-----------|--------|
| Federal Home Loan | | | | | | | | | |
| Bank borrowing | 24,954 | 849 | 3.40 | 59,800 | 2,137 | 3.57 | 72,644 | 2,675 | 3.68 |
| Junior subordinated | | | | | | | | | |
| debentures | 10,310 | 619 | 6.01 | 10,310 | 613 | 5.95 | 10,310 | 616 | 5.98 |
| Note payable | - | - | - | 1,485 | 30 | 2.01 | 3,389 | 136 | 4.00 |
| Other Borrowings | 805 | 2 | 0.25 | 2,282 | 1 | 0.06 | 12,203 | 251 | 2.06 |
| Total other | | | | | | | | | |
| interest-bearing | | | | | | | | | |
| liabilities | 36,069 | 1,470 | 4.08 | 73,877 | 2,781 | 3.76 | 98,546 | 3,678 | 3.73 |
| Total | | | | | | | | | |
| interest-bearing | | | | | | | | | |
| liabilities | 496,404 | 11,655 | 2.35 | 566,202 | 15,640 | 2.76 | 506,359 | 17,542 | 3.46 |
| Noninterest-bearing | | | | | | | | | |
| deposits | 44,194 | | | 44,900 | | | 43,812 | | |
| Other liabilities | 3,540 | | | 2,552 | | | 2,732 | | |
| Shareholders' | | | | | | | | | |
| equity | 48,545 | | | 48,149 | | | 37,967 | | |
| Total liabilities and | | | | | | | | | |
| equity | \$ 592,683 | | | \$ 661,803 | | | \$ 590,870 | | |
| Net interest | | | | | | | | | |
| income/interest | | | | | | | | | |
| spread | | \$ 16,291 | 2.87 % | | \$ 16,385 | 2.43 % | | \$ 18,701 | 3.13 % |
| Net yield on | | | | | | | | | |
| earning assets | | | 3.04 % | | | 2.66 % | | | 3.40 % |

(1) Includes mortgage loans held for sale and nonaccruing loans.

Rate/Volume Analysis

Analysis of Changes in Net Interest Income - Net interest income can also be analyzed in terms of the impact of changing rates and changing volume. The following table describes the extent to which changes in interest rates and changes in the volume of earning assets and interest-bearing liabilities have affected the Company's interest income and interest expense during the periods indicated. Information on changes in each category attributable to (i) changes due to volume (change in volume multiplied by prior period rate), (ii) changes due to rates (changes in rates multiplied by prior period volume) and (iii) changes in rate/volume (change in rate multiplied by the change in volume) is provided in the table below. Changes to both rate and volume (in item (iii) above) that cannot be segregated have been allocated proportionately.

| (Dollars in thousands) | 2010 Compared to 2009 | | | 2009 Compared to 2008 | | |
|----------------------------------------------|-----------------------|----------|------------|-----------------------|------------|------------|
| | Volume | Rate | Total | Volume | Rate | Total |
| Interest income: | | | | | | |
| Loans | \$(5,038) | \$590 | \$(4,448) | \$(1,280) | \$(4,112) | \$(5,392) |
| Securities, taxable | 130 | (264) | (134) | 955 | (275) | 680 |
| Securities, tax exempt | 619 | (80) | 539 | 559 | 47 | 606 |
| Other earning assets | (52) | 16 | (36) | 347 | (458) | (111) |
| Total interest income | (4,341) | 262 | (4,079) | 581 | (4,798) | (4,217) |
| Interest expense: | | | | | | |
| Interest-bearing deposits | | | | | | |
| Interest-bearing transaction accounts | | | | | | |
| | 7 | (28) | (21) | 53 | (22) | 31 |
| Savings and money market accounts | | | | | | |
| | 52 | (601) | (549) | 127 | (507) | (380) |
| Time deposits | (1,076) | (1,028) | (2,104) | 2,503 | (3,158) | (655) |
| Total interest-bearing deposits | (1,017) | (1,657) | (2,674) | 2,683 | (3,687) | (1,004) |
| Other interest-bearing liabilities | | | | | | |
| Federal Home Loan Bank borrowings | | | | | | |
| | (1,191) | (97) | (1,288) | (460) | (78) | (538) |
| Junior subordinated debentures | - | 7 | 7 | - | (3) | (3) |
| Note payable | (15) | (15) | (30) | (56) | (50) | (106) |
| Other Borrowings | (1) | 1 | - | (114) | (136) | (250) |
| Total other interest-bearing liabilities | (1,207) | (104) | (1,311) | (630) | (267) | (897) |
| Total Interest Expense | (2,224) | (1,761) | (3,985) | 2,053 | (3,954) | (1,901) |
| Net interest income | \$(2,117) | \$2,023 | \$(94) | \$(1,472) | \$(844) | \$(2,316) |

Net Interest Income

Interest Sensitivity - We monitor and manage the pricing and maturity of our assets and liabilities in order to diminish the potential adverse impact that changes in interest rates could have on our net interest income. The principal monitoring technique we employed is the measurement of our interest sensitivity "gap," which is the positive or negative dollar difference between assets and liabilities that are subject to interest rate repricing within a given period

of time. Interest rate sensitivity can be managed by repricing assets or liabilities, selling securities available-for-sale, replacing an asset or liability at maturity, or adjusting the interest rate during the life of an asset or liability. Managing the amount of assets and liabilities repricing in this same time interval helps to hedge interest sensitivity and minimize the impact on net interest income of rising or falling interest rates.

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The following table sets forth our interest rate sensitivity at December 31, 2010.

Interest Sensitivity Analysis

| December 31, 2010 (Dollars in thousands) | Within One Month | After One Through Three Months | After Three Through Twelve Months | Within One Year | Greater Than One Year or Non- Sensitive | Total |
|--------------------------------------------------------|---------------------|-----------------------------------------|--------------------------------------------|-----------------------|-----------------------------------------------------|----------------|
| Assets | | | | | | |
| Interest-earning assets | | | | | | |
| Interest-bearing deposits | | | | | | |
| in other banks | \$ 23,864 | \$ - | \$ - | \$ 23,864 | \$ - | \$ 23,864 |
| Loans, including held for sale | 70,105 | 40,920 | 75,738 | 186,763 | 168,751 | 355,514 |
| Securities, taxable | - | - | - | - | 35,816 | 35,816 |
| Securities, nontaxable | - | - | - | - | 48,657 | 48,657 |
| Nonmarketable securities | | | | | | |
| | 4,357 | - | - | 4,357 | - | 4,357 |
| Time deposits in other banks | | | | | | |
| | - | - | 100 | 100 | - | 100 |
| Investment in trust | - | - | - | - | 310 | 310 |
| Total earning assets | 98,326 | 40,920 | 75,838 | 215,084 | 253,534 | 468,618 |
| Liabilities | | | | | | |
| Interest-bearing liabilities: | | | | | | |
| Interest-bearing deposits: | | | | | | |
| Transaction accounts | 41,761 | - | - | 41,761 | - | 41,761 |
| Savings deposits | 108,890 | - | - | 108,890 | - | 108,890 |
| Time deposits | 23,985 | 29,068 | 81,649 | 134,702 | 128,730 | 263,432 |
| Total interest-bearing deposits | 174,636 | 29,068 | 81,649 | 285,353 | 128,730 | 414,083 |
| Advances from Federal Home Loan Bank | | | | | | |
| | - | - | - | - | 13,000 | 13,000 |
| Junior subordinated debentures | | | | | | |
| | - | - | - | - | 10,310 | 10,310 |
| Repurchase agreements | 477 | - | - | 477 | - | 477 |
| Total interest-bearing liabilities | 175,113 | 29,068 | 81,649 | 285,830 | 152,040 | 437,870 |
| Period gap | \$ (76,787) | \$ 11,852 | \$ (5,811) | \$ (70,746) | \$ 101,494 | |
| Cumulative gap | \$ (76,787) | \$ (64,935) | \$ (70,746) | \$ (70,746) | \$ 30,748 | |
| Ratio of cumulative gap to total earning assets | | | | | | |
| | (16.39)% | (13.86)% | (15.10)% | (15.10)% | 6.56 % | |

The above table reflects the balances of earning assets and interest-bearing liabilities at the earlier of their repricing or maturity dates. Interest-bearing deposits in other banks are reflected at the earliest pricing interval due to the immediately available of the deposits. Securities are reflected at each instrument's ultimate maturity date. Scheduled payment amounts of fixed rate amortizing loans are reflected at each scheduled payment date. Scheduled payment

amounts of variable rate amortizing loans are reflected at each scheduled payment date until the loan may be repriced contractually; the unamortized balance is reflected at that point. Interest-bearing liabilities with no contractual maturity, such as demand deposits and savings deposits, are reflected in the earliest repricing period due to contractual arrangements, which give us the opportunity to vary the rates paid on those deposits within one month or shorter period. However, we are not obligated to vary the rates paid on these deposits within any given period. Fixed rate time deposits, principally certificates of deposit, are reflected at their contractual maturity dates. Repurchase agreements mature on a daily basis and are reflected in the earliest repricing period. Advances from the Federal Home Loan Bank and junior subordinated debentures are reflected at their contractual maturity date.

