

SIMMONS FIRST NATIONAL CORP  
Form 10-Q  
November 09, 2012  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

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

For Quarter Ended September 30, 2012

Commission File Number 000-06253

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

Arkansas  
(State or other jurisdiction of  
incorporation or organization)

71-0407808  
(I.R.S. Employer  
Identification No.)

501 Main Street, Pine Bluff, Arkansas  
(Address of principal executive offices)

71601  
(Zip Code)

870-541-1000  
(Registrant's telephone number, including area code)

Not Applicable

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

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

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

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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

The number of shares outstanding of the Registrant's Common Stock as of October 26, 2012, was 16,647,278.



Simmons First National Corporation  
Quarterly Report on Form 10-Q  
September 30, 2012

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Part I: Financial Information  
Item 1. Financial Statements

Simmons First National Corporation  
Consolidated Balance Sheets  
September 30, 2012 and December 31, 2011

(In thousands, except share data)	September 30, 2012 (Unaudited)	December 31, 2011
<b>ASSETS</b>		
Cash and non-interest bearing balances due from banks	\$ 40,356	\$ 35,087
Interest bearing balances due from banks	440,524	535,119
Federal funds sold	7,571	--
Cash and cash equivalents	488,451	570,206
Investment securities	715,681	697,656
Mortgage loans held for sale	23,980	22,976
Assets held in trading accounts	7,002	7,541
Loans	1,623,401	1,579,769
Allowance for loan losses	(28,145 )	(30,108 )
Loans acquired, covered by FDIC loss share (net of discount)	163,657	158,075
Loans acquired, not covered by FDIC loss share (net of discount)	73,023	--
Net loans	1,831,936	1,707,736
FDIC indemnification asset	59,547	47,683
Premises and equipment	85,969	86,486
Foreclosed assets	29,665	22,887
Foreclosed assets covered by FDIC loss share	26,466	11,685
Interest receivable	15,253	15,126
Bank owned life insurance	51,681	50,579
Goodwill	60,605	60,605
Core deposit premiums	2,549	1,579
Other assets	16,195	17,384
<b>Total assets</b>	<b>\$ 3,414,980</b>	<b>\$ 3,320,129</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Deposits:</b>		
Non-interest bearing transaction accounts	\$ 543,380	\$ 532,259
Interest bearing transaction accounts and savings deposits	1,343,784	1,239,504
Time deposits	908,131	878,634
<b>Total deposits</b>	<b>2,795,295</b>	<b>2,650,397</b>
Federal funds purchased and securities sold under agreements to repurchase	64,829	114,766
Other borrowings	88,852	90,170
Subordinated debentures	20,620	30,930
Accrued interest and other liabilities	41,136	25,955
<b>Total liabilities</b>	<b>3,010,732</b>	<b>2,912,218</b>
<b>Stockholders' equity:</b>		
Preferred stock, \$0.01 par value; 40,040,000 shares authorized and unissued at September 30, 2012 and December 31, 2011	--	--
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Common stock, Class A, \$0.01 par value; 60,000,000 shares authorized;  
16,660,278 and 17,212,317 shares issued and outstanding at September 30,  
2012 and December 31, 2011, respectively

Surplus	99,156	112,436
Undivided profits	304,343	294,864
Accumulated other comprehensive income	582	439
Total stockholders' equity	404,248	407,911
Total liabilities and stockholders' equity	\$ 3,414,980	\$ 3,320,129

See Condensed Notes to Consolidated Financial Statements.

## Simmons First National Corporation

Consolidated Statements of Income  
Three and Nine Months Ended September 30, 2012 and 2011

(In thousands, except per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
	(Unaudited)		(Unaudited)	
<b>INTEREST INCOME</b>				
Loans not covered by FDIC loss share	\$ 23,192	\$ 24,366	\$ 67,822	\$ 72,343
Loans covered by FDIC loss share	5,041	3,917	16,009	12,605
Federal funds sold	2	3	4	5
Investment securities	3,027	3,539	9,615	11,015
Mortgage loans held for sale	171	130	487	305
Assets held in trading accounts	12	8	37	26
Interest bearing balances due from banks	267	243	919	776
<b>TOTAL INTEREST INCOME</b>	<b>31,712</b>	<b>32,206</b>	<b>94,893</b>	<b>97,075</b>
<b>INTEREST EXPENSE</b>				
Deposits	2,521	3,594	8,165	11,569
Federal funds purchased and securities sold under agreements to repurchase	69	113	248	332
Other borrowings	792	842	2,406	2,686
Subordinated debentures	389	378	1,166	1,125
<b>TOTAL INTEREST EXPENSE</b>	<b>3,771</b>	<b>4,927</b>	<b>11,985</b>	<b>15,712</b>
<b>NET INTEREST INCOME</b>	<b>27,941</b>	<b>27,279</b>	<b>82,908</b>	<b>81,363</b>
Provision for loan losses	1,299	2,842	2,846	8,845
<b>NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES</b>	<b>26,642</b>	<b>24,437</b>	<b>80,062</b>	<b>72,518</b>
<b>NON-INTEREST INCOME</b>				
Trust income	1,440	1,370	3,988	3,959
Service charges on deposit accounts	4,368	4,450	12,163	12,519
Other service charges and fees	684	695	2,211	2,281
Mortgage lending income	1,705	1,249	4,441	2,724
Investment banking income	560	203	1,700	1,184
Credit card fees	4,104	4,303	12,390	12,510
Bank owned life insurance income	355	261	1,078	1,078
Gain on FDIC assisted transactions	1,120	--	1,120	--
Net (loss) gain on assets covered by FDIC loss share agreements	(2,689 )	287	(7,507 )	980
Other income	165	871	2,037	3,387
<b>TOTAL NON-INTEREST INCOME</b>	<b>11,812</b>	<b>13,689</b>	<b>33,621</b>	<b>40,622</b>
<b>NON-INTEREST EXPENSE</b>				
Salaries and employee benefits	15,911	15,533	49,323	49,085
Occupancy expense, net	2,182	2,224	6,291	6,513
Furniture and equipment expense	1,835	1,763	5,047	4,912

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Other real estate and foreclosure expense	280	215	681	532
Deposit insurance	444	211	1,472	2,092
Merger related costs	815	--	815	357
Other operating expenses	7,219	7,654	21,928	22,713
<b>TOTAL NON-INTEREST EXPENSE</b>	<b>28,686</b>	<b>27,600</b>	<b>85,557</b>	<b>86,204</b>
<b>INCOME BEFORE INCOME TAXES</b>	<b>9,768</b>	<b>10,526</b>	<b>28,126</b>	<b>26,936</b>
Provision for income taxes	3,008	3,269	8,475	7,867
<b>NET INCOME</b>	<b>\$ 6,760</b>	<b>\$ 7,257</b>	<b>\$ 19,651</b>	<b>\$ 19,069</b>
<b>BASIC EARNINGS PER SHARE</b>	<b>\$ 0.41</b>	<b>\$ 0.42</b>	<b>\$ 1.16</b>	<b>\$ 1.10</b>
<b>DILUTED EARNINGS PER SHARE</b>	<b>\$ 0.41</b>	<b>\$ 0.42</b>	<b>\$ 1.16</b>	<b>\$ 1.10</b>

See Condensed Notes to Consolidated Financial Statements.

Simmons First National Corporation  
Consolidated Statements of Comprehensive Income  
Three and Nine Months Ended September 30, 2012 and 2011

(In thousands, except per share data)	Three Months Ended September 30, 2012      2011 (Unaudited)		Nine Months Ended September 30, 2012      2011 (Unaudited)	
<b>NET INCOME</b>	<b>\$6,760</b>	<b>\$7,257</b>	<b>\$19,651</b>	<b>\$19,069</b>
<b>OTHER COMPREHENSIVE INCOME</b>				
Net unrealized gains (losses) on available-for-sale securities	133	(100 )	235	194
Tax effect of net unrealized gains (losses) on available-for-sale securities	52	(39 )	92	76
<b>TOTAL OTHER COMPREHENSIVE INCOME</b>	<b>81</b>	<b>(61 )</b>	<b>143</b>	<b>118</b>
<b>COMPREHENSIVE INCOME</b>	<b>\$6,841</b>	<b>\$7,196</b>	<b>\$19,794</b>	<b>\$19,187</b>

See Condensed Notes to Consolidated Financial Statements.



Simmons First National Corporation  
Consolidated Statements of Cash Flows  
Nine Months Ended September 30, 2012 and 2011

(In thousands)	September 30, 2012 (Unaudited)	September 30, 2011
<b>OPERATING ACTIVITIES</b>		
Net income	\$19,651	\$ 19,069
Items not requiring (providing) cash		
Depreciation and amortization	4,116	4,542
Provision for loan losses	2,846	8,845
Net accretion of investment securities	(112 )	(9 )
Stock-based compensation expense	1,065	921
Net accretion on assets covered by FDIC loss share	(1,912 )	(3,575 )
Gain on FDIC-assisted transactions	(1,120 )	--
Deferred income taxes	86	(2,490 )
Bank owned life insurance income	(1,078 )	(1,078 )
Changes in		
Interest receivable	(127 )	1,168
Mortgage loans held for sale	(1,004 )	(3,800 )
Assets held in trading accounts	539	2,325
Other assets	(2,143 )	1,922
Accrued interest and other liabilities	5,750	(2,428 )
Income taxes payable	(2,575 )	(1,271 )
Net cash provided by operating activities	23,982	24,141
<b>INVESTING ACTIVITIES</b>		
Net (originations) collections of loans	(52,392 )	27,386
Net collections of loans covered by FDIC loss share	51,922	51,625
Purchases of premises and equipment, net	(1,988 )	(13,645 )
Proceeds from sale of foreclosed assets held for sale	5,296	19,472
Proceeds from sale of foreclosed assets held for sale, covered by FDIC loss share	10,000	5,241
Proceeds from sale of available-for-sale securities	813	5,331
Proceeds from maturities of available-for-sale securities	236,921	255,255
Purchases of available-for-sale securities	(246,929)	(252,556 )
Proceeds from maturities of held-to-maturity securities	512,920	132,733
Purchases of held-to-maturity securities	(497,955)	(171,855 )
Purchase of bank owned life insurance	(25 )	(25 )
Net cash proceeds received in FDIC-assisted transactions	44,015	--
Cash received on FDIC loss share	12,553	25,531
Net cash provided by investing activities	75,151	84,493
<b>FINANCING ACTIVITIES</b>		
Net change in deposits	(83,655 )	26,045
Dividends paid	(10,172 )	(9,885 )
Net change in other borrowed funds	(1,318 )	(42,375 )
Net change in federal funds purchased and securities sold under agreements to repurchase	(71,393 )	(10,853 )

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Net shares issued under stock compensation plans	324	474
Repurchase of common stock	(14,674 )	(409 )
Net cash used in financing activities	(180,888)	(37,003 )
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(81,755 )	71,631
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	570,206	452,060
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$488,451	\$ 523,691

See Condensed Notes to Consolidated Financial Statements.

Simmons First National Corporation  
Consolidated Statements of Stockholders' Equity  
Nine Months Ended September 30, 2012 and 2011

(In thousands, except share data)	Common Stock	Surplus	Accumulated Other Comprehensive Income	Undivided Profits	Total
Balance, December 31, 2010	\$ 173	\$114,040	\$ 512	\$ 282,646	\$397,371
Comprehensive income					
Net income	--	--	--	19,069	19,069
Change in unrealized appreciation on available-for-sale securities, net of income taxes of \$76	--	--	118	--	118
Comprehensive income					
Stock issued as bonus shares – 47,995 shares	--	98	--	--	98
Vesting bonus shares	--	813	--	--	813
Stock issued for employee stock purchase plan – 4,805 shares	--	127	--	--	127
Exercise of stock options – 28,566 shares	--	358	--	--	358
Stock granted under stock-based compensation plans	--	108	--	--	108
Securities exchanged under stock option plan – (4,185 shares)	--	(109 )	--	--	(109 )
Repurchase of common stock – (19,000 shares)	--	(409 )	--	--	(409 )
Cash dividends – \$0.57 per share	--	--	--	(9,885 )	(9,885 )
Balance, September 30, 2011 (Unaudited)					
	173	115,026	630	291,830	407,659
Comprehensive income					
Net income	--	--	--	6,305	6,305
Change in unrealized appreciation on available-for-sale securities, net of income taxes of (\$123)	--	--	(191 )	--	(191 )
Comprehensive income					
Vesting bonus shares	--	253	--	--	253
Exercise of stock options – 1,753 shares	--	27	--	--	27
Stock granted under stock-based compensation plans	--	30	--	--	30
Securities exchanged under stock option plan – (1,067 shares)	--	(27 )	--	--	(27 )
Repurchase of common stock – (118,144 shares)	(1 )	(2,873 )	--	--	(2,874 )
Cash dividends – \$0.19 per share	--	--	--	(3,271 )	(3,271 )

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Balance, December 31, 2011	172	112,436	439	294,864	407,911
Comprehensive income					
Net income	--	--	--	19,651	19,651
Change in unrealized appreciation on available-for-sale securities, net of income taxes of \$92					
	--	--	143	--	143
Comprehensive income					
					19,794
Stock issued as bonus shares – 51,245 shares					
	1	191	--	--	192
Vesting bonus shares					
	--	998	--	--	998
Stock issued for employee stock purchase plan – 5,103 shares					
	--	132	--	--	132
Stock granted under stock-based compensation plans					
	--	67	--	--	67
Repurchase of common stock – (608,387 shares)					
	(6 )	(14,668 )	--	--	(14,674 )
Cash dividends – \$0.60 per share					
	--	--	--	(10,172 )	(10,172 )
Balance, September 30, 2012 (Unaudited)					
	\$ 167	\$99,156	\$ 582	\$ 304,343	\$404,248

See Condensed Notes to Consolidated Financial Statements.