We are in a liability sensitive position (or a negative gap) of \$70.7 million over the 12-month time frame. The gap is negative when interest-bearing liabilities exceed interest sensitive earning assets, as was the case at the end of 2010 with respect to the one-year time horizon. When interest-sensitive earning assets exceed interest-bearing liabilities for a specific repricing "horizon," a positive interest sensitivity gap is the result.

A positive gap generally has a favorable effect on net interest income during periods of rising rates. A positive one year gap position occurs when the dollar amount of earning assets maturing or repricing within one year exceeds the dollar amount of interest-bearing liabilities maturing or repricing during that same period. As a result, during periods of rising interest rates, the interest received on earning assets will increase faster than interest paid on interest-bearing liabilities, thus increasing interest income. The reverse is true in periods of declining interest rates resulting generally in a decrease in net interest income.

Asset/liability management is the process by which we monitor and control the mix and maturities of our assets and liabilities. The essential purposes of asset/liability management are to ensure adequate liquidity and to maintain an appropriate balance between interest sensitive assets and liabilities in order to minimize potentially adverse impacts on earnings from changes in market interest rates. We have both an internal finance committee consisting of senior management that meets at various times during each quarter and a management finance committee that meets weekly as needed. The finance committees are responsible for maintaining the level of interest rate sensitivity of our interest sensitive assets and liabilities within a board-approved limit

However, our gap analysis is not a precise indicator of our interest rate sensitivity position. The analysis presents only a static view of the timing of maturities and repricing opportunities, without taking into consideration that changes in interest rates do not affect all assets and liabilities equally. For example, rates paid on a substantial portion of core deposits may change contractually within a relatively short time frame, but those rates are viewed by management as significantly less interest-sensitive than market-based rates such as those paid on non-core deposits. Net interest income may be impacted by other significant factors in a given interest rate environment, including changes in the volume and mix of earning assets and interest-bearing liabilities. We believe we have positioned ourselves to where there is minimal impact on interest income in a rising or falling rate environment.

Provision and Allowance for Loan Losses

We have developed policies and procedures for evaluating the overall quality of our credit portfolio and the timely identification of potential problem credits. On a quarterly basis, our Board of Directors reviews and approves the appropriate level for the allowance for loan losses based upon management's recommendations, the results of our internal monitoring and reporting system, and an analysis of economic conditions in our market. The objective of management has been to fund the allowance for loan losses at a level greater than or equal to our internal risk measurement system for loan risk.

Additions to the allowance for loan losses, which are expensed as the provision for loan losses on our statement of operations, are made periodically to maintain the allowance at an appropriate level based on management's analysis of the potential risk in the loan portfolio. Loan losses and recoveries are charged or credited directly to the allowance. The amount of the provision is a function of the level of loans outstanding, the level of nonperforming loans, historical loan loss experience, the amount of loan losses actually charged against the reserve during a given period, and current and anticipated economic conditions.

The allowance represents an amount which management believes will be adequate to absorb inherent losses on existing loans that may become uncollectible. Our judgment as to the adequacy of the allowance for loan losses is based on a number of assumptions about future events, which we believe to be reasonable, but which may or may not prove to be accurate. Our determination of the allowance for loan losses is based on regular evaluations of the collectability of loans, including consideration of factors such as the balance of impaired loans, the quality, mix, and size of our overall loan portfolio, economic conditions that may affect the borrower's ability to repay, the amount and quality of collateral securing the loans, our historical loan loss experience, and a review of specific problem loans. We also consider subjective issues such as changes in our lending policies and procedures, changes in the local and national economy, changes in volume or type of credits, changes in the volume or severity of problem loans, quality

of loan review and board of director oversight, concentrations of credit, and peer group comparisons.

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More specifically, in determining our allowance for loan losses, we regularly review loans for specific and impaired reserves based on the appropriate impairment assessment methodology. Pooled reserves are determined using historical loss trends measured over a four quarter average applied to risk rated loans grouped by Federal Financial Examination Council (“FFIEC”) call code and segmented by impairment status. The pooled reserves are calculated by applying the appropriate historical loss ratio to the loan categories. Impaired loans greater than a minimum threshold established by management are excluded from this analysis. The sum of all such amounts determines our pooled reserves. Management undertook a thorough statistical review of our recognized loss history during the 2010 calendar year. This analysis revealed that over 80% of our losses were concentrated in the coastal markets. Management has strategically decided to reduce the Bank’s portfolio exposure to the coastal markets due to this and other factors. Accordingly, we modified our loss history calculation to segment our losses by geography. We now calculate a loss factor for each geography, then weight the overall loss factor by the geographic weight remaining in the overall portfolio. Over time we expect this to have a material impact on our required allowance level as we continue to reduce our exposure to problematic markets. We have also shortened the period over which we review historical losses from eight quarters to four in response to industry trends and conditions; the shorter loss history window is more in line with our peer group.

We track our portfolio and analyze loans grouped by FFIEC call code categories. The first step in this process is to risk grade each and every loan in the portfolio based on one common set of parameters. These parameters include items like debt-to-worth ratio, liquidity of the borrower, net worth, experience in a particular field and other factors such as underwriting exceptions. Weight is also given to the relative strength of any guarantors on the loan.

After risk grading each loan, we then segment the portfolio by FFIEC call code groupings, separating out substandard or impaired loans. The remaining loans are grouped into “performing loan pools.” The loss history for each performing loan pool is measured over a specific period of time to create a loss factor for each geographic region. The overall loss factor is then calculated by weighting each geographic region within the overall portfolio. The relevant look back period is determined by the Bank, regulatory guidance, and current market events. The loss factor is then applied to the pool balance and the reserve per pool calculated. Loans deemed to be substandard but not impaired are segregated and a loss factor is applied to this pool as well. Loans are segmented based upon sizes as smaller impaired loans are pooled and a loss factor applied, while larger impaired loans are assessed individually using the appropriate impairment measuring methodology. Finally, five qualitative factors are utilized to assess economic and other trends not currently reflected in the loss history. These factors include concentration of credit across the portfolio, the experience level of management and staff, effects of changes in risk selection and underwriting practice, industry conditions and the current economic and business environment. A quantitative value is assigned to each of the five factors, which is then applied to the performing loan pools. Negative trends in the loan portfolio increase the quantitative values assigned to each of the qualitative factors and, therefore, increase the reserve. For example, as general economic and business conditions decline, this qualitative factor’s quantitative value will increase, which will increase the reserve requirement for this factor. Similarly, positive trends in the loan portfolio, such as improvement in general economic and business conditions, will decrease the quantitative value assigned to this qualitative factor, thereby decreasing the reserve requirement for this factor. These factors are reviewed and updated by our risk management committee on a regular basis to arrive at a consensus for our qualitative adjustments.

Periodically, we adjust the amount of the allowance based on changing circumstances. We recognize loan losses to the allowance and add subsequent recoveries back to the allowance for loan losses. In addition, on a quarterly basis we informally compare our allowance for loan losses to various peer institutions; however, we recognize that allowances will vary as financial institutions are unique in the make-up of their loan portfolios and customers, which necessarily creates different risk profiles for the institutions. We would only consider further adjustments to our allowance for loan losses based on this peer review if our allowance was significantly different from our peer group. To date, we have not made any such adjustment. There can be no assurance that charge-offs of loans in future periods will not exceed the allowance for loan losses as estimated at any point in time or that provisions for loan losses will not be

significant to a particular accounting period, especially considering the overall weakness in the economic environment in our market areas.

Various regulatory agencies review our allowance for loan losses through their periodic examinations, and they may require additions to the allowance for loan losses based on their judgment and assumptions about the economic condition of our market and the loan portfolio available to them at the time of their examinations. Our losses will undoubtedly vary from our estimates, and it is possible that charge-offs in future periods will exceed the allowance for loan losses as estimated at any point in time.

As of December 31, 2010 and 2009, the allowance for loan losses was \$6,271,045 and \$9,800,746, respectively, a decrease of \$3,525,701, or 36.01%, from the 2009 allowance. However, as a percentage of total loans, the allowance for loan losses was 1.77% and 2.41% at December 31, 2010 and 2009, respectively. The decrease in the allowance for loan losses was driven primarily by the significant reduction in the size of our loan portfolio and to the many impaired loans previously reserved that were charged off during the period. At December 31, 2010 compared to December 31, 2009, our loan portfolio was \$52,299,432 or 12.86% lower. For 2010 compared to 2009 the average volume of our loans was \$82,381,401 or 17.82% lower. See “Nonperforming Assets” below for additional information regarding our asset quality and loan portfolio.

For the years 2010 and 2009, the provision for loan losses was \$3,541,650 and \$14,400,652, respectively. This represents a reduction of \$10,859,002, which is primarily attributable to the stabilization of the credit quality of our performing loan portfolio as well as the reduction in the volume of our loans.

We believe the allowance for loan losses at December 31, 2010, is adequate to meet potential loan losses inherent in the loan portfolio, and, as described earlier, to maintain the flexibility to adjust the allowance should our local economy and loan portfolio either improve or decline in the future.

The following table sets forth certain information with respect to the Company’s allowance for loan losses and the composition of charge-offs and recoveries for the five years ended December 31, 2010.

Allowance for Loan Losses

| (Dollars in thousands) | 2010 | 2009 | 2008 | 2007 | 2006 |
|-----------------------------------------------------------|-----------|-----------|-----------|-----------|-----------|
| Total loans outstanding at end of year | \$354,328 | \$406,627 | \$468,990 | \$468,138 | \$353,491 |
| Average loans outstanding | \$380,019 | \$462,400 | \$481,572 | \$414,907 | \$348,709 |
| Balance of allowance for loan losses at beginning of year | \$9,801 | \$8,224 | \$5,271 | \$4,002 | \$3,419 |
| Loans charged off: | | | | | |
| Real estate – construction | 4,430 | 7,114 | - | - | 17 |
| Real estate – mortgage | 4,380 | 4,197 | 1,136 | 205 | 718 |
| Commercial and industrial | 1,469 | 2,530 | 997 | 58 | 170 |
| Consumer and other | 116 | 446 | 235 | 193 | 151 |
| Total loan losses | 10,395 | 14,287 | 2,368 | 456 | 1,056 |
| Recoveries of previous loan losses: | | | | | |
| Real estate – construction | 1,311 | 985 | - | - | - |
| Real estate – mortgage | 1,409 | 390 | 322 | 36 | 105 |
| Commercial and industrial | 438 | 68 | 10 | 24 | 111 |
| Consumer and other | 165 | 20 | 54 | 22 | 31 |
| Total recoveries | 3,323 | 1,463 | 386 | 82 | 247 |
| Net charge-offs | 7,071 | 12,824 | 1,982 | 374 | 809 |
| Provision for loan losses | 3,542 | 14,401 | 4,935 | 1,643 | 1,392 |

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| | | | | | |
|-----------------------------------------------------|---------|---------|---------|---------|---------|
| Balance of allowance for loan losses at end of year | \$6,271 | \$9,801 | \$8,224 | \$5,271 | \$4,002 |
|-----------------------------------------------------|---------|---------|---------|---------|---------|

Ratios:

| | | | | | | | | | | |
|---------------------------------------------------|--------|---|--------|---|-------|---|-------|---|-------|---|
| Net charge-offs to average loans outstanding | 1.86 | % | 2.77 | % | 0.41 | % | 0.09 | % | 0.23 | % |
| Net charge-offs to loans at end of year | 2.00 | | 3.15 | | 0.42 | | 0.08 | | 0.23 | |
| Allowance for loan losses to average loans | 1.65 | | 2.12 | | 1.71 | | 1.27 | | 1.15 | |
| Allowance for loan losses to loans at end of year | 1.77 | | 2.41 | | 1.75 | | 1.13 | | 1.13 | |
| Net charge-offs to allowance for loan losses | 112.76 | | 130.84 | | 24.10 | | 7.10 | | 20.21 | |
| Net charge-offs to provision for loan losses | 199.69 | | 89.05 | | 40.16 | | 22.76 | | 58.11 | |

Nonperforming Assets

Nonperforming Assets - At December 31, 2010 and 2009, loans totaling \$19,866,061 and \$25,406,383, respectively, were in nonaccrual status, total loans of \$1,910,413 and \$40,197, respectively, were 90 days or more overdue and still accruing interest, and restructured loans were \$2,183,635 and \$420,033, respectively.

The following table shows the nonperforming assets, percentages of net charge-offs, and the related percentage of allowance for loan losses for the five years ended December 31, 2010.

| (Dollars in thousands) | 2010 | 2009 | 2008 | 2007 | 2006 |
|-------------------------------------------------------------------|-----------|-----------|-----------|----------|----------|
| Loans over 90 days past due and still accruing | \$ 1,910 | \$ 40 | \$ 2,097 | \$ 1,781 | \$ 464 |
| Loans on nonaccrual: | | | | | |
| Real estate construction | 14,796 | 16,380 | 6,250 | - | - |
| Real estate mortgage | 4,311 | 8,840 | 12,573 | 1,465 | 637 |
| Commercial | 753 | 154 | 563 | 114 | - |
| Consumer | 6 | 32 | 206 | 79 | 34 |
| Total nonaccrual loans | 19,866 | 25,406 | 19,592 | 1,658 | 671 |
| Total of nonperforming loans | 21,776 | 25,446 | 21,689 | 3,439 | 1,135 |
| Other nonperforming assets | 14,699 | 8,954 | 380 | 197 | 1,386 |
| Total nonperforming assets | \$ 36,475 | \$ 34,400 | \$ 22,069 | \$ 3,636 | \$ 2,521 |
| Percentage of nonperforming assets to total assets | 6.88 % | 5.33 % | 3.66 % | 0.61 % | 0.55 % |
| Percentage of nonperforming loans to total loans | 10.29 % | 8.46 % | 4.71 % | 0.73 % | 0.32 % |
| Allowance for loan losses as a percentage of non-performing loans | 28.80 % | 38.52 % | 37.92 % | 153.27 % | 352.60 % |

Generally, loans are placed on nonaccrual status if principal or interest payments become 90 days past due and/or we deem the collectibility of the principal and/or interest to be doubtful. Once a loan is placed in nonaccrual status, all previously accrued and uncollected interest is reversed against interest income. Interest income on nonaccrual loans is recognized on a cash basis when the ultimate collectability is no longer considered doubtful. Loans are returned to accrual status when the principal and interest amounts contractually due are brought current and future payments are reasonably assured. If interest on our loans classified as nonaccrual at December 31, 2010 and 2009 had been recognized on a fully accruing basis, we would have recorded an additional \$681,469 and \$2,450,489 of interest income for the years ended December 31, 2010 and 2009, respectively. All nonaccruing loans at December 31, 2010 and 2009 were included in our classification of impaired loans at those dates.

Impaired loans - At December 31, 2010, we had impaired loans totaling \$19,301,570, as compared to \$48,692,632 at December 31, 2009. The significant reduction in impaired loans is due mainly to the removal of approximately \$30,000,000 of loans from the impaired loan classification. Historically, we have considered all loans identified as “substandard” assets to be “impaired” assets. A regulatory external audit identified the need to separate these categories per the actual regulatory definition for each classification. A bank asset may meet the definition of “substandard” while not also meeting the definition of “impaired.” However, all assets meeting the definition of “impaired” are automatically “substandard.” Accordingly, we evaluated those loans identified as substandard and separated “substandard” assets from “substandard and impaired” assets. The evaluation revealed that approximately \$30,000,000 of assets considered substandard did not meet the requirements to be considered impaired. Additionally, during 2010 we charged off impaired loans totaling \$7,551,314; to this end, we have fully complied with the requirements of the Bank MOU

relating to the reductions of assets classified as “loss” or “doubtful”. Included in the impaired loans at December 31, 2010, were eight borrowers that accounted for approximately 76.31% of the total amount of the impaired loans at that date. These loans were primarily commercial real estate loans isolated to the coastal regions of South Carolina. Impaired loans, as a percentage of total loans, were 5.45% at December 31, 2010 as compared to 11.97% at December 31, 2009.

During the year ended December 31, 2010, the average investment in impaired loans was \$24,058,444 as compared to \$43,537,156 during the year ended December 31, 2009. Impaired loans with a specific allocation of the allowance for loan losses totaled \$10,131,000 and \$17,526,321 at December 31, 2010 and 2009, respectively. The amount of the specific allocation at December 31, 2010 and 2009 was \$559,564 and \$3,755,475, respectively.

The downturn in the real estate market that began in 2008 has resulted in an increase in loan delinquencies, defaults and foreclosures; however, we believe these trends are stabilizing as our other real estate owned liquidation prices have stabilized for vertical construction, indicating some stabilization of demand for such product. In some cases, this downturn has resulted in a significant impairment to the value of our collateral and ability to sell the collateral upon foreclosure at its appraised value. However, there is a risk that downward trends could continue at a higher pace. If real estate values further decline, it is also more likely that we would be required to increase our allowance for loan losses.

On a quarterly basis, we analyze each loan that is classified as impaired during the period to determine the potential for possible loan losses. This analysis is focused upon determining the then current estimated value of the collateral, local market condition, and estimated costs to foreclose, repair and resell the property. The net realizable value of the property is then computed and compared to the loan balance to determine the appropriate amount of specific reserve for each loan.

Other nonperforming assets – Other nonperforming assets consist of other real estate owned (“OREO”) that was acquired through foreclosure. Other real estate owned is carried at fair market value minus estimated costs to sell. Current appraisals are obtained at time of foreclosure and write-downs, if any, charged to the allowance for loan losses as of the date of foreclosure. On a regular basis, we reevaluate our OREO properties for impairment. Along with gains and losses on disposal, expenses to maintain such assets and subsequent changes in the valuation allowance are included in other noninterest expense.