SIMMONS FIRST NATIONAL CORPORATION  
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

NOTE 1: BASIS OF PRESENTATION

The consolidated financial statements include the accounts of Simmons First National Corporation (the “Company”) and its subsidiaries. Significant intercompany accounts and transactions have been eliminated in consolidation.

All adjustments made to the unaudited financial statements were of a normal recurring nature. In the opinion of management, all adjustments necessary for a fair presentation of the results of interim periods have been made. Certain prior year amounts are reclassified to conform to current year classification. The consolidated balance sheet of the Company as of December 31, 2011, has been derived from the audited consolidated balance sheet of the Company as of that date. The results of operations for the period are not necessarily indicative of the results to be expected for the full year.

Certain information and note disclosures normally included in the Company’s annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s Form 10-K Annual Report for 2011 filed with the U.S. Securities and Exchange Commission (the “SEC”).

Subsequent Events

On October 19, 2012, the Company’s wholly-owned subsidiary, Simmons First National Bank (“SFNB”, or “the Bank”), entered into a purchase and assumption agreement with loss share arrangements with the Federal Deposit Insurance Corporation (“FDIC”) to purchase substantially all assets and to assume all of the deposits and substantially all other liabilities of Excel Bank of Sedalia, Missouri (“Excel”).

Under the terms of the agreement, the Bank acquired approximately \$184.1 million in assets, including approximately \$147.2 million in loans and other real estate, approximately \$18.7 million cash and cash equivalents and approximately \$8.6 million in investment securities. The Bank also assumed approximately \$177.4 million in liabilities, including approximately \$168.6 million in deposits. In connection with the acquisition, the FDIC made a payment to the Bank in the amount of approximately \$13.8 million. This amount is subject to customary post-closing adjustments based upon the final closing date balance sheet for Excel.

Pursuant to the terms of the purchase and assumption agreement’s loss sharing arrangements, the FDIC will cover 80% of the Bank’s losses on the disposition of approximately \$126.6 million of loans and foreclosed real estate attributable to the acquisition. The deposits were acquired with no deposit premium, and assets were acquired at a discount to Excel’s historic book value as of October 19, 2012, of \$21.0 million, subject to customary adjustments. The Bank will reimburse the FDIC for 80% of its recoveries with respect to losses for which the FDIC paid the Bank 80% reimbursement under the loss sharing agreement.

The final carrying values and the final list of the assets acquired and liabilities assumed remains subject to finalization and revision by the FDIC and the Bank. Once such terms are finalized, the acquisition will be deemed to be effective as of October 19, 2012. See the purchase and assumption agreement, included as Exhibit 2.1 of the Current Report on Form 8-K/A, filed October 25, 2012, for more information.

#### Recently Issued Accounting Pronouncements

In April 2011, the FASB issued ASU 2011-03, Transfers and Servicing (Topic 860) – Reconsideration of Effective Control for Repurchase Agreements. ASU 2011-03 is intended to improve financial reporting of repurchase agreements and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. ASU 2011-03 removes from the assessment of effective control (i) the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee, and (ii) the collateral maintenance guidance related to that criterion. ASU 2011-03 was effective for the Company on January 1, 2012, and did not have a significant impact on the Company's financial position or results of operations.

In May 2011, the FASB issued ASU 2011-04, Fair Value Measurement (Topic 820) – Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs, to converge the fair value of measurement guidance in U.S. generally accepted accounting principles and International Financial Reporting Standards. ASU 2011-04 clarifies the application of existing fair value measurement requirements, changes certain principles in Topic 820 and requires additional fair value disclosures. ASU 2011-04 was effective for the Company on January 1, 2012. The adoption of this guidance did not have a significant impact on the Company's financial position or results of operations.

In June 2011, the FASB issued ASU 2011-05, Comprehensive Income (Topic 220) – Presentation of Comprehensive Income, to require that all non-owner changes in stockholders' equity be presented in either a single continuous statement of comprehensive income or in two separate but consecutive statements. Additionally, ASU 2011-05 requires entities to present, on the face of the financial statements, reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement or statements where the components of net income and the components of other comprehensive income are presented. The option to present components of other comprehensive income as part of the statement of changes in stockholders' equity was eliminated. ASU 2011-05 was effective for the Company beginning January 1, 2012, and resulted in the addition of a statement of comprehensive income. The adoption of ASU 2011-05 did not have a significant impact on the Company's financial position or results of operations.

In September 2011, the FASB issued ASU 2011-08, Intangibles – Goodwill and Other (Topic 350) – Testing Goodwill for Impairment. ASU 2011-08 amends Topic 350 to give entities the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. However, if an entity concludes otherwise, then it is required to perform the first step of the two-step impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying amount of the reporting unit. ASU 2011-08 is effective for annual and interim impairment tests beginning after December 15, 2011, and is not expected to have a significant impact on the Company's ongoing financial position or results of operations.

In December, 2011, the FASB issued ASU 2011-11, Balance Sheet (Topic 210) – Disclosures about Offsetting Assets and Liabilities. ASU 2011-11 amends Topic 210 to require an entity to disclose both gross and net information about financial instruments, such as sales and repurchase agreements and reverse sale and repurchase agreements and securities borrowing/lending arrangements, and derivative instruments that are eligible for offset in the statement of financial position and/or subject to a master netting arrangement or similar agreement. ASU 2011-11 is effective for annual and interim periods beginning on January 1, 2013, and is not expected to have a significant impact on the Company's ongoing financial position or results of operations.

In December, 2011, the FASB issued ASU 2011-12, Comprehensive Income (Topic 220) – Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05. ASU 2011-12 defers changes in ASU 2011-05 that relate to the presentation of reclassification adjustments to allow the FASB time to redeliberate whether to require presentation of such adjustments on the face of the financial statements to show the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income. ASU 2011-12 allows entities to continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect before ASU 2011-05. All other requirements in ASU 2011-05 are not affected by ASU 2011-12. ASU 2011-12 became effective for the Company on January 1, 2012, and did not have a significant impact on the Company's financial position or results of operations.

In October, 2012, the FASB issued ASU 2012-06, Business Combinations (Topic 805) – Subsequent Accounting for an Indemnification Asset Recognized at the Acquisition Date as a Result of a Government-Assisted Acquisition of a Financial Institution. ASU 2012-06 amends guidance on the subsequent accounting for an indemnification asset recognized at the acquisition date as a result of a government assisted acquisition of a financial institution. ASU 2012-06 requires that a subsequent adjustment to the indemnification asset be measured on the same basis as the underlying indemnified assets. Any amortization of changes in value of the indemnification asset should be limited to the lesser of the term of the indemnification agreement and the remaining life of the indemnified assets. ASU 2012-06 is effective for annual and interim periods beginning on or after December 15, 2012, with early adoption permitted. Because the Company has historically accounted for its indemnification assets in accordance with ASU 2012-06, its early adoption did not have a significant impact on the Company's financial position or results of operations.

There have been no other significant changes to the Company's accounting policies from the 2011 Form 10-K. The Company is not aware of any other changes from the FASB that will have a significant impact on the Company's present or future financial position or results of operations.

#### Acquisition Accounting, Covered Loans and Related Indemnification Asset

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

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

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

The shared-loss agreements continue to be measured on the same basis as the related indemnified loans, as prescribed by ASC Topic 805. Deterioration in the credit quality of the loans (immediately recorded as an adjustment to the allowance for loan losses) would immediately increase the basis of the shared-loss agreements, with the offset recorded through the consolidated statement of income. Increases in the credit quality or cash flows of loans (reflected as an adjustment to yield and accreted into income over the remaining life of the loans) decrease the basis of the shared-loss agreements, with such decrease being accreted into income over 1) the same period or 2) the life of the shared-loss agreements, whichever is shorter. Loss assumptions used in the basis of the indemnified loans are consistent with the loss assumptions used to measure the indemnification asset. Fair value accounting incorporates into the fair value of the indemnification asset an element of the time value of money, which is accreted back into income over the life of the shared-loss agreements.

Upon the determination of an incurred loss the indemnification asset will be reduced by the amount owed by the FDIC. A corresponding, claim receivable is recorded until cash is received from the FDIC. For further discussion of the Company's acquisition and loan accounting, see Note 2, Acquisitions and Note 5, Loans Acquired.



## Earnings Per Share (“EPS”)

Basic EPS is computed by dividing reported net income by weighted average number of common shares outstanding during each period. Diluted EPS is computed by dividing reported net income by the weighted average common shares and all potential dilutive common shares outstanding during the period.

Following is the basic and diluted EPS computation for the three and nine months ended September 30, 2012 and 2011:

(In thousands, except per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Net income	\$ 6,760	\$ 7,257	\$ 19,651	\$ 19,069
Average common shares outstanding	16,757	17,348	17,005	17,329
Average potential dilutive common shares	3	10	3	10
Average diluted common shares	16,760	17,358	17,008	17,339
Basic earnings per share	\$ 0.41	\$ 0.42	\$ 1.16	\$ 1.10
Diluted earnings per share	\$ 0.41	\$ 0.42	\$ 1.16	\$ 1.10

Stock options to purchase 177,870 and 152,470 shares for the three and nine months ended September 30, 2012 and 2011, respectively, were not included in the diluted EPS calculation because the exercise price of those options exceeded the average market price.

## NOTE 2: ACQUISITIONS

On September 14, 2012, the Company, through its lead bank, SFNB, entered into a purchase and assumption agreement with loss share arrangements and a separate loan sale agreement with the FDIC to purchase substantially all of the assets and to assume substantially all of the deposits and other liabilities of Truman Bank of St. Louis, Missouri (“Truman”), with four branches in the St. Louis metro area. The Company recognized a pre-tax gain of \$1.1 million on this transaction and incurred pre-tax merger related costs of \$815,000.

A summary, at fair value, of the assets acquired and liabilities assumed in the Truman transaction, as of the acquisition date, is as follows:

(In thousands)	Acquired from the FDIC	Fair Value Adjustments	Fair Value
<b>Assets Acquired</b>			
Cash and due from banks	\$ 22,467	\$ --	\$ 22,467
Cash received from FDIC	10,495	--	10,495
Federal funds sold	12,338	--	12,338
Investment securities	23,540	--	23,540
Loans acquired, covered by FDIC loss share	87,620	(30,479 )	57,141
Loans acquired, not covered by FDIC loss share	89,360	(15,965 )	73,395
Foreclosed assets covered by FDIC loss share	20,723	(5,607 )	15,116
Foreclosed assets not covered by FDIC loss share	10,314	(2,563 )	7,751
FDIC indemnification asset	--	26,723	26,723
Premises and equipment	1,390	--	1,390
Core deposit premium	--	1,191	1,191
Other assets	1,478	149	1,627
<b>Total assets acquired</b>	<b>279,725</b>	<b>(26,551 )</b>	<b>253,174</b>
<b>Liabilities Assumed</b>			
<b>Deposits:</b>			
Non-interest bearing transaction accounts	22,275	--	22,275
Interest bearing transaction accounts and savings deposits	70,705	--	70,705
Time deposits	135,573	--	135,573
Total deposits	228,553	--	228,553
Fed funds purchased and other borrowings	21,456	--	21,456
Payable to FDIC	1,285	--	1,285
Accrued interest and other liabilities	403	357	760
<b>Total liabilities assumed</b>	<b>\$ 251,697</b>	<b>\$ 357</b>	<b>252,054</b>
Pre-tax gain on FDIC-assisted transaction			\$ 1,120

The following is a description of the methods used to determine the fair values of significant assets and liabilities presented above.

Cash and due from banks, cash received from FDIC and Federal funds sold – The carrying amount of these assets is a reasonable estimate of fair value based on the short-term nature of these assets. The \$10.5 million cash received from the FDIC is the first pro-forma cash settlement received from the FDIC on Monday following the closing weekend. The \$1.3 million payable to the FDIC is the excess amount received from the settlement.

Investment securities – Investment securities were acquired from the FDIC at fair market value. The fair values provided by the FDIC were reviewed and considered reasonable based on SFNB's understanding of the market conditions, based on actual balances transferred compared to pro-forma balances.

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

Foreclosed assets held for sale – These assets are presented at the estimated present values that management expects to receive when the properties are sold, net of related costs of disposal.

FDIC indemnification asset – This loss sharing asset is measured separately from the related covered assets as it is not contractually embedded in the covered assets and is not transferable with the covered assets should SFNB choose to dispose of them. Fair value was estimated using projected cash flows related to the loss sharing agreements based on the expected reimbursements for losses and the applicable loss sharing percentages. These cash flows were discounted to reflect the uncertainty of the timing and receipt of the loss-sharing reimbursement from the FDIC.

Core deposit premium – This intangible asset represents the value of the relationships that Truman had with its deposit customers. The fair value of this intangible asset was estimated based on a discounted cash flow methodology that gave appropriate consideration to expected customer attrition rates, cost of the deposit base and the net maintenance cost attributable to customer deposits.

Deposits – The fair values used for the demand and savings deposits that comprise the transaction accounts acquired, by definition equal the amount payable on demand at the acquisition date. Even though deposit rates were above market, because SFNB reset deposit rates to current market rates, there was no fair value adjustment recorded for time deposits.

Federal funds purchased and other borrowings, and payable to the FDIC – The carrying amount of these liabilities is a reasonable estimate of fair value based on the short-term nature of these liabilities. The \$1.3 million payable to the FDIC is the excess amount from the first pro-forma cash settlement received from the FDIC on Monday following the closing weekend.

FDIC true-up provision – The purchase and assumption agreements allow for the FDIC to recover a portion of the funds previously paid out under the indemnification agreement in the event losses fail to reach the expected loss level under a claw back provision (“true-up provision”). A true-up is scheduled to occur in the calendar month in which the tenth anniversary of the respective closing occurs. If the threshold is not met, the assuming institution is required to pay the FDIC 50 percent of the excess, if any, within 45 days following the true-up.