As of December 31, 2010, we had OREO properties totaling \$14,669,051, geographically located in the following South Carolina areas - 71% in the Coastal area, 17% in the Columbia area and 12% in the Florence area. The combined nature of these properties is 91% commercial and 9% residential and other. While we are diligently trying to dispose of our OREO properties, the currently depressed real estate market affects our ability to do so in a timely manner. Additionally, there can be no assurance that these properties can be sold for their carrying values.

Loans over 90 days and still accruing – As of December 31, 2010, we had four loans totaling \$1,910,413 that were past due 90 days and still accruing interest. All loans are secured by real estate and included in our impaired loan classification at December 31, 2010. In our opinion, these loans are more than adequately secured, which will allow us to collect the outstanding principal and all accrued interest if we have to liquidate the collateral.

Restructured Loans - In situations where, for economic or legal reasons related to a borrower’s financial difficulties, a concession to the borrower is granted that we would not otherwise consider, the related loan is classified as a troubled debt restructuring. The restructuring of a loan may include the transfer from the borrower to us of real estate, receivables from third parties, other assets, or an equity interest in the borrower in full or partial satisfaction of the loan, modification of the loan terms, or a combination of the above.

At December 31, 2010, we had restructured loans totaling \$2,183,635 consisting of seven borrowers. All loans were secured by real estate and included in our classification of impaired loans at December 31, 2010. These loans were performing and generally renegotiated for lower interest rates.

Noninterest Income and Expense

Noninterest Income - The following table sets forth the principal components of noninterest income for the years ended December 31, 2010 and 2009.

| (Dollars in thousands) | 2010 | 2009 |
|-----------------------------------------------|----------|----------|
| Service fees on deposit accounts | \$ 1,837 | \$ 1,969 |
| Other service charges, commissions and fees | 679 | 559 |
| Gain on sale of mortgage loans | 876 | 2,464 |
| Gain on sale of securities available-for-sale | 803 | 1,877 |
| Income from bank owned life insurance | 418 | 423 |
| Other income | 283 | 318 |
| Total noninterest income | \$ 4,896 | \$ 7,610 |

For the year ended December 31, 2010, noninterest income decreased \$2,713,663, or 35.66% to \$4,896,455 from \$7,610,118 for the comparable 2009 period. Due to the weak demand for mortgage loans and the decrease in residential mortgages being refinanced because of low interest rates, our gain on the sale of mortgage loans were \$1,588,163 lower for 2010 compared to 2009. Additionally, the decrease in our noninterest income 2010 compared to 2009 was negatively impacted by the decline of \$1,073,161 in our gain on sale of securities available-for-sale.

Noninterest Expense - For the year ended December 31, 2010 and 2009, total noninterest expense totaled \$19,234,431 and \$19,619,266, respectively, equating to a decline of \$384,835, or 1.96% for 2010 compared to 2009.

For 2010 compared to 2009, salaries and employee benefits decreased \$798,744 and mortgage loan expenses decreased \$261,917. The decline in both these categories of expenses is due to the decline in the demand for residential mortgages, which caused the significant decline in commissions earned for generating mortgages.

Our supervisory fees and assessment expense for 2010 was lower by \$308,391 compared to 2009. This reduction is mainly attributable to the decline in our core deposits for 2010 compared to 2009 and to the one-time special FDIC assessment during 2009 for our deposit insurance.

Compared to 2009, our professional fees and service expense for 2010 was \$600,522 higher as a result of the increase in professional fees relating to (i) the Bank MOU we entered into with our primary regulators in August 2010, (ii) certain legal expenses related to foreclosures and troubled loans, as well as mortgage-related litigation insurance claims, (iii) the increase in fees for complying with the TARP CPP program that we entered into during 2009, and (iv) legal expenses associated with the renewal of the Company's director and officer insurance.

Due to the 32.52% increase in the average volume of other real estate that we owned during 2010 compared to 2009, our other real estate owned expense was \$263,029 higher for 2010 compared to 2009.

The following table sets forth the primary components of noninterest expense for the years ended December 31, 2010 and 2009.

| (Dollars in thousands) | 2010 | 2009 |
|--------------------------------|----------|-----------|
| Salaries and employee benefits | \$ 9,531 | \$ 10,330 |
| Net occupancy | 1,504 | 1,530 |
| Furniture and equipment | 1,200 | 1,136 |
| Advertising | 245 | 264 |

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| | | |
|---------------------------------------------|-----------|-----------|
| Office supplies and printing | 224 | 238 |
| Computer supplies and software amortization | 213 | 257 |
| Telephone | 257 | 262 |
| Professional fees and services | 1,412 | 812 |
| Meetings and travel expenses | 234 | 220 |
| Supervisory fees and assessment | 1,040 | 1,349 |
| Debit and credit card expenses | 435 | 357 |
| Other real estate owned expenses | 913 | 650 |
| Mortgage loan expenses | 403 | 665 |
| Other | 1,623 | 1549 |
| Total noninterest expense | \$ 19,234 | \$ 19,619 |
| Efficiency ratio | 94.27 % | 89.03 % |

Our income tax provision for the years ended December 31, 2010 and 2009 consists of a tax benefit of \$1,439,719 and \$4,180,521, respectively. The decrease in the tax benefit is attributable to the reduction of the net operating loss incurred before our income tax provision and to the relationship of our non-taxable income generated from investments in bank-owned life insurance and tax-exempt municipal bonds to our net loss before income taxes.

Earning Assets

Loans - Loans, including loans held for sale, are the largest category of earning assets and typically provide higher yields than the other types of earning assets. Associated with the higher loan yields are the inherent credit and liquidity risks which management attempts to control and counterbalance. Loans averaged \$380,018,889 in 2010 compared to \$462,400,290 in 2009, a decrease of \$82,381,401, or 17.82%. At December 31, 2010, total loans were \$355,513,545 compared to \$411,728,010 at December 31, 2009, a decrease of \$56,214,465, or 13.65%. Excluding loans held for sale, loans were \$354,327,969 at December 31, 2009 compared to \$406,627,401 at December 31, 2009, which equated to a decrease of \$52,299,432, or 12.86%. This decrease is the result of the economic downturn in our markets that caused the volume of new loan customers to decrease.

The following table sets forth the composition of the loan portfolio, excluding loans held for sale, by category at the dates indicated and highlights the Company's general emphasis on all types of lending.

Composition of Loan Portfolio

Expressed in dollars

| December 31, (Dollars in thousands) | 2010 | 2009 | 2008 | 2007 | 2006 |
|----------------------------------------|-------------------|-------------------|-------------------|-------------------|-------------------|
| Real estate | | | | | |
| Construction | \$ 62,635 | \$ 77,567 | \$ 60,744 | \$ 65,432 | \$ 64,118 |
| Mortgage – residential | 92,195 | 103,845 | 122,133 | 120,198 | 91,039 |
| Mortgage - nonresidential | 152,178 | 169,934 | 201,318 | 195,992 | 127,214 |
| Total real estate loans | 307,008 | 351,346 | 384,195 | 381,622 | 282,371 |
| Commercial and industrial | 40,857 | 45,887 | 70,878 | 67,772 | 51,710 |
| Consumer | 6,057 | 7,943 | 8,974 | 11,342 | 12,729 |
| Other | 406 | 1,452 | 4,943 | 7,402 | 6,681 |
| Total loans | 354,328 | 406,628 | 468,990 | 468,138 | 353,491 |
| Allowance for loan losses | (6,271) | (9,801) | (8,224) | (5,271) | (4,002) |
| Net loans | \$ 348,057 | \$ 396,827 | \$ 460,766 | \$ 462,867 | \$ 349,489 |

Expressed in percentages

| December 31, | 2010 | 2009 | 2008 | 2007 | 2006 |
|--------------------------------|--------------|--------------|--------------|--------------|--------------|
| Real estate | | | | | |
| Construction | 17.68 % | 19.08 % | 12.95 % | 13.98 % | 18.14 % |
| Mortgage – residential | 26.02 | 25.54 | 26.04 | 25.67 | 25.75 |
| Mortgage - nonresidential | 42.95 | 41.79 | 42.94 | 41.87 | 35.99 |
| Total real estate loans | 86.65 | 86.41 | 81.93 | 81.52 | 79.88 |
| Commercial and industrial | 11.53 | 11.28 | 15.11 | 14.48 | 14.63 |
| Consumer | 1.71 | 1.95 | 1.91 | 2.42 | 3.60 |

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| | | | | | | | | | | |
|---------------------------|--------|---|--------|---|--------|---|--------|---|--------|---|
| Other | 0.11 | | 0.36 | | 1.05 | | 1.58 | | 1.89 | |
| Total loans | 100.00 | % | 100.00 | % | 100.00 | % | 100.00 | % | 100.00 | % |
| Allowance for loan losses | 1.77 | % | 2.41 | % | 1.75 | % | 1.13 | % | 1.13 | % |

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In the context of this discussion, a “real estate mortgage loan” is defined as any loan, other than a loan for construction purposes, secured by real estate, regardless of the purpose of the loan. It is common practice for financial institutions in our market area to obtain a mortgage on real estate whenever possible, in addition to any other available collateral. This collateral is taken to reinforce the likelihood of the ultimate repayment of the loan and tends to increase management’s willingness to make real estate loans and, to that extent, also tends to increase the magnitude of the real estate loan portfolio component.

The largest component of our loan portfolio is real estate mortgage loans. At December 31, 2010, real estate mortgage loans totaled \$244,372,921 and represented 68.97% of the total loan portfolio, compared to \$273,778,501, or 67.33%, at December 31, 2009.

Residential mortgage loans totaled \$92,194,602 at December 31, 2010, and represented 26.02% of the total loan portfolio, compared to \$103,845,153 and 25.54%, respectively, at December 31, 2009. Residential real estate loans consist of first and second mortgages on single or multi-family residential dwellings. Nonresidential mortgage loans, which include commercial loans and other loans secured by multi-family properties and farmland, totaled \$152,172,318 at December 31, 2010, compared to \$169,933,348 at December 31, 2009. This represents a decrease of \$17,755,030, or 10.45%, from the December 31, 2009 balance. Real estate construction loans were \$62,635,354 and \$77,566,504 at December 31, 2010 and 2009, respectively, and represented 17.68% and 19.08% of the total loan portfolio, respectively. Currently, the demand for all types of real estate mortgage loans in our market area is very weak.

Commercial and industrial loans decreased \$5,030,308, or 10.96%, to \$40,856,929 at December 31, 2010, from \$45,887,237 at December 31, 2009. The decrease is mainly due to the economic downturn in our markets that caused the demand for these types of loans to decrease. At December 31, 2010 and 2009, commercial and industrial loans represented 11.53% and 11.28%, respectively, of the total loan portfolio.

Our loan portfolio is also comprised of consumer loans. Consumer loans decreased \$1,885,579, or 23.74%, to \$6,057,089 at December 31, 2010, from \$7,942,668 at December 31, 2009. At December 31, 2010 and 2009, consumer loans represented 1.71% and 1.95%, respectively, of the total loan portfolio.

Our loan portfolio reflects the diversity of the markets we serve. The economies of our markets contain elements of medium and light manufacturing, higher education, regional health care, and distribution facilities. We expect the area to remain stable; however, due to the currently depressed economies of our markets, we do not expect any material growth in the near future. We do not engage in foreign lending.

The repayment of loans in the loan portfolio as they mature is also a source of liquidity for the Company. The following table sets forth the Company's loans maturing within specified intervals at December 31, 2010.

Loan Maturity Schedule and Sensitivity to Changes in Interest Rates

| December 31, 2010 (Dollars in thousands) | Over One Year | | | Total |
|---------------------------------------------|---------------------|-----------------------|--------------------|------------|
| | One Year or Less | Through Five Years | Over Five Years | |
| Commercial and industrial | \$ 39 | \$ 36,830 | \$ 3,988 | \$ 40,857 |
| Real estate | 9,794 | 229,851 | 67,363 | 307,008 |
| Consumer and other | 462 | 4,062 | 1,939 | 6,463 |
| | \$ 10,295 | \$ 270,743 | \$ 73,290 | \$ 354,328 |

Loans maturing after one year with:

| | |
|-------------------------|------------|
| Fixed interest rates | \$ 168,751 |
| Floating interest rates | 175,282 |
| | \$ 344,033 |

The information presented in the above table is based on the contractual maturities of the individual loans, including loans which may be subject to renewal at their contractual maturity. Renewal of such loans is subject to review and credit approval as well as modification of terms upon maturity. Consequently, we believe this treatment presents fairly the maturity and repricing structure of the loan portfolio shown in the above table.

Investment Securities - The investment securities portfolio is also a component of our total earning assets. Investment securities consist of securities available-for-sale and nonmarketable equity securities.

Available-for-Sale Securities

Total securities available-for-sale averaged \$112,117,438 and \$94,506,986 in 2010 and 2009, respectively. This equates to an increase of 17,610,452, 18.63% for 2010 compare to 2009. At December 31, 2010 our investment in available-for sale securities was \$84,472,553, which is \$37,476,191, or 30.73%, lower than our investment of \$121,948,744 in available-for-sale securities at December 31, 2009. As the volume of our loans declined during 2010, we used the net proceeds from the sales and maturities of our investment securities to reduce our high cost deposits and wholesale funding.

The amortized costs and the fair value of our securities available-for-sale at December 31, 2010 and December 31, 2009 are shown in the following table.

| (Dollars in thousands) | December 31, 2010 | | December 31, 2009 | |
|----------------------------------|-------------------|-------------------------|-------------------|-------------------------|
| | Amortized Cost | Estimated Fair Value | Amortized Cost | Estimated Fair Value |
| Government sponsored enterprises | \$5 | \$5 | \$3,022 | \$3,011 |
| Mortgage-backed securities | 35,362 | 35,770 | 59,325 | 58,133 |
| Municipal securities | 49,804 | 48,657 | 61,300 | 60,737 |
| Other | 200 | 41 | 219 | 68 |
| | \$85,371 | \$84,473 | \$123,866 | \$121,949 |

At December 31, 2010, securities classified as available-for-sale are recorded at fair market value. All of the unrealized losses at December 31, 2010, consisted of five individual securities that had been in a continuous loss position for twelve months or more. We believe that the deterioration in value is attributable to changes in market interest rates and not in credit quality and consider these losses temporary. We do not intend to sell these securities

and it is more likely than not that we will not be required to sell these securities before recovery of their amortized costs. We evaluate investment securities in a loss position based on length of impairment, severity of impairment and other factors.

During 2010 we determined that our investment in Beach First National Bancshares, Inc. was worthless, since that Company's bank subsidiary was taken into receivership by the FDIC in April 2010. Hence, we recorded an impairment loss of \$18,750 in 2010 for this investment.

Available-for-Sale Securities Maturity Distribution and Yields

| December 31, 2010 (Dollars in thousands) | Within One Year | | After One But Within Five Years | | After Five But Within Ten Years | | After Ten Years | | Total | |
|----------------------------------------------|-----------------|-------|------------------------------------|-------|------------------------------------|-------|-----------------|-------|-----------|-------|
| | Amount | Yield | Amount | Yield | Amount | Yield | Amount | Yield | Amount | Yield |
| U.S. government agencies and corporations | \$ - | - | \$ 5 | 6.31% | \$ - | - | \$ - | - | \$ 5 | 6.31% |
| Municipals(2) | - | - | 4,940 | 6.18 | 19,589 | 6.60 | 24,128 | 6.80 | 48,657 | 6.40 |
| Total securities(1) | \$ - | - | \$ 4,945 | 6.18% | \$ 19,589 | 6.60% | \$ 24,128 | 6.80% | \$ 48,662 | 6.66% |

(1) Excludes mortgage-backed securities totaling \$35,769,713 with a yield of 4.26 % and other securities totaling \$40,500.

(2) Yields are based on a tax equivalent basis of 34%.

Other attributes of the securities portfolio, including yields and maturities, are discussed above in "Net Interest Income-Interest Sensitivity Analysis."

Nonmarketable Equity Securities — Nonmarketable equity securities are recorded at their original cost since no ready market exists for these securities. At December 31, 2010, nonmarketable equity securities consist of Federal Home Loan Bank and Community Bankers Bank stock, which are recorded at their original cost of \$4,299,200 and \$58,100, respectively. At December 31, 2009, nonmarketable equity securities consist of Federal Home Land Bank stock of \$4,812,000.

Interest-Bearing Deposits with Other Banks – At December 31, 2010 and 2009, interest-bearing deposits with other banks totaled \$23,863,781 and \$51,047,467, respectively. For the years 2010 and 2009, the average balance of these deposits was \$38,122,738 and \$53,492,638, respectively.

Deposits and Other Interest-Bearing Liabilities

Average interest-bearing liabilities decreased \$69,797,937, or 12.33%, to \$496,404,349 in 2010, from \$566,202,286 in 2009.

Deposits - Average total deposits decreased \$32,696,222, or 6.09%, to \$504,528,831 in 2010, from \$537,225,053 in 2009. At December 31, 2010, total deposits were \$455,250,465 compared to \$552,762,979 a year earlier, a decrease of \$97,512,514, or 17.64%.

Average interest-bearing deposits decreased \$31,989,903, or 6.50%, to \$460,335,148 in 2010, from \$492,325,051 in 2009. The average balance of non-interest bearing deposits decreased \$706,319, or 1.57%, to \$44,193,683 in 2010, from \$44,900,002 in 2009.

The following table sets forth the average balance amounts and the average rates paid by us for the years ended December 31, 2010 and 2009.