The value of the true-up provision liability is calculated as the present value of the estimated payment to the FDIC in the tenth year using the formula provided in the agreements. The result of the calculation is based on the net present value of expected future cash payments to be made by SFNB to the FDIC at the conclusion of the loss share agreements. The discount rate used was based on current market rates. The expected cash flows were calculated in accordance with the loss share agreements and are based primarily on the expected losses on the covered assets. Calculations in accordance with the agreement resulted in no true-up provision to be recorded as of the acquisition date.

In connection with the Truman acquisition, SFNB and the FDIC will share in the losses on assets covered under the loss share agreements. The FDIC will reimburse SFNB for 80% of all losses on covered assets. The loss sharing agreements entered into by SFNB and the FDIC in conjunction with the purchase and assumption agreements require that SFNB follow certain servicing procedures as specified in the loss share agreements or risk losing FDIC reimbursement of covered asset losses. Additionally, to the extent that actual losses incurred by SFNB under the loss share agreements are less than expected, SFNB may be required to reimburse the FDIC under the clawback provisions of the loss share agreements. At September 30, 2012, the covered loans and covered other real estate owned and the related FDIC indemnification asset (collectively, the “covered assets”) were reported at the net present value of expected future amounts to be paid or received.

Purchased loans acquired in a business combination, including loans purchased in the Truman acquisition (both covered and not covered), are recorded at estimated fair value on their purchase date with no carryover of the related allowance for loan and lease losses. Purchased loans are accounted for in accordance with ASC Topic 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality, accounting guidance for certain loans or debt securities acquired in a transfer, when the loans have evidence of credit deterioration since origination and it is probable at the date of acquisition that the acquirer will not collect all contractually required principal and interest payments. The difference between contractually required payments and the cash flows expected to be collected at acquisition is referred to as the non-accretable difference. Subsequent decreases to the expected cash flows will generally result in a provision for loan and lease losses. Subsequent increases in cash flows result in a reversal of the provision for loan and lease losses to the extent of prior charges and an adjustment in accretable yield, recognized on a prospective basis over the loan’s or pool’s remaining life, which will have a positive impact on interest income.

The Company expects to finalize its analysis of the acquired loans along with the other acquired assets and assumed liabilities in this transaction over the next twelve months. Therefore, adjustments to the estimated amounts and carrying values may occur. See Note 5, Loans Acquired, for discussion regarding subsequent evaluation of future cash flows.

## NOTE 3: INVESTMENT SECURITIES

The amortized cost and fair value of investment securities that are classified as held-to-maturity and available-for-sale are as follows:

(In thousands)	September 30, 2012				December 31, 2011			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
<b>Held-to-Maturity</b>								
U.S. Treasury	\$--	\$ --	\$ --	\$ --	\$4,000	\$ 14	\$ --	\$ 4,014
U.S. Government agencies	303,640	297	(32 )	303,905	308,779	712	(154 )	309,337
Mortgage-backed securities	51	2	--	53	62	1	--	63
State and political subdivisions	206,319	5,619	(97 )	211,841	211,673	6,333	(144 )	217,862
Other securities	620	--	--	620	930	--	--	930
	\$510,630	\$ 5,918	\$ (129 )	\$ 516,419	\$525,444	\$ 7,060	\$ (298 )	\$ 532,206
<b>Available-for-Sale</b>								
U.S. Government agencies	\$164,300	\$ 196	\$ (29 )	\$ 164,467	\$153,560	\$ 295	\$ (228 )	\$ 153,627
Mortgage-backed securities	23,998	354	(19 )	24,333	2,280	277	--	2,557
Other securities	15,817	438	(4 )	16,251	15,649	384	(5 )	16,028
	\$204,115	\$ 988	\$ (52 )	\$ 205,051	\$171,489	\$ 956	\$ (233 )	\$ 172,212

Certain investment securities are valued at less than their historical cost. These declines primarily resulted from the rate for these investments yielding less than current market rates. Based on evaluation of available evidence, management believes the declines in fair value for these securities are temporary. Management does not have the intent to sell these securities and management believes it is more likely than not the Company will not have to sell these securities before recovery of their amortized cost basis less any current period credit losses. Should the impairment of any of these securities become other than temporary, the cost basis of the investment will be reduced and the resulting loss recognized in net income in the period the other-than-temporary impairment is identified.

As of September 30, 2012, securities with unrealized losses, segregated by length of impairment, were as follows:

(In thousands)	Less Than 12 Months		12 Months or More		Total	
	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses
<b>Held-to-Maturity</b>						
U.S. Government agencies	\$38,991	\$ (32 )	\$--	\$ --	\$38,991	\$ (32 )
State and political subdivisions	3,698	(7 )	657	(90 )	4,355	(97 )
<b>Total</b>	<b>\$42,689</b>	<b>\$ (39 )</b>	<b>\$657</b>	<b>\$ (90 )</b>	<b>\$43,346</b>	<b>\$ (129 )</b>
<b>Available-for-Sale</b>						
U.S. Government agencies	\$32,971	\$ (29 )	\$--	\$ --	\$32,971	\$ (29 )
State and political subdivisions	1,330	(19 )	--	--	1,330	(19 )
Other securities	1	(4 )	--	--	1	(4 )
<b>Total</b>	<b>\$34,302</b>	<b>\$ (52 )</b>	<b>\$--</b>	<b>\$ --</b>	<b>\$34,302</b>	<b>\$ (52 )</b>

Declines in the fair value of held-to-maturity and available-for-sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses. In estimating other-than-temporary impairment losses, management considers, among other things, (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer, and (iii) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

Management has the ability and intent to hold the securities classified as held to maturity until they mature, at which time the Company expects to receive full value for the securities. Furthermore, as of September 30, 2012, management also had the ability and intent to hold the securities classified as available-for-sale for a period of time sufficient for a recovery of cost. The unrealized losses are largely due to increases in market interest rates over the yields available at the time the underlying securities were purchased. The fair value is expected to recover as the bonds approach their maturity date or repricing date or if market yields for such investments decline. Management does not believe any of the securities are impaired due to reasons of credit quality. Accordingly, as of September 30, 2012, management believes the impairments detailed in the table above are temporary.

The carrying value, which approximates the fair value, of securities pledged as collateral, to secure public deposits and for other purposes, amounted to \$440,899,000 at September 30, 2012, and \$410,702,000 at December 31, 2011.

The book value of securities sold under agreements to repurchase amounted to \$53,369,000 and \$83,556,000 for September 30, 2012, and December 31, 2011, respectively.

Income earned on securities for the three and nine months ended September 30, 2012 and 2011, is as follows:

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Taxable				
Held-to-maturity	\$ 707	\$ 942	\$ 2,389	\$ 3,243
Available-for-sale	514	646	1,624	1,851
Non-taxable				
Held-to-maturity	1,806	1,951	5,602	5,921
<b>Total</b>	<b>\$ 3,027</b>	<b>\$ 3,539</b>	<b>\$ 9,615</b>	<b>\$ 11,015</b>

Maturities of investment securities at September 30, 2012, are as follows:

(In thousands)	Held-to-Maturity		Available-for-Sale	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
One year or less	\$55,281	\$ 55,366	\$7,876	\$ 7,876
After one through five years	220,080	220,927	83,841	84,020
After five through ten years	159,352	161,275	74,840	75,099
After ten years	75,917	78,851	21,741	21,804
Other securities	--	--	15,817	16,252
<b>Total</b>	<b>\$510,630</b>	<b>\$ 516,419</b>	<b>\$204,115</b>	<b>\$ 205,051</b>

There were no realized gains or losses on investment securities for the three and nine months ended September 30, 2012 or 2011.

The state and political subdivision debt obligations are primarily non-rated bonds and represent small, Arkansas issues, which are evaluated on an ongoing basis.



## NOTE 4: LOANS AND ALLOWANCE FOR LOAN LOSSES

At September 30, 2012, the Company's loan portfolio was \$1.86 billion, compared to \$1.74 billion at December 31, 2011. The various categories of loans are summarized as follows:

(In thousands)	September 30, 2012	December 31, 2011
Consumer		
Credit cards	\$ 175,760	\$ 189,970
Student loans	36,441	47,419
Other consumer	107,604	109,211
Total consumer	319,805	346,600
Real Estate		
Construction	128,423	109,825
Single family residential	355,976	355,094
Other commercial	546,224	536,372
Total real estate	1,030,623	1,001,291
Commercial		
Commercial	138,719	141,422
Agricultural	130,727	85,728
Total commercial	269,446	227,150
Other	3,527	4,728
Loans	1,623,401	1,579,769
Loans acquired, covered by FDIC loss share (net of discount)	163,657	158,075
Loans acquired, not covered by FDIC loss share (net of discount)	73,023	--
Total loans before allowance for loan losses	\$ 1,860,081	\$ 1,737,844

Loan Origination/Risk Management – The Company seeks to manage its credit risk by diversifying its loan portfolio, determining that borrowers have adequate sources of cash flow for loan repayment without liquidation of collateral; obtaining and monitoring collateral; providing an adequate allowance for loans losses by regularly reviewing loans through the internal loan review process. The loan portfolio is diversified by borrower, purpose and industry. The Company seeks to use diversification within the loan portfolio to reduce its credit risk, thereby minimizing the adverse impact on the portfolio, if weaknesses develop in either the economy or a particular segment of borrowers. Collateral requirements are based on credit assessments of borrowers and may be used to recover the debt in case of default. Furthermore, factors that influenced the Company's judgment regarding the allowance for loan losses consists of a three-year historical loss average segregated by each primary loan sector. On an annual basis, historical loss rates are calculated for each sector.

Consumer – The consumer loan portfolio consists of credit card loans, student loans and other consumer loans. The Company no longer originates student loans, and the current portfolio is guaranteed by the Department of Education at 97% of principal and interest. Credit card loans are diversified by geographic region to reduce credit risk and minimize any adverse impact on the portfolio. Although they are regularly reviewed to facilitate the identification and monitoring of creditworthiness, credit card loans are unsecured loans, making them more susceptible to be impacted by economic downturns resulting in increasing unemployment. Other consumer loans include direct and indirect installment loans and overdrafts. Loans in this portfolio segment are sensitive to unemployment and other key consumer economic measures.



Real estate – The real estate loan portfolio consists of construction loans, single family residential loans and commercial loans. Construction and development loans (“C&D”) and commercial real estate loans (“CRE”) can be particularly sensitive to valuation of real estate. Commercial real estate cycles are inevitable. The long planning and production process for new properties and rapid shifts in business conditions and employment create an inherent tension between supply and demand for commercial properties. While general economic trends often move individual markets in the same direction over time, the timing and magnitude of changes are determined by other forces unique to each market. CRE cycles tend to be local in nature and longer than other credit cycles. Factors influencing the CRE market are traditionally different from those affecting residential real estate markets; thereby making predictions for one market based on the other difficult. Additionally, submarkets within commercial real estate – such as office, industrial, apartment, retail and hotel – also experience different cycles, providing an opportunity to lower the overall risk through diversification across types of CRE loans. Management realizes that local demand and supply conditions will also mean that different geographic areas will experience cycles of different amplitude and length. The Company monitors these loans closely and has no significant concentrations in its real estate loan portfolio.

Commercial – The commercial loan portfolio includes commercial and agricultural loans, representing loans to commercial customers and farmers for use in normal business or farming operations to finance working capital needs, equipment purchase or other expansion projects. Collection risk in this portfolio is driven by the creditworthiness of the underlying borrowers, particularly cash flow from customers’ business or farming operations. The Company continues its efforts to keep loan terms short, reducing the negative impact of upward movement in interest rates. Term loans are generally set up with a one or three year balloon, and the Company has recently instituted a pricing mechanism for commercial loans. It is standard practice to require personal guaranties on all commercial loans, particularly as they relate to closely-held or limited liability entities.

Nonaccrual and Past Due Loans – Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Loans are placed on nonaccrual status when, in management’s opinion, the borrower may be unable to meet payment obligations as they become due, as well as when required by regulatory provisions. Loans may be placed on nonaccrual status regardless of whether or not such loans are considered past due. When interest accrual is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Nonaccrual loans, excluding loans acquired, segregated by class of loans, are as follows:

(In thousands)	September 30, 2012	December 31, 2011
Consumer:		
Credit cards	\$ 295	\$ 305
Student loans	--	--
Other consumer	804	839
Total consumer	1,099	1,144
Real estate:		
Construction	537	121
Single family residential	2,203	3,198
Other commercial	3,746	7,233
Total real estate	6,486	10,552
Commercial:		
Commercial	689	757
Agricultural	206	454

Total commercial	895	1,211
Other	--	--
Total	\$ 8,480	\$ 12,907

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An age analysis of past due loans, excluding loans acquired, segregated by class of loans, is as follows:

(In thousands)	Gross 30-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current	Total Loans	90 Days Past Due & Accruing
September 30, 2012						
Consumer:						
Credit cards	\$ 696	\$ 595	\$ 1,291	\$174,469	\$ 175,760	\$ 300
Student loans	2,376	2,324	4,700	31,741	36,441	2,324
Other consumer	1,320	521	1,841	105,763	107,604	184
Total consumer	4,392	3,440	7,832	311,973	319,805	2,808
Real estate:						
Construction	129	408	537	127,886	128,423	--
Single family residential	1,645	1,870	3,515	352,461	355,976	451
Other commercial	1,295	3,527	4,822	541,402	546,224	--
Total real estate	3,069	5,805	8,874	1,021,749	1,030,623	451
Commercial:						
Commercial	1,416	565	1,981	136,738	138,719	66
Agricultural	42	180	222	130,505	130,727	--
Total commercial	1,458	745	2,203	267,243	269,446	66
Other	--	--	--	3,527	3,527	--
Total	\$ 8,919	\$ 9,990	\$ 18,909	\$1,604,492	\$ 1,623,401	\$ 3,325
December 31, 2011						
Consumer:						
Credit cards	\$ 820	\$ 605	\$ 1,425	\$188,545	\$ 189,970	\$ 300
Student loans	1,894	2,483	4,377	43,042	47,419	2,483
Other consumer	1,398	664	2,062	107,149	109,211	335
Total consumer	4,112	3,752	7,864	338,736	346,600	3,118
Real estate:						
Construction	548	121	669	109,156	109,825	--
Single family residential	3,581	2,262	5,843	349,251	355,094	121
Other commercial	806	6,240	7,046	529,326	536,372	15
Total real estate	4,935	8,623	13,558	987,733	1,001,291	136
Commercial:						
Commercial	467	467	934	140,488	141,422	9
Agricultural	103	312	415	85,313	85,728	5
Total commercial	570	779	1,349	225,801	227,150	14
Other	--	--	--	4,728	4,728	--
Total	\$ 9,617	\$ 13,154	\$ 22,771	\$1,556,998	\$ 1,579,769	\$ 3,268

Impaired Loans – A loan is considered impaired when it is probable that the Company will not receive all amounts due according to the contractual terms of the loans, including scheduled principal and interest payments. This includes loans that are delinquent 90 days or more, nonaccrual loans and certain other loans identified by management. Certain other loans identified by management consist of performing loans with specific allocations of the allowance for loan losses. Impaired loans are carried at the present value of estimated future cash flows using the loan's existing rate, or the fair value of the collateral if the loan is collateral dependent. Specific allocations are applied when quantifiable

factors are present requiring a greater allocation than that established by the Company based on its analysis of historical losses for each loan category.