Deposits

| (Dollars in thousands) | 2010 | | 2009 | |
|----------------------------------|-------------------|-------------------------|-------------------|-------------------------|
| | Average Amount | Average Rate Paid | Average Amount | Average Rate Paid |
| Demand deposit accounts | \$44,194 | - % | \$44,900 | - % |
| NOW accounts | 38,849 | 0.50 | 37,516 | 0.57 |
| Savings accounts | 107,663 | 1.11 | 104,429 | 1.67 |
| Time deposits \$100,000 and over | 180,052 | 3.13 | 188,744 | 2.95 |
| Other time deposits | 133,771 | 2.36 | 161,636 | 3.11 |
| Total deposits | \$504,529 | 2.02 % | \$537,225 | 2.39 % |

Core deposits, which exclude time deposits of \$100,000 or more, provide a relatively stable funding source for our loan portfolio and other earning assets. Our core deposits were \$297,769,985 and \$357,416,788 at December 31, 2010 and December 31, 2009, respectively. This equates to a decrease in core deposits of \$59,646,803, or 16.69%. As our loan demand declined, we correspondently lowered our rates for all types of deposits, especially those under \$100,000. This is the primary reason why our time deposits under \$100,000 declined by \$55,829,016, or 34.51% from December 31, 2009 to December 31, 2010.

Included in time deposits \$100,000 and over, at December 31, 2010 and December 31, 2009 are brokered time deposits of \$111,929,000 and \$124,468,000, respectively. In accordance with our asset/liability management strategy, we do not intend to renew or replace the outstanding brokered deposits at December 31, 2010, when they mature. In comparing December 31, 2010 with December 31, 2009, we have reduced our brokered time deposits by \$12,539,000.

Deposits, and particularly core deposits, have been our primary source of funding and have enabled us to meet successfully both our short-term and long-term liquidity needs. We anticipate that such deposits will continue to be our primary source of funding in the future. Our loan-to-deposit ratio was 77.83% and 73.56% on December 31, 2010 and 2009, respectively.

The maturity distribution of our time deposits of \$100,000 or more at December 31, 2010, is set forth in the following table:

| (Dollars in thousands) | Within Three | After Three | After Six | After Twelve | Total |
|----------------------------------------------|--------------|-------------|-----------|--------------|------------|
| | Months | Through Six | Through | Months | |
| Certificates of deposit of \$100,000 or over | \$ 24,969 | \$ 10,461 | \$ 20,921 | \$ 101,129 | \$ 157,480 |

Approximately 35.79% of our time deposits of \$100,000 or more had scheduled maturities within one year. Large certificate of deposit customers tend to be extremely sensitive to interest rate levels, making these deposits less reliable sources of funding for liquidity planning purposes than core deposits. We expect most certificates of deposits with maturities less than one year to be renewed upon maturity. However, there is the possibility that some certificates may not be renewed. We believe that, should that occur, the impact would be minimal on our operations and liquidity due to the availability of other funding sources.

Other Borrowings - The following table summarizes the Company's borrowings for the years ended December 31, 2010 and 2009. These borrowings consist of securities sold under agreements to repurchase, advances from the Federal Home Loan Bank, federal funds purchased, a note payable and junior subordinated debentures. Securities sold under agreements to repurchase mature on a one to seven day basis. These agreements are secured by U.S. government agencies. Advances from Federal Home Loan Bank mature at different periods as discussed in the footnotes to the financial statements and are secured by the Company's one to four family residential mortgage loans and the Company's investment in Federal Home Loan Bank stock. Federal funds purchased are short-term borrowings from other financial institutions that mature daily.

| (Dollars in thousands) | Maximum Outstanding at any Month End | Weighted Average Balance | Average Interest Rate | Interest Balance December 31, | Rate at December 31, |
|-----------------------------------------------|-----------------------------------------------|--------------------------------|--------------------------|-------------------------------------|-------------------------|
| December 31, 2010 | | | | | |
| Securities sold under agreement to repurchase | \$ 934 | \$ 805 | 0.25 % | \$ 477 | 0.25 % |
| Advances from Federal Home Loan Bank | 27,010 | 24,954 | 3.40 | 13,000 | 1.09 |
| Junior subordinated debentures | 10,310 | 10,310 | 6.00 | 10,310 | 2.17 |
| December 31, 2009 | | | | | |
| Securities sold under agreement to repurchase | \$ 7,664 | \$ 2,262 | 0.05 % | \$ 598 | 0.25 % |
| Advances from Federal Home Loan Bank | 93,500 | 59,800 | 3.57 | 34,000 | 3.17 |
| Federal funds purchased | 11,482 | 21 | 0.82 | - | - |
| Note payable | 6,950 | 1,485 | 2.01 | - | - |
| Junior subordinated debentures | 10,310 | 10,310 | 5.95 | 10,310 | 5.93 |

Capital

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could have a material effect on our consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, our banking subsidiary must meet specific capital guidelines that involve quantitative measures of our assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Our capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Currently, the Bank MOU requires that the Bank maintain a Tier 1 leverage ratio of 8%, and our other regulatory capital ratios at such levels so as to be considered well capitalized for regulatory purposes. We continue to be in full compliance with this requirement of the Bank MOU.

Quantitative measures established by regulation to ensure capital adequacy require us to maintain minimum ratios of Tier 1 and total capital as a percentage of assets and off-balance sheet exposures, adjusted for risk weights ranging from 0% to 100%. Tier 1 capital consists of common shareholders' equity, excluding the unrealized gain or loss on securities available-for-sale, minus certain intangible assets. Tier 2 capital consists of the allowance for loan losses subject to certain limitations. Total capital for purposes of computing the capital ratios consists of the sum of Tier 1 and Tier 2 capital. To be considered "well capitalized" for regulatory purposes, a bank must maintain a Tier 1 leverage ratio of at least 5%, a Tier 1 risk-based capital ratio of at least 6%, and a total risk-based capital ratio of at least 10%.

The Company and the Bank were each considered to be "well capitalized" for regulatory purposes at December 31, 2010. The following table shows the regulatory capital ratios for the Company and the Bank at December 31, 2010.

Analysis of Capital and Capital Ratios

| | Company | Bank |
|--------------------------------------------------------------------|-----------|-----------|
| (Dollars in thousands) | | |
| Tier 1 capital | \$55,588 | \$49,787 |
| Tier 2 capital | 5,223 | 5,254 |
| Total qualifying capital | \$60,811 | \$55,041 |
| Risk-adjusted total assets (including off-balance sheet exposures) | \$416,793 | \$419,316 |
| Risk-based capital ratios: | | |
| Total risk-based capital ratio | 14.59 | % 13.13 |
| Tier 1 risk-based capital ratio | 13.34 | 11.87 |
| Tier 1 leverage ratio | 9.99 | 8.94 |

Impact of Off-Balance Sheet Instruments

We are a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of our customers. These financial instruments consist of commitments to extend credit and standby letters of credit. Commitments to extend credit are legally binding agreements to lend to a customer at predetermined interest rates as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. A commitment involves, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheets. The exposure to credit loss in the event of nonperformance by the other party to the instrument is represented by the contractual notional amount of the instrument. Since certain commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Letters of credit are conditional commitments issued to guarantee a customer's performance to a third party and have essentially the same credit risk as other lending facilities. Standby letters of credit often expire without being used.

We use the same credit underwriting procedures for commitments to extend credit and standby letters of credit as it does for its on-balance sheet instruments. The creditworthiness of each borrower is evaluated and the amount of collateral, if deemed necessary, is based on the credit evaluation. Collateral held for commitments to extend credit and standby letters of credit varies but may include accounts receivable, inventory, property, plant, equipment, and income-producing commercial properties.

We have not entered into off-balance sheet contractual relationships, other than those disclosed in this report, that could result in liquidity needs or other commitments or that could significantly impact earnings.

At December 31, 2010 we had issued commitments to extend credit of \$32,932,922 and standby letters of credit of \$2,102,497 through various types of commercial lending arrangements. These commitments included \$29,916,840 of credits with variable interest rates.

The following table sets forth the length of time until maturity for unused commitments to extend credit and standby letters of credit at December 31, 2010.

| | After One Through Three | After Three Through Twelve | Within One | Greater Than |
|------------|-------------------------------|----------------------------------|------------|-----------------|
| Within One | | | | |

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| (Dollars in thousands) | Month | Months | Months | Year | One Year | Total |
|-------------------------------------|----------|----------|----------|----------|-----------|-----------|
| Unused commitments to extend credit | \$ 2,366 | \$ 2 | \$ 3,107 | \$ 5,475 | \$ 27,458 | \$ 32,933 |
| Standby letters of credit | 400 | 1,575 | 101 | 2,076 | 26 | 2,102 |
| Totals | \$ 2,766 | \$ 1,577 | \$ 3,208 | \$ 7,551 | \$ 27,484 | \$ 35,035 |

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The Company evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on its credit evaluation of the borrower. Collateral varies but may include accounts receivable, inventory, premises, furniture and equipment, and commercial and residential real estate.