Impairment is evaluated in total for smaller-balance loans of a similar nature and on an individual loan basis for other loans. Impaired loans, or portions thereof, are charged-off when deemed uncollectible.

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Impaired loans, net of government guarantees and excluding loans acquired, segregated by class of loans, are as follows:

(In thousands)	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Average Investment	Average Interest	Average Investment	Average Interest
						in Impaired Loans Three Months Ended	Recognized Income	in Impaired Loans Nine Months Ended	Recognized Income
September 30, 2012									
Consumer:									
Credit cards	\$ 595	\$ 595	\$ --	\$ 595	\$ 89	\$ 563	\$ 4	\$ 570	\$ 12
Student loans	70	70	--	70	2	--	--	--	--
Other consumer	1,087	952	125	1,077	252	1,193	14	1,192	44
Total consumer	1,752	1,617	125	1,742	343	1,756	18	1,762	56
Real estate:									
Construction	5,478	3,937	1,497	5,434	512	5,634	68	5,493	203
Single family residential:									
residential	3,909	2,965	734	3,699	437	3,611	43	4,034	149
Other commercial	23,424	7,843	14,233	22,076	1,727	21,992	265	23,405	862
Total real estate	32,811	14,745	16,464	31,209	2,676	31,237	376	32,932	1,214
Commercial:									
Commercial	873	541	317	858	248	827	10	810	30
Agricultural	213	132	7	139	24	132	2	267	10
Total commercial	1,086	673	324	997	272	959	12	1,077	40
Other	--	--	--	--	--	--	--	--	--
Total	\$ 35,649	\$ 17,035	\$ 16,913	\$ 33,948	\$ 3,291	\$ 33,952	\$ 406	\$ 35,771	\$ 1,310

December 31, 2011						Three Months Ended				
						September 30, 2011	Nine Months Ended September 30, 2011			
Consumer:										
Credit cards	\$605	\$605	\$--	\$605	\$91	\$ 569	\$ 13	\$ 743	\$ 38	
Student loans	--	--	--	--	--	--	--	--	--	
Other consumer	1,359	1,203	128	1,331	266	1,211	13	1,290	42	
Total consumer	1,964	1,808	128	1,936	357	1,780	26	2,033	80	
Real estate:										
Construction	5,324	3,783	1,498	5,281	415	5,855	64	7,127	231	
Single family residential:										
residential	5,152	4,243	589	4,832	402	6,712	73	6,264	203	
Other commercial	28,538	13,642	13,100	26,742	1,942	30,828	336	31,015	1,009	
Total real estate	39,014	21,668	15,187	36,855	2,759	43,395	473	44,406	1,443	
Commercial:										
Commercial	949	569	312	881	214	1,173	13	1,308	42	
Agricultural	572	332	104	436	153	584	6	563	18	
Total commercial	1,521	901	416	1,317	367	1,757	19	1,871	60	
Other	--	--	--	--	--	--	--	--	--	
Total	\$42,499	\$24,377	\$15,731	\$40,108	\$3,483	\$ 46,932	\$ 518	\$ 48,310	\$ 1,583	

At September 30, 2012, and December 31, 2011, impaired loans, net of government guarantees and excluding loans acquired, totaled \$33.9 million and \$40.1 million, respectively. Allocations of the allowance for loan losses relative to impaired loans were \$3.3 million at September 30, 2012, and \$3.5 million at December 31, 2011. Approximately \$406,000 and \$1.3 million of interest income was recognized on average impaired loans of \$34.0 million and \$35.8 million for the three and nine months ended September 30, 2012. Interest income recognized on impaired loans on a cash basis during the three and nine months ended September 30, 2012 and 2011 was not material.

Included in certain impaired loan categories are troubled debt restructurings (“TDRs”). When the Company restructures a loan to a borrower that is experiencing financial difficulty and grants a concession that it would not otherwise consider, a “troubled debt restructuring” results and the Company classifies the loan as a TDR. The Company grants various types of concessions, primarily interest rate reduction and/or payment modifications or extensions, with an occasional forgiveness of principal.

Under ASC Topic 310-10-35 – Subsequent Measurement, a TDR is considered to be impaired, and an impairment analysis must be performed. The Company assesses the exposure for each modification, either by collateral discounting or by calculation of the present value of future cash flows, and determines if a specific allocation to the allowance for loan losses is needed.



Once an obligation has been restructured because of such credit problems, it continues to be considered a TDR until paid in full; or, if an obligation yields a market interest rate and no longer has any concession regarding payment amount or amortization, then it is not considered a TDR at the beginning of the calendar year after the year in which the improvement takes place. The Company returns TDRs to accrual status only if (1) all contractual amounts due can reasonably be expected to be repaid within a prudent period, and (2) repayment has been in accordance with the contract for a sustained period, typically at least six months.

The following table presents a summary of troubled debt restructurings, excluding loans acquired, segregated by class of loans.

(Dollars in thousands)	Accruing TDR Loans		Nonaccrual TDR Loans		Total TDR Loans	
	Number	Balance	Number	Balance	Number	Balance
September 30, 2012						
Consumer:						
Other consumer	3	\$ 46	--	\$ --	3	\$ 46
Total consumer	3	46	--	--	3	46
Real estate:						
Construction	2	1,212	--	--	2	1,212
Single-family residential	3	574	1	18	4	592
Other commercial	15	9,085	2	2,347	17	11,432
Total real estate	20	10,871	3	2,365	23	13,236
Commercial:						
Commercial	2	78	2	324	4	402
Total commercial	2	78	2	324	4	402
Total	25	\$ 10,995	5	\$ 2,689	30	\$ 13,684
December 31, 2011						
Consumer:						
Other consumer	5	\$ 23	--	\$ --	5	\$ 23
Total consumer	5	23	--	--	5	23
Real estate:						
Construction	1	1,277	--	--	1	1,277
Single-family residential	5	957	1	34	6	991
Other commercial	13	8,601	7	5,082	20	13,683
Total real estate	19	10,835	8	5,116	27	15,951
Commercial:						
Commercial	2	332	1	35	3	367
Agricultural	2	201	--	--	2	201
Total commercial	4	533	1	35	5	568
Total	28	\$ 11,391	9	\$ 5,151	37	\$ 16,542

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The following table presents loans that were restructured as TDRs during the three and nine months ended September 30, 2012 and 2011, excluding loans acquired, segregated by class of loans.

(Dollars in thousands)	Number of Loans	Balance Prior to TDR	Balance at September 30	Change in Maturity Date	Modification Type Change in Rate	Financial Impact on Date of Restructure
<b>Nine Months Ended September 30, 2012</b>						
<b>Consumer:</b>						
Other consumer	1	\$ 48	\$ 33	\$ --	\$ 33	\$ --
Total consumer	1	48	33	--	33	--
<b>Real estate:</b>						
Other commercial	4	1,054	887	--	887	--
Total real estate	4	1,054	887	--	887	--
<b>Commercial:</b>						
Commercial	1	50	39	--	39	--
Total commercial	1	50	39	--	39	--
<b>Total</b>	<b>6</b>	<b>\$ 1,152</b>	<b>\$ 959</b>	<b>\$ --</b>	<b>\$ 959</b>	<b>\$ --</b>
<b>Three Months Ended September 30, 2011</b>						
<b>Consumer:</b>						
Other consumer	1	\$ 514	\$ 514	\$ 514	\$ --	\$ --
Total consumer	1	514	514	514	--	--
<b>Total</b>	<b>1</b>	<b>\$ 514</b>	<b>\$ 514</b>	<b>\$ 514</b>	<b>\$ --</b>	<b>\$ --</b>
<b>Nine Months Ended September 30, 2011</b>						
<b>Consumer:</b>						
Other consumer	3	\$ 20	\$ 13	\$ 13	\$ --	\$ --
Total consumer	3	20	13	13	--	--
<b>Real estate:</b>						
Single-family residential	1	262	259	259	--	--
Other commercial	2	526	524	524	--	--
Total real estate	3	788	783	783	--	--
<b>Commercial:</b>						
Commercial	2	346	340	340	--	--
Total commercial	2	346	340	340	--	--
<b>Total</b>	<b>8</b>	<b>\$ 1,154</b>	<b>\$ 1,136</b>	<b>\$ 1,136</b>	<b>\$ --</b>	<b>\$ --</b>

During the three months ended September 30, 2012, the Company did not modify any loans which were deemed troubled debt restructurings. During the nine months ended September 30, 2012, the Company modified a total of six loans with a recorded investment of \$1.2 million prior to modification which were deemed troubled debt restructurings. Although there was additional modification of terms on some of the loans, the prevailing modification

on all restructured loans was a lowering of the interest rate. Based on the fair value of the collateral, no specific reserve was determined necessary for any of these loans. Also, there was no immediate financial impact from the restructuring of these loans, as it was not considered necessary to charge-off interest or principal on the date of restructure.

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The following table presents loans for which a payment default occurred during the three and nine months ended September 30, 2012 and 2011, and that had been modified as a TDR within 12 months or less of the payment default, excluding loans acquired, segregated by class of loans. We define a payment default as a payment received more than 90 days after its due date.

(Dollars in thousands)	Number of Loans	Recorded Balance at September 30	Charge-offs	Transfers to OREO
<b>Three Months Ended September, 2012</b>				
Real estate:				
Other commercial	1	\$ --	\$ --	\$ 473
Total real estate	1	--	--	473
Commercial:				
Commercial	1	7	125	--
Total commercial	1	7	125	--
<b>Total</b>	<b>2</b>	<b>\$ 7</b>	<b>\$ 125</b>	<b>\$ 473</b>
<b>Nine Months Ended September, 2012</b>				
Real estate:				
Other commercial	1	\$ --	\$ --	\$ 473
Total real estate	1	--	--	473
Commercial:				
Commercial	1	7	125	--
Total commercial	1	7	125	--
<b>Total</b>	<b>2</b>	<b>\$ 7</b>	<b>\$ 125</b>	<b>\$ 473</b>
<b>Three Months Ended September, 2011</b>				
Real estate:				
Other commercial	1	\$ 724	\$ 556	\$ --
Total real estate	1	724	556	--
<b>Total</b>	<b>1</b>	<b>\$ 724</b>	<b>\$ 556</b>	<b>\$ --</b>
<b>Nine Months Ended September, 2011</b>				
Real estate:				
Other commercial	5	\$ 4,057	\$ 556	\$ --
Total real estate	5	4,057	556	--
Commercial:				
Commercial	1	35	3	--
Total commercial	1	35	3	--
<b>Total</b>	<b>6</b>	<b>\$ 4,092</b>	<b>\$ 559</b>	<b>\$ --</b>

Credit Quality Indicators – As part of the on-going monitoring of the credit quality of the Company’s loan portfolio, management tracks certain credit quality indicators including trends related to (i) the weighted-average risk rating of commercial and real estate loans, (ii) the level of classified commercial and real estate loans, (iii) net charge-offs, (iv) non-performing loans (see details above) and (v) the general economic conditions in the States of Arkansas, Kansas

and Missouri.

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

- Risk Rate 1 – Pass (Excellent) – This category includes loans which are virtually free of credit risk. Borrowers in this category represent the highest credit quality and greatest financial strength.
- Risk Rate 2 – Pass (Good) - Loans under this category possess a nominal risk of default. This category includes borrowers with strong financial strength and superior financial ratios and trends. These loans are generally fully secured by cash or equivalents (other than those rated "excellent").

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- Risk Rate 3 – Pass (Acceptable – Average) - Loans in this category are considered to possess a normal level of risk. Borrowers in this category have satisfactory financial strength and adequate cash flow coverage to service debt requirements. If secured, the perfected collateral should be of acceptable quality and within established borrowing parameters.
- Risk Rate 4 – Pass (Monitor) - Loans in the Watch (Monitor) category exhibit an overall acceptable level of risk, but that risk may be increased by certain conditions, which represent "red flags". These "red flags" require a higher level of supervision or monitoring than the normal "Pass" rated credit. The borrower may be experiencing these conditions for the first time, or it may be recovering from weakness, which at one time justified a harsher rating. These conditions may include: weaknesses in financial trends; marginal cash flow; one-time negative operating results; non-compliance with policy or borrowing agreements; poor diversity in operations; lack of adequate monitoring information or lender supervision; questionable management ability/stability.
- Risk Rate 5 – Special Mention - A loan in this category has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the institution's credit position at some future date. Special Mention loans are not adversely classified (although they are "criticized") and do not expose an institution to sufficient risk to warrant adverse classification. Borrowers may be experiencing adverse operating trends, or an ill-proportioned balance sheet. Non-financial characteristics of a Special Mention rating may include management problems, pending litigation, a non-existent, or ineffective loan agreement or other material structural weakness, and/or other significant deviation from prudent lending practices.
- Risk Rate 6 – Substandard - A Substandard loan is inadequately protected by the current sound worth and paying capacity of the borrower or of the collateral pledged, if any. Loans so classified must have a well-defined weakness, or weaknesses, that jeopardize the liquidation of the debt. The loans are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. This does not imply ultimate loss of the principal, but may involve burdensome administrative expenses and the accompanying cost to carry the loan.
- Risk Rate 7 – Doubtful – A loan classified Doubtful has all the weaknesses inherent in a substandard loan except that the weaknesses make collection or liquidation in full (on the basis of currently existing facts, conditions, and values) highly questionable and improbable. Doubtful borrowers are usually in default, lack adequate liquidity, or capital, and lack the resources necessary to remain an operating entity. The possibility of loss is extremely high, but because of specific pending events that may strengthen the asset, its classification as loss is deferred. Pending factors include: proposed merger or acquisition; liquidation procedures; capital injection; perfection of liens on additional collateral; and refinancing plans. Loans classified as Doubtful are placed on nonaccrual status.
  - Risk Rate 8 – Loss - Loans classified Loss are considered uncollectible and of such little value that their continuance as bankable assets is not warranted. This classification does not mean that the loans has absolutely no recovery or salvage value, but rather it is not practical or desirable to defer writing off this basically worthless loan, even though partial recovery may be affected in the future. Borrowers in the Loss category are often in bankruptcy, have formally suspended debt repayments, or have otherwise ceased normal business operations. Loans should be classified as Loss and charged-off in the period in which they become uncollectible.

Loans acquired, including loans covered by FDIC loss share agreements, are evaluated using this internal grading system. However, since these loans are accounted for in pools, all of the loan pools were considered satisfactory at September 30, 2012 and December 31, 2011, respectively. Loans acquired, covered by loss share agreements, have additional protection provided by the FDIC. See Note 5, Loans Acquired, for further discussion of the acquired loan pools and loss sharing agreements.

Classified loans for the Company include loans in Risk Ratings 6, 7 and 8. Loans may be classified, but not considered impaired, due to one of the following reasons: (1) The Company has established minimum dollar amount thresholds for loan impairment testing. Loans rated 6 – 8 that fall under the threshold amount are not tested for impairment and therefore are not included in impaired loans. (2) Of the loans that are above the threshold amount and tested for impairment, after testing, some are considered to not be impaired and are not included in impaired loans. Total classified loans were \$45.5 million and \$60.6 million as of September 30, 2012 and December 31, 2011, respectively.

The following table presents a summary of loans by credit risk rating as of September 30, 2012 and December 31, 2011, segregated by class of loans.

(In thousands)	Risk Rate 1-4	Risk Rate 5	Risk Rate 6	Risk Rate 7	Risk Rate 8	Total
September 30, 2012						
Consumer:						
Credit cards	\$ 175,165	\$ --	\$ 595	\$ --	\$ --	\$175,760
Student loans	34,117	--	2,324	--	--	36,441
Other consumer	105,777	48	1,720	36	23	107,604
Total consumer	315,059	48	4,639	36	23	319,805
Real estate:						
Construction	121,984	239	6,200	--	--	128,423
Single family residential	348,654	1,650	5,609	63	--	355,976
Other commercial	511,509	8,758	25,957	--	--	546,224
Total real estate	982,147	10,647	37,766	63	--	1,030,623
Commercial:						
Commercial	135,936	166	2,612	5	--	138,719
Agricultural	130,323	--	404	--	--	130,727
Total commercial	266,259	166	3,016	5	--	269,446
Other	3,527	--	--	--	--	3,527
Loans acquired, covered by FDIC loss share	163,657	--	--	--	--	163,657
Loans acquired, not covered by FDIC loss share	73,023	--	--	--	--	73,023
Total	\$ 1,803,672	\$ 10,861	\$ 45,421	\$ 104	\$ 23	\$1,860,081

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(In thousands)	Risk Rate 1-4	Risk Rate 5	Risk Rate 6	Risk Rate 7	Risk Rate 8	Total
December 31, 2011						
Consumer:						
Credit cards	\$ 189,365	\$ --	\$ 605	\$ --	\$ --	\$189,970
Student loans	44,936	--	2,483	--	--	47,419
Other consumer	107,217	12	1,906	50	26	109,211
Total consumer	341,518	12	4,994	50	26	346,600
Real estate:						
Construction	100,534	3,699	5,592	--	--	109,825
Single family residential	345,880	1,377	7,821	16	--	355,094
Other commercial	491,466	8,465	36,441	--	--	536,372
Total real estate	937,880	13,541	49,854	16	--	1,001,291
Commercial:						
Commercial	136,107	510	4,762	43	--	141,422
Agricultural	84,747	148	833	--	--	85,728
Total commercial	220,854	658	5,595	43	--	227,150
Other	4,728	--	--	--	--	4,728
Loans acquired, covered by FDIC loss share	158,075	--	--	--	--	158,075
<b>Total</b>	<b>\$ 1,663,055</b>	<b>\$ 14,211</b>	<b>\$ 60,443</b>	<b>\$ 109</b>	<b>\$ 26</b>	<b>\$1,737,844</b>

Net (charge-offs)/recoveries for the three and nine months ended September 30, 2012 and 2011, excluding loans acquired, segregated by class of loans, were as follows:

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Consumer:				
Credit cards	\$ (564 )	\$ (879 )	\$ (1,968 )	\$ (2,706 )
Student loans	(20 )	(9 )	(58 )	(31 )
Other consumer	(231 )	(222 )	(380 )	(825 )
Total consumer	(815 )	(1,110 )	(2,406 )	(3,562 )
Real estate:				
Construction	--	(15 )	46	(787 )
Single-family residential	(246 )	(125 )	(457 )	(480 )
Other commercial	(466 )	36	(1,741 )	(468 )
Total real estate	(712 )	(104 )	(2,152 )	(1,735 )
Commercial:				
Commercial	(24 )	(276 )	(67 )	(847 )
Agriculture	--	3	(184 )	34
Total commercial	(24 )	(273 )	(251 )	(813 )
Other	--	--	--	--
<b>Total</b>	<b>\$ (1,551 )</b>	<b>\$ (1,487 )</b>	<b>\$ (4,809 )</b>	<b>\$ (6,110 )</b>

Allowance for Loan Losses – The allowance for loan losses is a reserve established through a provision for loan losses charged to expense, which represents management’s best estimate of probable losses that have been incurred within the



existing portfolio of loans. The allowance, in the judgment of management, is necessary to reserve for estimated loan losses and risks inherent in the loan portfolio. The Company's allowance for loan loss methodology includes allowance allocations calculated in accordance with ASC Topic 310, Receivables, and allowance allocations calculated in accordance with ASC Topic 450, Contingencies. Accordingly, the methodology is based on historical loss experience by type of credit and internal risk grade, specific homogeneous risk pools and specific loss allocations, with adjustments for current events and conditions. The Company's process for determining the appropriate level of the allowance for loan losses is designed to account for credit deterioration as it occurs. The provision for loan losses reflects loan quality trends, including the levels of and trends related to nonaccrual loans, past due loans, potential problem loans, criticized loans and net charge-offs or recoveries, among other factors. The provision for loan losses also reflects the totality of actions taken on all loans for a particular period. In other words, the amount of the provision reflects not only the necessary increases in the allowance for loan losses related to newly identified criticized loans, but it also reflects actions taken related to other loans including, among other things, any necessary increases or decreases in required allowances for specific loans or loan pools.

The allowance for loan losses is determined monthly based on management's assessment of several factors such as (1) historical loss experience based on volumes and types, (2) reviews or evaluations of the loan portfolio and allowance for loan losses, (3) trends in volume, maturity and composition, (4) off balance sheet credit risk, (5) volume and trends in delinquencies and nonaccruals, (6) lending policies and procedures including those for loan losses, collections and recoveries, (7) national, state and local economic trends and conditions, (8) concentrations of credit that might affect loss experience across one or more components of the loan portfolio, (9) the experience, ability and depth of lending management and staff and (10) other factors and trends that will affect specific loans and categories of loans.

As management evaluates the allowance for loan losses, it is categorized as follows: (1) specific allocations, (2) allocations for classified assets with no specific allocation, (3) general allocations for each major loan category and (4) unallocated portion.

Specific allocations are made when factors are present requiring a greater reserve than would be required when using the assigned risk rating allocation. As a general rule, if a specific allocation is warranted, it is the result of an analysis of a previously classified credit or relationship. The Company's evaluation process in specific allocations includes a review of appraisals or other collateral analysis. These values are compared to the remaining outstanding principal balance. If a loss is determined to be reasonably possible, the possible loss is identified as a specific allocation. If the loan is not collateral dependent, the measurement of loss is based on the expected future cash flows of the loan.

The Company establishes allocations for loans rated "watch" through "doubtful" based upon analysis of historical loss experience by category. A percentage rate is applied to each of these loan categories to determine the level of dollar allocation.

Management recognizes that unforeseen risks are inherent in the loan portfolio, and seeks to quantify, to the extent possible, factors that affect both the value and collectability of the asset. Relative to ASC Topic 310, the Company has identified the following risk assessment factors that have the potential to affect loan quality, and correspondingly, loan recognition. The factors are identified as (1) lending policies and procedures, (2) economic outlook and business conditions, (3) level and trend in delinquencies, (4) concentrations of credit and (5) external factors and competition.

The Company establishes general allocations for each major loan category. This section also includes allocations to loans which are collectively evaluated for loss such as credit cards, one-to-four family owner occupied residential real estate loans and other consumer loans. The allocations in this section are based on an analysis of historical losses for each loan category. Management gives consideration to trends, changes in loan mix, delinquencies, prior losses and other related information.

Allowance allocations other than specific, classified and general are included in the unallocated portion. While allocations are made for loans based upon historical loss analysis, the unallocated portion is designed to cover the uncertainty of how current economic conditions and other uncertainties may impact the existing loan portfolio. Factors to consider include national and state economic conditions such as increases in unemployment, the recent real estate lending crisis, the volatility in the stock market and the unknown impact of the various government stimulus programs. Various Federal Reserve articles and reports indicate the economy is in a moderate recovery, but questions remain about the durability of growth and whether it can be sustained by private demand. While the recession may be over, when compared to normal economic conditions, production, income, sales and employment are at very low levels. With moderate economic growth, it is possible the recovery could take years. The unemployment rate seems likely to remain elevated for several years. The unallocated reserve addresses inherent probable losses not included elsewhere in the allowance for loan losses. While calculating allocated reserve, the unallocated reserve supports uncertainties within the loan portfolio.

The following table details activity in the allowance for loan losses by portfolio segment for the three and nine months ended September 30, 2012. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

(In thousands)	Commercial	Real Estate	Credit Card	Other Consumer and Other	Unallocated	Total
<b>Three Months Ended September 30, 2012</b>						
Balance, beginning of period	\$ 1,983	\$ 10,468	\$ 5,486	\$ 1,776	\$ 8,684	\$28,397
Provision for loan losses	83	327	527	236	126	1,299
Charge-offs	(86 )	(773 )	(806 )	(358 )	--	(2,023 )
Recoveries	62	61	242	107	--	472
Net charge-offs	(24 )	(712 )	(564 )	(251 )	--	(1,551 )
Balance, September 30, 2012	\$ 2,042	\$ 10,083	\$ 5,449	\$ 1,761	\$ 8,810	\$28,145
<b>Nine Months Ended September 30, 2012</b>						
Balance, beginning of year	\$ 2,063	\$ 10,117	\$ 5,513	\$ 1,847	\$ 10,568	\$30,108
Provision for loan losses	230	2,118	1,904	352	(1,758 )	2,846
Charge-offs	(380 )	(3,390 )	(2,632 )	(836 )	--	(7,238 )
Recoveries	129	1,238	664	398	--	2,429
Net charge-offs	(251 )	(2,152 )	(1,968 )	(438 )	--	(4,809 )
Balance, September 30, 2012	\$ 2,042	\$ 10,083	\$ 5,449	\$ 1,761	\$ 8,810	\$28,145
<b>Period-end amount allocated to:</b>						
Loans individually evaluated for impairment	\$ 272	\$ 2,676	\$ 89	\$ 254	\$ --	\$3,291
Loans collectively evaluated for impairment	1,770	7,407	5,360	1,507	8,810	24,854
Balance, September 30, 2012	\$ 2,042	\$ 10,083	\$ 5,449	\$ 1,761	\$ 8,810	\$28,145



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Activity in the allowance for loan losses for the three and nine months ended September 30, 2011 was as follows:

(In thousands)	Commercial	Real Estate	Credit Card	Other Consumer and Other	Unallocated	Total
<b>Three Months Ended September 30, 2011</b>						
Balance, beginning of period	\$ 2,524	\$ 9,929	\$ 5,487	\$ 1,777	\$ 8,079	\$27,796
Provision for loan losses	116	(64 )	919	320	1,551	2,842
Charge-offs	(345 )	(255 )	(1,140 )	(450 )	--	(2,190 )
Recoveries	72	151	261	219	--	703
Net charge-offs	(273 )	(104 )	(879 )	(231 )	--	(1,487 )
Balance, September 30	\$ 2,367	\$ 9,761	\$ 5,527	\$ 1,866	\$ 9,630	\$29,151
<b>Nine Months Ended September 30, 2011</b>						
Balance, beginning of year	\$ 2,277	\$ 9,692	\$ 5,549	\$ 1,958	\$ 6,940	\$26,416
Provision for loan losses	903	1,804	2,684	764	2,690	8,845
Charge-offs	(1,185 )	(2,280 )	(3,441 )	(1,360 )	--	(8,266 )
Recoveries	372	545	735	504	--	2,156
Net charge-offs	(813 )	(1,735 )	(2,706 )	(856 )	--	(6,110 )
Balance, September 30	\$ 2,367	\$ 9,761	\$ 5,527	\$ 1,866	\$ 9,630	\$29,151
Period-end amount allocated to:						
Loans individually evaluated for impairment	\$ 312	\$ 2,371	\$ 107	\$ 279	\$ --	\$3,069
Loans collectively evaluated for impairment	2,055	7,390	5,420	1,587	9,630	26,082
Balance, September 30	\$ 2,367	\$ 9,761	\$ 5,527	\$ 1,866	\$ 9,630	\$29,151
Period-end amount allocated to:						
Loans individually evaluated for impairment	\$ 367	\$ 2,759	\$ 91	\$ 266	\$ --	\$3,483
Loans collectively evaluated for impairment	1,696	7,358	5,422	1,581	10,568	26,625
Balance, December 31, 2011	\$ 2,063	\$ 10,117	\$ 5,513	\$ 1,847	\$ 10,568	\$30,108

The Company's recorded investment in loans, excluding loans acquired, related to each balance in the allowance for loan losses by portfolio segment on the basis of the Company's impairment methodology was as follows:

(In thousands)	Commercial	Real Estate	Credit Card	Other Consumer and Other	Total
September 30, 2012					

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Loans individually evaluated for impairment	\$ 997	\$ 31,209	\$ 595	\$ 1,147	\$ 33,948
Loans collectively evaluated for impairment	268,449	999,414	175,165	146,425	1,589,453
Balance, end of period	\$ 269,446	\$ 1,030,623	\$ 175,760	\$ 147,572	\$ 1,623,401
December 31, 2011					
Loans individually evaluated for impairment	\$ 1,317	\$ 36,855	\$ 605	\$ 1,331	\$ 40,108
Loans collectively evaluated for impairment	225,833	964,436	189,365	160,027	1,539,661
Balance, end of period	\$ 227,150	\$ 1,001,291	\$ 189,970	\$ 161,358	\$ 1,579,769

## NOTE 5: LOANS ACQUIRED

The Company evaluated loans purchased in conjunction with the acquisition of Truman described in Note 2, Acquisitions, for impairment in accordance with the provisions of ASC Topic 310-30. Loans acquired in previous FDIC-assisted transactions were evaluated in the same manner. All loans acquired, whether or not covered by FDIC loss share agreements, are considered impaired if there is evidence of credit deterioration since origination and if it is probable that not all contractually required payments will be collected.

The following table reflects the carrying value of all acquired impaired loans as of September 30, 2012 and December 31, 2011:

(in thousands)	Loans Acquired	
	September 30, 2012	December 31, 2011
Consumer:		
Other consumer	\$611	\$ 23
Total consumer	611	23
Real estate:		
Construction	27,157	23,515
Single family residential	60,392	26,825
Other commercial	136,491	102,198
Total real estate	224,040	152,538
Commercial:		
Commercial	12,029	5,514
Agricultural	--	--
Total commercial	12,029	5,514
<b>Total loans acquired (1) (2)</b>	<b>\$236,680</b>	<b>\$ 158,075</b>

(1) These loans were not classified as non-performing assets at September 30, 2012 or December 31, 2011, as the loans are accounted for on a pooled basis and the pools are considered to be performing. Therefore, interest income, through accretion of the difference between the carrying amount of the loans and the expected cash flows, is being recognized on all purchased impaired loans. The loans are grouped in pools sharing common risk characteristics and were treated in the aggregate when applying various valuation techniques.

(2) Included in loans acquired were \$163.7 million and \$158.1 million of loans covered by FDIC loss share agreements at September 30, 2012 and December 31, 2011, respectively.

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

The amount of the estimated cash flows expected to be received from the acquired loan pools in excess of the fair values recorded for the loan pools is referred to as the accretable yield. The accretable yield is recognized as interest income over the estimated lives of the loans. Each quarter, the Company estimates the cash flows expected to be collected from the acquired loan pools, and adjustments may or may not be required. Beginning in the fourth quarter of 2011, the cash flows estimate has increased on the loans acquired in 2010 based on payment histories and reduced loss expectations of the loan pools. This has resulted in increased interest income that is spread on a level-yield basis over the remaining expected lives of the loan pools. Because these particular loan pools are covered by FDIC loss share, the increases in expected cash flows also reduce the amount of expected reimbursements under the loss sharing agreements with the FDIC, which are recorded as indemnification assets. The estimated adjustments to the indemnification assets are amortized on a level-yield basis over the remainder of the loss sharing agreements or the remaining expected lives of the loan pools, whichever is shorter. The impact of the adjustments on the Company's financial results for the three and nine months ended September 30, 2012 and 2011, is shown below:

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Impact on net interest income	\$ 2,915	\$ --	\$ 9,104	\$ --
Non-interest income	(2,729 )	--	(8,245 )	--
Net impact to pre-tax income	186	--	859	--
Net impact, net of taxes	\$ 113	\$ --	\$ 522	\$ --

Because these adjustments will be recognized over the remaining lives of the loan pools and the remainder of the loss sharing agreements, respectively, they will impact future periods as well. The current estimate of the remaining accretable yield adjustment that will positively impact interest income is \$18.0 million and the remaining adjustment to the indemnification assets that will reduce non-interest income is \$15.8 million. Of the remaining adjustments, the Company expects to recognize \$2.6 million of interest income and a \$2.4 million reduction of non-interest income, for a net addition to pre-tax income of approximately \$182,000 during the remainder of 2012. The accretable yield adjustments recorded in future periods will change as the Company continues to evaluate expected cash flows from the acquired loan pools.

Changes in the carrying amount of the accretable yield for all purchased impaired and non-impaired loans were as follows for the three and nine months ended September 30, 2012 and 2011.

(In thousands)	Three Months Ended September 30, 2012		Nine Months Ended September 30, 2012	
	Accretable Yield	Carrying Amount of Loans	Accretable Yield	Carrying Amount of Loans
Beginning balance	\$ 31,865	\$ 114,189	\$ 42,833	\$ 158,075
Additions	21,200	130,536	21,200	130,536
Accretable yield adjustments	--	--	--	--
Accretion	(5,041)	5,041	(16,009)	16,009
Payments and other reductions, net	--	(13,086)	--	(67,940)
Balance, ending	\$ 48,024	\$ 236,680	\$ 48,024	\$ 236,680





(In thousands)	Three Months Ended September 30, 2011		Nine Months Ended September 30, 2011	
	Accretable Yield	Carrying Amount of Loans	Accretable Yield	Carrying Amount of Loans
Beginning balance	\$ 27,559	\$ 192,899	\$ 36,247	\$ 231,600
Additions	--	--	--	--
Accretable yield adjustments	--	--	--	--
Accretion	(3,917 )	3,917	(12,605 )	12,605
Payments and other reductions, net	--	(24,422 )	--	(71,811 )
Balance, ending	\$ 23,642	\$ 172,394	\$ 23,642	\$ 172,394

No pools evaluated by the Company were determined to have experienced impairment in the estimated credit quality or cash flows. There were no allowances for loan losses related to the purchased impaired loans at September 30, 2012 or December 31, 2011.

#### NOTE 6: GOODWILL AND CORE DEPOSIT PREMIUMS

Goodwill is tested annually, or more than annually, if circumstances warrant, for impairment. If the implied fair value of goodwill is lower than its carrying amount, goodwill impairment is indicated and goodwill is written down to its implied fair value. Subsequent increases in goodwill value are not recognized in the financial statements. Although the Company had an FDIC-assisted acquisition during the quarter ended September 30, 2012, no additional goodwill was recorded, as the transaction resulted in a bargain purchase gain.

Core deposit premiums are periodically evaluated as to the recoverability of their carrying value. An additional core deposit premium of approximately \$1.2 million was recorded as part of the FDIC-assisted acquisition during the quarter, and will be amortized over a ten year period.

Goodwill, along with the carrying basis and accumulated amortization of core deposit premiums (net of core deposit premiums that were fully amortized) at September 30, 2012, and December 31, 2011, were as follows:

(In thousands)	September 30, 2012	December 31, 2011
Goodwill	\$ 60,605	\$ 60,605
Core deposit premiums:		
Gross carrying amount	\$ 4,261	\$ 3,069
Accumulated amortization	(1,712 )	(1,490 )
Net core deposit premiums	\$ 2,549	\$ 1,579

Core deposit premium amortization expense recorded for the nine months ended September 30, 2012 and 2011, was \$222,000 and \$670,000, respectively. The Company's estimated remaining amortization expense on core deposit premiums as of September 30, 2012, is as follows:

(In thousands)	Year	Amortization Expense
	Remainder of 2012	\$ 93
	2013	380
	2014	276
	2015	270
	2016	267
	Thereafter	1,263
	Total	\$ 2,549

NOTE 7: TIME DEPOSITS

Time deposits include approximately \$386,872,000 and \$378,825,000 of certificates of deposit of \$100,000 or more at September 30, 2012, and December 31, 2011, respectively.

NOTE 8: INCOME TAXES

The provision for income taxes is comprised of the following components:

(In thousands)	September 30, 2012	September 30, 2011
Income taxes currently payable	\$ 8,389	\$ 10,357
Deferred income taxes	86	(2,490 )
Provision for income taxes	\$ 8,475	\$ 7,867

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The tax effects of temporary differences related to deferred taxes shown on the balance sheets were:

(In thousands)	September 30, 2012	December 31, 2011
Deferred tax assets		
Loans acquired	\$ 15,191	\$ 7,150
FDIC true-up liability	1,675	1,341
Allowance for loan losses	10,801	11,457
Valuation of foreclosed assets	792	393
Deferred compensation payable	1,621	1,591
FHLB advances	443	547
Vacation compensation	1,049	1,052
Accumulated depreciation	166	--
Loan interest	767	767
Other	565	522
Total deferred tax assets	33,070	24,820
Deferred tax liabilities		
Accumulated depreciation	--	(189 )
Deferred loan fee income and expenses, net	(2,214 )	(1,742 )
FHLB stock dividends	(410 )	(430 )
Goodwill and core deposit premium amortization	(10,824 )	(9,725 )
FDIC indemnification asset	(23,357 )	(18,703 )
Available-for-sale securities	(376 )	(283 )
Other	(2,889 )	(569 )
Total deferred tax liabilities	(40,070 )	(31,641 )
Net deferred tax liabilities included in other liabilities on balance sheets	\$ (7,000 )	\$ (6,821 )

A reconciliation of income tax expense at the statutory rate to the Company's actual income tax expense is shown below:

(In thousands)	September 30, 2012	September 30, 2011
Computed at the statutory rate (35%)	\$ 9,844	\$ 9,427
Increase (decrease) in taxes resulting from:		
State income taxes, net of federal tax benefit	773	665
Tax exempt interest income	(1,980 )	(2,093 )
Tax exempt earnings on BOLI	(377 )	(377 )
Other differences, net	215	245
Actual tax provision	\$ 8,475	\$ 7,867

The Company follows ASC Topic 740, Income Taxes, which prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Benefits from tax positions should be recognized in the financial statements only when it is more likely than not that the tax position will be sustained upon examination by the appropriate taxing authority that would have full knowledge of all relevant information. A tax position that meets the more-likely-than-not recognition threshold is

measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Tax positions that previously failed to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold should be derecognized in the first subsequent financial reporting period in which that threshold is no longer met. ASC Topic 740 also provides guidance on the accounting for and disclosure of unrecognized tax benefits, interest and penalties.

The amount of unrecognized tax benefits may increase or decrease in the future for various reasons including adding amounts for current tax year positions, expiration of open income tax returns due to the statutes of limitation, changes in management's judgment about the level of uncertainty, status of examinations, litigation and legislative activity and the addition or elimination of uncertain tax positions.

The Company files income tax returns in the U.S. federal jurisdiction. The Company's U.S. federal income tax returns are open and subject to examinations from the 2008 tax year and forward. The Company's various state income tax returns are generally open from the 2005 and later tax return years based on individual state statute of limitations.

#### NOTE 9: OTHER BORROWINGS AND SUBORDINATED DEBENTURES

Debt at September 30, 2012, and December 31, 2011, consisted of the following components:

(In thousands)	September 30, 2012	December 31, 2011
Other Borrowings		
FHLB advances, due 2012 to 2033, 0.96% to 8.41% secured by residential real estate loans	\$ 88,852	\$ 89,898
Other debt	--	272
Subordinated Debentures		
Trust preferred securities, due 12/30/2033, fixed at 8.25%, callable without penalty	--	10,310
Trust preferred securities, due 12/30/2033, floating rate of 2.80% above the three month LIBOR rate, reset quarterly, callable without penalty	20,620	20,620
Total subordinated debentures	20,620	30,930
Total other borrowings and subordinated debentures	\$ 109,472	\$ 121,100

At September 30, 2012, the Company had no Federal Home Loan Bank ("FHLB") advances with original maturities of one year or less.

The Company had total FHLB advances of \$88.9 million at September 30, 2012, with approximately \$461.8 million of additional advances available from the FHLB. The FHLB advances are secured by mortgage loans and investment securities totaling approximately \$591.0 million at September 30, 2012.