Liquidity Management and Capital Resources

Liquidity represents the ability of a company to convert assets into cash or cash equivalents without significant loss, and the ability to raise additional funds by increasing liabilities. Liquidity management involves monitoring our sources and uses of funds in order to meet our day-to-day cash flow requirements while maximizing profits. Liquidity management is made more complicated because different balance sheet components are subject to varying degrees of management control. For example, the timing of maturities of our investment portfolio is fairly predictable and subject to a high degree of control at the time investment decisions are made. However, net deposit inflows and outflows are far less predictable and are not subject to the same degree of control.

At December 31, 2010, our liquid assets, consisting of cash and cash equivalents amounted to \$25.6 million, or 4.84% of total assets. Our investment securities, excluding nonmarketable securities, at December 31, 2010 amounted to \$84.5 million, or 15.94% of total assets. Investment securities traditionally provide a secondary source of liquidity since they can be converted into cash in a timely manner. However, \$84.4 million of these securities were pledged as collateral to secure public deposits and borrowings as of December 31, 2010. As of December 31, 2010, we had available unused short-term lines of credit to borrow up to \$46.4 million from unrelated financial institutions as an additional source of liquidity funding. Additionally, we have a line of credit to borrow funds from the FHLB up to \$173.7 million, of which \$13 million had been drawn on this line as of December 31, 2010. At December 31, 2009, our liquid assets amounted to \$53.3 million, or 8.26% of total assets. Our investment securities, excluding nonmarketable securities, at December 31, 2009 amounted to \$121.9 million, or 18.89% of total assets. However, \$115.3 million of these securities were pledged.

Our ability to maintain and expand our deposit base and borrowing capabilities serves as our primary source of liquidity. During 2010 we reduced our wholesale funding by \$21 million. For the near future, it is our intention to reduce the use of wholesale funding to fund loan demand. We plan to meet our future cash needs through the liquidation of temporary investments, the generation of deposits, and from additional borrowings. In addition, we will receive cash upon the maturity and sale of loans and the maturity of investment securities. During 2010 and 2009, as a result of historically low rates that were being earned on short-term liquidity investments, we maintained a lower than normal level of short-term liquidity securities. At December 31, 2010, we had two federal funds purchased lines of credit with correspondent banks giving us credit availability totaling approximately \$11.0 million for which there were no outstanding borrowings and an unused line of credit of \$35.4 million to borrow funds from the Federal Reserve Bank. Also, we are a member of the Federal Home Loan Bank of Atlanta, (the "FHLB") from which applications for borrowings can be made for leverage purposes. The FHLB requires that securities, qualifying mortgage loans, and stock of the FHLB owned by the bank be pledged to secure any advances from the FHLB. We have an available line to borrow funds from the Federal Home Loan Bank up to 30% of the Bank's total assets, which provide additional available funds of \$173.7 million at December 31, 2010. At December 31, 2010 the bank had \$13 million outstanding in FHLB advances. We believe that sources described above will be sufficient to meet our future liquidity needs.

The Company is largely dependent upon dividends from the Bank as a source of cash. The Bank MOU restricts the ability of the Bank to declare and pay dividends to the Company. The Company MOU requires the Company to obtain approval of the Federal Reserve Bank prior to declaring dividends. The Company requested and received approval from the Federal Reserve Bank to pay dividends on its outstanding preferred stock and interest on its trust-preferred securities for the first quarter of 2011. However, no assurance can be given as to the ability of the

Company to obtain approval from the Federal Reserve Bank to pay such dividends and interest in future quarters while the memorandum remains in effect. See “Business – Supervision and Regulation – Memoranda of Understanding” and “– Payment of Dividends” in Part I of the Company’s Annual Report on Form 10-K for the year ended December 31, 2010.

Contractual Obligations

The following table provides payments due by period for various contractual obligations as of December 31, 2010:

| (Dollars in thousands) | Within One Year | Over One to Two Years | Over Two to Three Years | Over Three to Five Years | After Five Years | Total |
|---------------------------------|--------------------|-----------------------------|-------------------------------|--------------------------------|------------------------|-------------------|
| Certificate accounts (1) | \$ 134,702 | \$ 62,384 | \$ 36,988 | \$ 17,878 | \$ 11,480 | \$ 263,432 |
| Short-term borrowings (2) | 477 | - | - | - | - | 477 |
| Long-term debt (3) | - | 2,000 | 10,000 | 1,000 | 10,310 | 23,310 |
| Purchases | - | - | - | - | - | - |
| Operating lease obligations (4) | 328 | 295 | 302 | 604 | 5,443 | 6,972 |
| Totals | \$ 135,507 | \$ 64,679 | \$ 47,290 | \$ 19,482 | \$ 27,233 | \$ 294,191 |

- (1) Certificates of deposit give customers rights to early withdrawal. Early withdrawals may be subject to penalties. The penalty amount depends on the remaining time to maturity at the time of early withdrawal.
- (2) Short-term borrowings consist of securities sold under agreements to repurchase and a note payable. We expect securities repurchase agreements to be re-issued and, as such, do not necessarily represent an immediate need for cash.
- (3) Long term debt consists of Federal Home Loan Bank borrowings and junior subordinated debentures.
- (4) Operating lease obligations include lease obligations for existing and future property and non-cancelable lease commitments for equipment.

During 2010, our primary sources of cash were generated from the net decrease in loans of \$33.2 million, proceeds of \$40.6 million from the sale of securities available-for-sale, \$6.8 million from the sale of other real estate owned and \$3.5 million from the issuance of common and preferred stock. Additionally, we generated \$9.1 million from our operating activities. The primary uses of our cash resources were to reduce time deposits and other borrowings by \$93.7 million and \$21 million, respectively. We believe that our overall liquidity sources are adequate to meet our operating needs in the ordinary course of our business.

Impact of Inflation

Unlike most industrial companies, the assets and liabilities of financial institutions such as our bank subsidiary are primarily monetary in nature. Therefore, interest rates have a more significant effect on our performance than do the general rate of inflation and of goods and services. In addition, interest rates do not necessarily move in the same direction or in the same magnitude as the prices of goods and services. As discussed previously, we seek to manage the relationships between interest sensitive-assets and liabilities in order to protect against wide interest rate fluctuations, including those resulting from inflation.

Accounting and Financial Reporting Issues

We have adopted various accounting policies, which govern the application of accounting principles generally accepted in the United States in the preparation of its consolidated financial statements. The significant accounting policies are described in the footnotes to the financial statements at December 31, 2010 as filed in the Annual Report on Form 10-K. Certain accounting policies involve significant judgments and assumptions by management which have a material impact on the carrying value of certain assets and liabilities. We consider these accounting policies to

be critical accounting policies. The judgments and assumptions used are based on historical experience and other factors, which management believes to be reasonable under the circumstances. Because of the nature of the judgments and assumptions made, actual results could differ from these judgments and estimates which could have a material impact on the carrying values of assets and liabilities and the results of operations.

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Of these significant accounting policies, the Company considers its policies regarding the allowance for loan losses (the "Allowance") to be its most critical accounting policy due to the significant degree of management judgment involved in determining the amount of Allowance. The Company has developed policies and procedures for assessing the adequacy of the Allowance, recognizing that this process requires a number of assumptions and estimates with respect to its loan portfolio. The Company's assessments may be impacted in future periods by changes in economic conditions, the impact of regulatory examinations, and the discovery of information with respect to borrowers that is not known to management at the time of the issuance of the consolidated financial statements. Refer to the discussion under Provision and Allowance for Loan Losses for a detailed description of the Company's estimation process and methodology related to the allowance for loan losses.

Effect of Governmental Policies

We are affected by the policies of regulatory authorities, including Federal Reserve Board and the FDIC. An important function of the Federal Reserve Board is to regulate the national money supply. Among the instruments of monetary policy used by the Federal Reserve Board are: purchase and sale of U.S. Government securities in the market place; changes in the discount rate, which is the rate any depository institution must pay to from the Federal Reserve; and changes in the reserve requirements of depository institutions. These instruments are effective in influencing the economic and monetary growth, interest rate levels and inflation.

The monetary policies of the Federal Reserve Board and other governmental policies have had a significant effect on the operating results of commercial banks in the past and are expected to continue to do so in the future. Because of changing conditions in the national and international economy and in the money markets, as well as the result of actions by monetary and fiscal authorities, it is not possible to predict with certainty future changes in interest rates, deposit levels or loan demand or whether the changing economic conditions will have a positive or negative effect on operations and earnings.

Legislation from time to time is introduced into the United States Congress and the South Carolina Legislature and other state legislatures, and regulations are proposed by the regulatory agencies that could affect our business. It cannot be predicted whether or in what form any of these proposals will be adopted or the extent to which our business may be affected thereby.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Pursuant to the revised disclosure requirements for smaller reporting companies effective February 4, 2008, no disclosure under this Item is required.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is a process designed to provide reasonable assurance that assets are safeguarded against loss from unauthorized use or disposition, transactions are executed in accordance with appropriate management authorization and accounting records are reliable for the preparation of financial statements in accordance with generally accepted accounting principles.