The Company elected to retire \$10.3 million of trust preferred securities with an 8.25% fixed interest rate on September 28, 2012. Although the debt was redeemed, the \$10.3 million was reflected in other liabilities as of September 30, 2012, as payment was still in process. The trust preferred securities are tax-advantaged issues that qualify for Tier 1 capital treatment. Distributions on these securities are included in interest expense. Each of the trusts is a statutory business trust organized for the sole purpose of issuing trust securities and investing the proceeds thereof in junior subordinated debentures of the Company, the sole asset of each trust. The preferred securities of each trust represent preferred beneficial interests in the assets of the respective trusts and are subject to mandatory redemption upon payment of the junior subordinated debentures held by the trust. The common securities of each trust are wholly-owned by the Company. Each trust's ability to pay amounts due on the trust preferred securities is solely dependent upon the Company making payment on the related junior subordinated debentures. The Company's obligations under the junior subordinated securities and other relevant trust agreements, in aggregate, constitute a full and unconditional guarantee by the Company of each respective trust's obligations under the trust securities issued by

each respective trust.

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Aggregate annual maturities of long-term debt at September 30, 2012, are:

(In thousands)	Year	Annual Maturities
	2012	\$ 1,574
	2013	17,405
	2014	11,546
	2015	5,278
	2016	13,652
	Thereafter	60,017
	Total	\$ 109,472

#### NOTE 10: CONTINGENT LIABILITIES

The Company and/or its subsidiaries have various unrelated legal proceedings, most of which involve loan foreclosure activity pending, which, in the aggregate, are not expected to have a material adverse effect on the financial position of the Company and its subsidiaries. During the first quarter of 2012, the following lawsuit asserting claims against the Company was resolved.

On October 1, 2003, an action in Pulaski County Circuit Court was filed by Thomas F. Carter, Tena P. Carter and certain related entities against Simmons First Bank of South Arkansas and Simmons First National Bank alleging wrongful conduct by the banks in the collection of certain loans. The Company was later added as a party defendant. The plaintiffs were seeking \$2,000,000 in compensatory damages and \$10,000,000 in punitive damages. The Company and the banks filed Motions to Dismiss. The plaintiffs were granted additional time to discover any evidence for litigation, and submitted such findings. At the hearing on the Motions for Summary Judgment, the Court dismissed Simmons First National Bank due to lack of venue. Venue was changed to Jefferson County for the Company and Simmons First Bank of South Arkansas. Non-binding mediation failed on June 24, 2008. A pretrial was conducted on July 24, 2008. Several dispositive motions previously filed were heard on April 9, 2009, and arguments were presented on June 22, 2009. On July 10, 2009, the Court issued its Order dismissing five claims, leaving only a single claim for further pursuit in this matter. On August 18, 2009, plaintiffs took a nonsuit on their remaining claim of breach of good faith and fair dealing, thereby bringing all claims set forth in this action to a conclusion.

Plaintiffs subsequently filed their Notice of Appeal to the appellate court, lodged the transcript with the Arkansas Supreme Court Clerk, and filed their initial Brief. The Company and South Arkansas timely filed their Brief in response. On September 8, 2010, the Arkansas Court of Appeals dismissed the plaintiffs' appeal without prejudice, finding that the Trial Court had not entered a final Order, which may allow the plaintiffs to re-file the appeal at a later date.

On September 14, 2011, plaintiffs filed a motion for requesting the circuit court enter a judgment on this matter. The Company and South Arkansas timely filed an objection to the plaintiffs' motion. On November 3, 2011, the circuit court denied the plaintiffs' motion. The plaintiffs have filed a notice of appeal of the denial of the motion and have until late February, 2012 to lodge the record for appeal. On February 13, 2012, the Company and South Arkansas filed a motion to dismiss the appeal along with a brief and a partial transcript. On March 1, 2012, the Arkansas Supreme Court granted the motion of the Company and South Arkansas and dismissed the appeal. Following the dismissal, the plaintiff's counsel has advised counsel for the Company that the plaintiffs consider this matter concluded.





NOTE 11: CAPITAL STOCK

During 2007, the Company approved a stock repurchase program which authorized the repurchase of up to 700,000 shares of common stock. On July 23, 2012, the Company announced the substantial completion of the existing stock repurchase program and the adoption by the Board of Directors of a new stock repurchase program. The new program authorizes the repurchase of up to 850,000 additional shares of Class A common stock, or approximately 5% of the shares outstanding. The shares are to be purchased from time to time at prevailing market prices, through open market or unsolicited negotiated transactions, depending upon market conditions. Under the repurchase program, there is no time limit for the stock repurchases, nor is there a minimum number of shares that the Company intends to repurchase. The Company may discontinue purchases at any time that management determines additional purchases are not warranted. The Company intends to use the repurchased shares to satisfy stock option exercises, payment of future stock awards and dividends and general corporate purposes.

The Company repurchased 608,387 shares of stock with a weighted average repurchase price of \$24.16 per share during the nine month period ended September 30, 2012. Under the current stock repurchase plan, the Company can repurchase an additional 691,200 shares.

NOTE 12: UNDIVIDED PROFITS

The Company's subsidiary banks are subject to a legal limitation on dividends that can be paid to the parent company without prior approval of the applicable regulatory agencies. The approval of the Comptroller of the Currency is required, if the total of all dividends declared by a national bank in any calendar year exceeds the total of its net profits, as defined, for that year combined with its retained net profits of the preceding two years. Arkansas bank regulators have specified that the maximum dividend limit state banks may pay to the parent company without prior approval is 75% of current year earnings plus 75% of the retained net earnings of the preceding year. At September 30, 2012, the bank subsidiaries had approximately \$15.4 million available for payment of dividends to the Company, without prior approval of the regulatory agencies.

The risk-based capital guidelines of the Federal Reserve Board and the Office of the Comptroller of the Currency include the definitions for (1) a well-capitalized institution, (2) an adequately-capitalized institution, and (3) an undercapitalized institution. The criteria for a well-capitalized institution are: a 5% "Tier 1 leverage capital" ratio, a 6% "Tier 1 risk-based capital" ratio, and a 10% "total risk-based capital" ratio. As of September 30, 2012, each of the eight subsidiary banks met the capital standards for a well-capitalized institution. The Company's "total risk-based capital" ratio was 20.55% at September 30, 2012.

NOTE 13: STOCK BASED COMPENSATION

The Company's Board of Directors has adopted various stock compensation plans. The plans provide for the grant of incentive stock options, nonqualified stock options, stock appreciation rights, and bonus stock awards. Pursuant to the plans, shares are reserved for future issuance by the Company upon the exercise of stock options or awarding of bonus shares granted to directors, officers and other key employees.

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The table below summarizes the transactions under the Company's active stock compensation plans for the three months ended September 30, 2012:

	Stock Options Outstanding		Non-Vested Stock Awards Outstanding	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Grant-Date Fair-Value
Balance, January 1, 2012	228,070	\$ 26.76	127,217	\$ 26.49
Granted	--	--	51,245	26.29
Stock Options Exercised	--	--	--	--
Stock Awards Vested	--	--	(42,613 )	28.25
Forfeited/Expired	(400 )	26.20	--	--
Balance, September 30, 2012	227,670	\$ 26.76	135,849	\$ 25.92
Exercisable, September 30, 2012	218,356	\$ 26.61		

The following table summarizes information about stock options under the plans outstanding at September 30, 2012:

Range of Exercise Prices	Number of Shares	Options Outstanding		Options Exercisable	
		Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
\$23.78-	49,800	1.8	\$ 23.78	49,800	\$ 23.78
24.50-	30,800	2.6	24.50	30,800	24.50
26.19-	51,800	3.6	26.20	51,800	26.20
28.42-	48,700	4.7	28.42	48,700	28.42
30.31-	46,570	5.7	30.31	37,256	30.31

Total stock-based compensation expense was \$1,065,043 and \$920,919 during the nine months ended September 30, 2012 and 2011, respectively. Stock-based compensation expense is recognized ratably over the requisite service period for all stock-based awards. Unrecognized stock-based compensation expense related to stock options totaled \$43,265 at September 30, 2012. At such date, the weighted-average period over which this unrecognized expense is expected to be recognized was 0.38 years. Unrecognized stock-based compensation expense related to non-vested stock awards was \$2,621,330 at September 30, 2012. At such date, the weighted-average period over which this unrecognized expense is expected to be recognized was 2.34 years.

The intrinsic value of stock options outstanding and stock options exercisable at September 30, 2012 was \$29,000. Intrinsic value represents the difference between the Company's closing stock price on the last trading day of the period, which was \$24.36 as of September 30, 2012, and the exercise price multiplied by the number of options outstanding and exercisable at a price below that closing price. There were no stock options exercised during the nine months ended September 30, 2012. The total intrinsic value of stock options exercised during the nine months ended September 30, 2011 was \$262,000.



## NOTE 14: ADDITIONAL CASH FLOW INFORMATION

The following is a summary of the Company's additional cash flow information during the nine months ended:

(In thousands)	Nine Months Ended September 30,	
	2012	2011
Interest paid	\$11,729	\$16,109
Income taxes paid	10,965	11,625
Transfers of loans to foreclosed assets	4,321	18,247
Transfers of loans acquired, covered by FDIC loss share, to foreclosed assets covered by FDIC loss share	9,667	10,369
Unsettled retirement of trust preferred securities	10,310	--

## NOTE 15: OTHER OPERATING EXPENSES

Other operating expenses consist of the following:

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Professional services	\$ 1,078	\$ 1,010	\$ 3,196	\$ 3,216
Postage	574	586	1,820	1,785
Telephone	586	641	1,666	1,909
Credit card expense	1,787	1,643	5,198	4,805
Operating supplies	342	365	1,009	1,197
Amortization of core deposit premiums	74	222	221	670
Other expense	2,778	3,187	8,818	9,131
Total other operating expenses	\$ 7,219	\$ 7,654	\$ 21,928	\$ 22,713

## NOTE 16: CERTAIN TRANSACTIONS

From time to time the Company and its subsidiaries have made loans and other extensions of credit to directors, officers, their associates and members of their immediate families. From time to time directors, officers and their associates and members of their immediate families have placed deposits with the Company's subsidiary banks. Such loans, other extensions of credit and deposits were made in the ordinary course of business, on substantially the same terms (including interest rates and collateral) as those prevailing at the time for comparable transactions with other persons not related to the lender and did not involve more than normal risk of collectibility or present other unfavorable features.

## NOTE 17: COMMITMENTS AND CREDIT RISK

The Company grants agri-business, commercial and residential loans to customers throughout Arkansas, Kansas and southern Missouri along with credit card loans to customers throughout the United States. Commitments to extend credit are agreements to lend to a customer 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. Since a portion of the commitments may expire without being drawn upon, the total commitment amounts do

not necessarily represent future cash requirements. Each customer's creditworthiness is evaluated on a case-by-case basis. The amount of collateral obtained, if deemed necessary, is based on management's credit evaluation of the counterparty. Collateral held varies, but may include accounts receivable, inventory, property, plant and equipment, commercial real estate and residential real estate.

At September 30, 2012, the Company had outstanding commitments to extend credit aggregating approximately \$401,292,000 and \$289,760,000 for credit card commitments and other loan commitments, respectively. At December 31, 2011, the Company had outstanding commitments to extend credit aggregating approximately \$343,400,000 and \$285,487,000 for credit card commitments and other loan commitments, respectively.

Standby letters of credit are conditional commitments issued by the Company, to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements, including commercial paper, bond financing, and similar transactions. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers. The Company had total outstanding letters of credit amounting to \$9,811,000 and \$9,269,000 at September 30, 2012, and December 31, 2011, respectively, with terms ranging from 12 to 21 months. At September 30, 2012 and December 31, 2011, the Company's deferred revenue under standby letter of credit agreements was approximately \$15,000 and \$33,000, respectively.

#### NOTE 18: FAIR VALUE MEASUREMENTS

ASC Topic 820, Fair Value Measurements defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements.

ASC Topic 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The guidance also establishes a fair value hierarchy that requires the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. Topic 820 describes three levels of inputs that may be used to measure fair value:

- Level 1 Inputs – Quoted prices in active markets for identical assets or liabilities.
- Level 2 Inputs – Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities in active markets; quoted prices for similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 Inputs – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

In general, fair value is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models that primarily use, as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include amounts to reflect counterparty credit quality and the Company's creditworthiness, among other things, as well as unobservable parameters. Any such valuation adjustments are applied consistently over time. The Company's valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While management believes the Company's valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. Furthermore, the reported fair value amounts have not been comprehensively revalued since the presentation dates, and therefore, estimates of fair value after the balance sheet date may differ significantly from the amounts presented herein. A more detailed description of the valuation methodologies used for assets and liabilities measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below.





Following is a description of the inputs and valuation methodologies used for assets measured at fair value on a recurring basis and recognized in the accompanying consolidated balance sheets, as well as the general classification of such assets pursuant to the valuation hierarchy.

Available-for-sale securities – Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities would include highly liquid government bonds, mortgage products and exchange traded equities. Other securities classified as available-for-sale are reported at fair value utilizing Level 2 inputs. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the security's terms and conditions, among other things. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. The Company's investment in a government money market mutual fund (the "AIM Fund") is reported at fair value utilizing Level 1 inputs. The remainder of the Company's available-for-sale securities are reported at fair value utilizing Level 2 inputs.

Assets held in trading accounts – The Company's trading account investment in the AIM Fund is reported at fair value utilizing Level 1 inputs. The remainder of the Company's assets held in trading accounts are reported at fair value utilizing Level 2 inputs.

The following table sets forth the Company's financial assets by level within the fair value hierarchy that were measured at fair value on a recurring basis as of September 30, 2012 and December 31, 2011.