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

Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2010. Management based this assessment on criteria for effective internal control over financial reporting described in "Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission." Management's assessment included an evaluation of the design of our internal control over financial reporting and testing of the operational effectiveness of its internal control over financial reporting. Management reviewed the results of its assessment with the Audit Committee of the Board of Directors. Based on this assessment, management believes that First Reliance Bancshares, Inc. maintained effective internal control over financial reporting as of December 31, 2010.

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
First Reliance Bancshares, Inc. and Subsidiary
Florence, South Carolina

We have audited the accompanying consolidated balance sheets of First Reliance Bancshares, Inc. and subsidiary (the "Company") as of December 31, 2010 and 2009, and the related consolidated statements of operations, changes in shareholders' equity and comprehensive income (loss), and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of First Reliance Bancshares, Inc. and subsidiary as of December 31, 2010 and 2009, and the results of their operations and their cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

/s/ Elliott Davis, LLC
Columbia, South Carolina
March 29, 2011

FIRST RELIANCE BANCSHARES, INC. AND SUBSIDIARY

Consolidated Balance Sheets

| | December 31, | |
|-------------------------------------------------|----------------|----------------|
| | 2010 | 2009 |
| Assets | | |
| Cash and cash equivalents: | | |
| Cash and due from banks | \$ 1,806,512 | \$ 2,251,019 |
| Interest-bearing deposits with other banks | 23,863,781 | 51,047,467 |
| Total cash and cash equivalents | 25,670,293 | 53,298,486 |
| Time deposits in other banks | 100,000 | 502,089 |
| Securities available-for-sale | 84,472,553 | 121,948,744 |
| Nonmarketable equity securities | 4,357,300 | 4,812,100 |
| Total investment securities | 88,829,853 | 126,760,844 |
| Loans held for sale | 1,185,576 | 5,100,609 |
| Loans receivable | 354,327,969 | 406,627,401 |
| Less allowance for loan losses | (6,271,045) | (9,800,746) |
| Loans, net | 348,056,924 | 396,826,655 |
| Premises, furniture and equipment, net | 25,922,343 | 26,469,436 |
| Accrued interest receivable | 2,417,134 | 2,661,030 |
| Other real estate owned | 14,669,051 | 8,954,214 |
| Cash surrender value life insurance | 11,827,957 | 11,409,937 |
| Other assets | 11,415,794 | 13,525,073 |
| Total assets | \$ 530,094,925 | \$ 645,508,373 |
| Liabilities and Shareholders' Equity | | |
| Liabilities | | |
| Deposits | | |
| Noninterest-bearing transaction accounts | \$ 41,166,965 | \$ 44,298,626 |
| Interest-bearing transaction accounts | 41,761,498 | 47,733,229 |
| Savings | 108,890,398 | 103,604,793 |
| Time deposits \$100,000 and over | 157,480,480 | 195,346,191 |
| Other time deposits | 105,951,124 | 161,780,140 |
| Total deposits | 455,250,465 | 552,762,979 |
| Securities sold under agreement to repurchase | 476,522 | 598,342 |
| Advances from Federal Home Loan Bank | 13,000,000 | 34,000,000 |
| Junior subordinated debentures | 10,310,000 | 10,310,000 |
| Accrued interest payable | 547,222 | 680,880 |
| Other liabilities | 1,918,872 | 1,932,345 |
| Total liabilities | 481,503,081 | 600,284,546 |
| Commitments and contingencies (Notes 4, and 15) | | |
| Shareholders' Equity | | |

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| | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------------|
| Preferred stock, no par value, authorized 10,000,000 shares: | | |
| Series A cumulative perpetual preferred stock 15,349 shares issued and outstanding | \$ 14,730,721 | \$ 14,536,176 |
| Series B cumulative perpetual preferred stock 767 shares issued and outstanding | 819,455 | 835,960 |
| Series C cumulative mandatory convertible preferred stock 2,293 and 0 shares issued and outstanding at December 31, 2010 and 2009, respectively | 2,293,000 | - |
| Common stock, \$0.01 par value; 20,000,000 shares authorized, 4,115,903 and 3,582,691 shares issued and outstanding at December 31, 2010 and 2009, respectively | 41,159 | 35,827 |
| Capital surplus | 28,140,094 | 26,181,576 |
| Treasury stock, at cost, 12,632 and 11,535 shares at December 31, 2010 and 2009, respectively | (168,864) | (163,936) |
| Nonvested restricted stock | (679,264) | (206,004) |
| Retained earnings | 4,002,469 | 5,269,463 |
| Accumulated other comprehensive loss | (586,926) | (1,265,235) |
| Total shareholders' equity | 48,591,844 | 45,223,827 |
| Total liabilities and shareholders' equity | \$ 530,094,925 | \$ 645,508,373 |

The accompanying notes are an integral part of the consolidated financial statements.

FIRST RELIANCE BANCSHARES, INC. AND SUBSIDIARY

Consolidated Statements of Operations

| | For the years ended December 31, | |
|------------------------------------------------------------|-------------------------------------|----------------------|
| | 2010 | 2009 |
| Interest income: | | |
| Loans, including fees | \$23,310,298 | \$27,758,195 |
| Investment securities: | | |
| Taxable | 2,065,218 | 2,199,143 |
| Tax exempt | 2,443,492 | 1,904,688 |
| Federal funds sold | - | 1,346 |
| Other interest income | 127,464 | 162,165 |
| Total | 27,946,472 | 32,025,537 |
| Interest expense: | | |
| Time deposits \$100,000 and over | 5,635,754 | 5,875,292 |
| Other deposits | 4,548,939 | 6,983,787 |
| Other interest expense | 1,470,909 | 2,781,332 |
| Total | 11,655,602 | 15,640,411 |
| Net interest income | 16,290,870 | 16,385,126 |
| Provision for loan losses | 3,541,650 | 14,400,652 |
| Net interest income after provision for loan losses | 12,749,220 | 1,984,474 |
| Noninterest income: | | |
| Service charges on deposit accounts | 1,837,413 | 1,968,616 |
| Gain on sale of mortgage loans | 875,465 | 2,463,628 |
| Income from bank owned life insurance | 418,019 | 423,453 |
| Other service charges, commissions, and fees | 679,273 | 559,122 |
| Gain on sale of available-for-sale securities | 803,399 | 1,876,560 |
| Gain on sale of premises, furniture and equipment | - | 81,718 |
| Other | 282,886 | 237,021 |
| Total | 4,896,455 | 7,610,118 |
| Noninterest expenses: | | |
| Salaries and benefits | 9,531,164 | 10,329,908 |
| Occupancy | 1,503,716 | 1,529,844 |
| Furniture and equipment related expenses | 1,200,484 | 1,136,494 |
| Other operating | 6,999,067 | 6,623,020 |
| Total | 19,234,431 | 19,619,266 |
| Loss before income taxes | (1,588,756) | (10,024,674) |
| Income tax benefit | (1,439,719) | (4,180,521) |

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| | | |
|----------------------------------------------------------------------------------------------------------|----------------|----------------|
| Net loss | (149,037) | (5,844,153) |
| Preferred stock dividends accrued | 953,293 | 689,810 |
| Deemed dividends on preferred stock resulting from net accretion of discount and amortization of premium | 178,040 | 146,824 |
| Net loss available to common shareholders | \$(1,280,370) | \$(6,680,787) |
| Average common shares outstanding, basic | \$3,937,725 | 3,565,188 |
| Average common shares outstanding, diluted | 3,937,725 | 3,565,188 |
| Loss per common share: | | |
| Basic | \$(0.32) | \$(1.87) |
| Diluted | (0.32) | (1.87) |

The accompanying notes are an integral part of the consolidated financial statements.

FIRST RELIANCE BANCSHARES, INC. AND SUBSIDIARY

Consolidated Statements of Changes in Shareholders' Equity and Comprehensive Income (Loss)
For the years ended December 31, 2010 and 2009

| | Preferred Stock | Common Stock | Capital Surplus | Treasury Stock | Nonvested Restricted Stock | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Total |
|----------------------------------------------------------------------------------------|--------------------|-----------------|--------------------|-------------------|----------------------------------|----------------------|-----------------------------------------------------------|--------------|
| Balance, December 31, 2008 | \$- | \$35,250 | \$26,120,460 | \$(159,777) | \$(207,653) | \$11,839,005 | \$(201,527) | \$37,425,758 |
| Issuance of Series A preferred stock, net of issuance cost of \$116,786 | 14,375,740 | | | | | | | 14,375,740 |
| Issuance of Series B preferred stock, net of issuance cost \$6,902 | 849,572 | | | | | | | 849,572 |
| Net loss | | | | | | (5,844,153) | | (5,844,153) |
| Other comprehensive income, net of tax benefit of \$547,971 | | | | | | | (1,063,708) | (1,063,708) |