(In thousands)	Fair Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
September 30, 2012				
ASSETS				
Available-for-sale securities				
U.S. Government agencies	\$ 164,467	\$ --	\$ 164,467	\$ --
Mortgage-backed securities	24,333	--	24,333	--
Other securities	16,251	1,504	14,747	--
Assets held in trading accounts	7,002	1,600	5,402	--
December 31, 2011				
ASSETS				
Available-for-sale securities				
U.S. Government agencies	\$ 153,627	\$ --	\$ 153,627	\$ --
Mortgage-backed securities	2,557	--	2,557	--
Other securities	16,027	1,503	14,524	--
Assets held in trading accounts	7,541	1,800	5,741	--



Certain financial assets and liabilities are measured at fair value on a nonrecurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). Financial assets and liabilities measured at fair value on a nonrecurring basis include the following:

**Impaired loans (Collateral Dependent)** – Loan impairment is reported when full payment under the loan terms is not expected. Allowable methods for determining the amount of impairment include estimating fair value using the fair value of the collateral for collateral-dependent loans. If the impaired loan is identified as collateral dependent, then the fair value method of measuring the amount of impairment is utilized. This method requires obtaining a current independent appraisal of the collateral and applying a discount factor to the value. A portion of the allowance for loan losses is allocated to impaired loans if the value of such loans is deemed to be less than the unpaid balance. If these allocations cause the allowance for loan losses to require an increase, such increase is reported as a component of the provision for loan losses. Loan losses are charged against the allowance when management believes the uncollectability of a loan is confirmed. Impaired loans that are collateral dependent are classified within Level 3 of the fair value hierarchy when impairment is determined using the fair value method.

**Foreclosed assets held for sale** – Foreclosed assets held for sale are reported at fair value, less estimated costs to sell. At foreclosure, if the fair value, less estimated costs to sell, of the real estate acquired is less than the Company's recorded investment in the related loan, a write-down is recognized through a charge to the allowance for loan losses. Additionally, valuations are periodically performed by management and any subsequent reduction in value is recognized by a charge to income. The fair value of foreclosed assets held for sale is estimated using Level 3 inputs based on observable market data. As of September 30, 2012 and December 31, 2011, the fair value of foreclosed assets held for sale, excluding those covered by FDIC loss share agreements, less estimated costs to sell was \$29.7 million and \$22.9 million, respectively.

The significant unobservable inputs (Level 3) used in the fair value measurement of collateral for collateral-dependent impaired loans and foreclosed assets primarily relate to the specialized discounting criteria applied to the borrower's reported amount of collateral. The amount of the collateral discount depends upon the condition and marketability of the collateral, as well as other factors which may affect the collectability of the loan. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset. It is reasonably possible that a change in the estimated fair value for instruments measured using Level 3 inputs could occur in the future. As the Company's primary objective in the event of default would be to liquidate the collateral to settle the outstanding balance of the loan, collateral that is less marketable would receive a larger discount. During the reported periods, collateral discounts ranged from 10% to 40% for commercial and residential real estate collateral.

**Mortgage loans held for sale** – Mortgage loans held for sale are reported at fair value if, on an aggregate basis, the fair value of the loans is less than cost. In determining whether the fair value of loans held for sale is less than cost when quoted market prices are not available, the Company may consider outstanding investor commitments, discounted cash flow analyses with market assumptions or the fair value of the collateral if the loan is collateral dependent. Such loans are classified within either Level 2 or Level 3 of the fair value hierarchy. Where assumptions are made using significant unobservable inputs, such loans held for sale are classified as Level 3. At September 30, 2012, and December 31, 2011, the aggregate fair value of mortgage loans held for sale exceeded their cost. Accordingly, no mortgage loans held for sale were marked down and reported at fair value.

The following table sets forth the Company's financial assets by level within the fair value hierarchy that were measured at fair value on a nonrecurring basis as of September 30, 2012, and December 31, 2011.

(In thousands)	Fair Value Measurements Using			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
September 30, 2012				
ASSETS				
Impaired loans (1) (2) (collateral dependent)	\$ 3,624	\$ --	\$ --	\$ 3,624
Foreclosed assets held for sale (1)	1,523	--	--	1,523
December 31, 2011				
ASSETS				
Impaired loans (1) (2) (collateral dependent)	\$ 10,173	\$ --	\$ --	\$ 10,173
Foreclosed assets held for sale (1)	2,664	--	--	2,664

These amounts represent the resulting carrying amounts on the Consolidated Balance Sheets for impaired (1) collateral dependent loans and foreclosed assets held for sale for which fair value re-measurements took place during the period.

Specific allocations of \$215,000 and \$41,000 were related to the impaired collateral dependent loans for which (2) fair value re-measurements took place during the periods ended September 30, 2012 and December 31, 2011, respectively.

ASC Topic 825, Financial Instruments, requires disclosure in annual and interim financial statements of the fair value of financial assets and financial liabilities, including those financial assets and financial liabilities that are not measured and reported at fair value on a recurring basis or nonrecurring basis. The following methods and assumptions were used to estimate the fair value of each class of financial instruments.

Cash and cash equivalents – The carrying amount for cash and cash equivalents approximates fair value (Level 1).

Held-to-maturity securities – Fair values for held-to-maturity securities equal quoted market prices, if available, such as for highly liquid government bonds (Level 1). If quoted market prices are not available, fair values are estimated based on quoted market prices of similar securities. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the security's terms and conditions, among other things (Level 2). In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy.

Loans – The fair value of loans, excluding loans acquired, is estimated by discounting the future cash flows, using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. Loans with similar characteristics were aggregated for purposes of the calculations (Level 3).



Loans acquired – Fair values of loans acquired are based on a discounted cash flow methodology that considers factors including the type of loan and related collateral, variable or fixed rate, classification status, remaining term, interest rate, historical delinquencies, loan to value ratios, current market rates and remaining loan balance. The loans were grouped together according to similar characteristics and were treated in the aggregate when applying various valuation techniques. The discount rates used for loans were based on current market rates for new originations of similar loans. Estimated credit losses were also factored into the projected cash flows of the loans (Level 3).

FDIC indemnification asset – Fair value of the FDIC indemnification asset is based on the net present value of future cash proceeds expected to be received from the FDIC under the provisions of the loss share agreements using a discount rate that is based on current market rates (Level 3).

Deposits – The fair value of demand deposits, savings accounts and money market deposits is the amount payable on demand at the reporting date (i.e., their carrying amount) (Level 2). The fair value of fixed-maturity time deposits is estimated using a discounted cash flow calculation that applies the rates currently offered for deposits of similar remaining maturities (Level 3).

Federal Funds purchased, securities sold under agreement to repurchase and short-term debt – The carrying amount for Federal funds purchased, securities sold under agreement to repurchase and short-term debt are a reasonable estimate of fair value (Level 2).

Other borrowings – For short-term instruments, the carrying amount is a reasonable estimate of fair value. For long-term debt, rates currently available to the Company for debt with similar terms and remaining maturities are used to estimate the fair value (Level 2).

Subordinated debentures – The fair value of subordinated debentures is estimated using the rates that would be charged for subordinated debentures of similar remaining maturities (Level 2).

Accrued interest receivable/payable – The carrying amounts of accrued interest approximated fair value (Level 2).

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

The fair value of a financial instrument is the current amount that would be exchanged between willing parties, other than in a forced liquidation. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument.

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The estimated fair values, and related carrying amounts, of the Company's financial instruments are as follows:

(In thousands)	Carrying Amount	Fair Value Measurements			Total
		Level 1	Level 2	Level 3	
September 30, 2012					
Financial assets:					
Cash and cash equivalents	\$488,451	\$488,451	\$--	\$--	\$488,451
Held-to-maturity securities	510,630	--	516,419	--	516,419
Mortgage loans held for sale	23,980	--	--	23,980	23,980
Interest receivable	15,253	--	15,253	--	15,253
Loans	1,623,401	--	--	1,593,995	1,593,995
Loans acquired, covered by FDIC loss share	163,657	--	--	162,335	162,335
Loans acquired, not covered by FDIC loss share	73,023	--	--	73,023	73,023
FDIC indemnification asset	59,547	--	--	59,547	59,547
Financial liabilities:					
Non-interest bearing transaction accounts	543,380	--	543,380	--	543,380
Interest bearing transaction accounts and savings deposits	1,343,784	--	1,343,784	--	1,343,784
Time deposits	908,131	--	--	813,086	813,086
Federal funds purchased and securities sold under agreements to repurchase	64,829	--	64,829	--	64,829
Other borrowings	88,852	--	94,866	--	94,866
Subordinated debentures	20,620	--	15,499	--	15,499
Interest payable	1,693	--	1,693	--	1,693
December 31, 2011					
		Fair Value			
Financial assets					
Cash and cash equivalents	\$570,206	\$570,206			
Held-to-maturity securities	525,444	532,206			
Mortgage loans held for sale	22,976	22,976			
Interest receivable	15,126	15,126			
Loans not covered by loss share agreements	1,549,661	1,548,034			
Loans covered by FDIC loss share agreements	158,075	157,424			
FDIC indemnification asset	47,683	47,683			
Financial liabilities:					
Non-interest bearing transaction accounts	532,259	532,259			
Interest bearing transaction accounts and savings deposits	1,239,504	1,239,504			
Time deposits	878,634	882,244			
Federal funds purchased and securities sold under agreements to repurchase	114,766	114,766			
Other borrowings	90,170	96,129			
Subordinated debentures	30,930	30,833			
Interest payable	1,437	1,437			

The fair value of commitments to extend credit, letters of credit and lines of credit is not presented since management believes the fair value to be insignificant.





REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Audit Committee, Board of Directors and Stockholders  
Simmons First National Corporation  
Pine Bluff, Arkansas

We have reviewed the accompanying condensed consolidated balance sheet of SIMMONS FIRST NATIONAL CORPORATION as of September 30, 2012, and the related condensed consolidated statements of income and comprehensive income for the three month and nine month periods ended September 30, 2012 and 2011 and statements of stockholders' equity and cash flows for the nine month periods ended September 30, 2012 and 2011. These interim financial statements are the responsibility of the Company's management.

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

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

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2011, and the related consolidated statements of income, stockholders' equity and cash flows for the year then ended (not presented herein); and in our report dated March 7, 2012, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2011, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

BKD, LLP

/s/ BKD, LLP

Pine Bluff, Arkansas  
November 9, 2012

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

OVERVIEW

On September 14, 2012, our wholly-owned bank subsidiary, Simmons First National Bank ("SFNB", or "the Bank"), entered into a purchase and assumption agreement with loss share arrangements and a separate loan sale agreement with the FDIC to purchase approximately \$280 million in total assets and assume substantially all of the deposits and other liabilities of Truman Bank of St. Louis, Missouri ("Truman"), with four branches in the St. Louis metro area. We recognized a pre-tax bargain purchase gain of \$1.1 million on the transaction and incurred pre-tax merger related costs of \$815,000. After taxes, the combined nonrecurring items from the transaction contributed \$185,000 to net income, or \$0.01 to diluted earnings per share.

The Truman acquisition was the third of several that we anticipate making over the next several years, which is the reason we raised \$71 million in additional capital in November 2009. On October 19, 2012, the Bank entered into a purchase and assumption agreement with loss share arrangements with the FDIC to purchase approximately \$184 million in assets and assume all of the deposits and substantially all other liabilities of Excel Bank of Sedalia, Missouri. Our fourth acquisition was strategic in that it complements the footprint we have been building in the Kansas and Missouri market. We fully expect to pursue other opportunities to expand our footprint in that geographic region through additional FDIC and/or traditional acquisitions going forward.

Our net income for the three months ended September 30, 2012, was \$6.8 million and diluted earnings per share were \$0.41, compared to \$0.42 diluted earnings per share for the same period of 2011. Net income for the nine month period ended September 30, 2012, was \$19.7 million and diluted earnings per share were \$1.16, compared to \$1.10 diluted earnings per share for the same period of 2011.

Excluding the nonrecurring items from the Truman acquisition and other nonrecurring items from 2011 (see Table 13 in the Reconciliation of non-GAAP Measures section of this Item for details of the nonrecurring items), diluted core earnings per share decreased \$0.02, or 4.8%, for the three months ended September 30, 2012, and increased \$0.07, or 6.5%, for the nine months ended September 30, 2012, when compared to the same periods of 2011. We are pleased with our third quarter earnings performance. We continue to benefit significantly from strong asset quality, which has resulted in a reduction in our provision for loan losses from 2011, and from our on-going efficiency initiatives that resulted in a decrease in our year-to-date non-interest expense.

Stockholders' equity as of September 30, 2012, was \$404.2 million, book value per share was \$24.26 and tangible book value per share was \$20.47. Our ratio of stockholders' equity to total assets was 11.8% and the ratio of tangible stockholders' equity to tangible assets was 10.2% at September 30, 2012. The Company's Tier I leverage ratio of 11.7%, as well as our other regulatory capital ratios, remain significantly above the "well capitalized" levels (see Table 12 in the Capital section of this Item).

Our excess capital positions us to continue to take advantage of unprecedented acquisition opportunities through FDIC-assisted transactions of failed banks. We continue to actively pursue the right opportunities that meet our strategic plan regarding mergers and acquisitions. We have added to our normal FDIC acquisition strategy our intention to place "economic" bids, as we feel there will be some unique FDIC opportunities that will need to be liquidated, and will allow us to leverage our loss share infrastructure.

We continue to allocate our earnings, less dividends, to our stock repurchase program. We believe our stock, at its recent market price, continues to be an excellent investment. We increased our quarterly dividend from \$0.19 to \$0.20 per share, beginning with the first quarter. On an annual basis, the \$0.80 per share dividend results in a 3.3% return based on our recent stock price.

Total assets were \$3.41 billion at September 30, 2012, compared to \$3.32 billion at December 31, 2011. Total loans, including loans acquired, were \$1.86 billion at September 30, 2012, compared to \$1.74 billion at December 31, 2011. Despite continued challenges in the Northwest Arkansas region, overall, we continue to have good asset quality.

Simmons First National Corporation is an Arkansas based financial holding company with eight community banks in Pine Bluff, Lake Village, Jonesboro, Rogers, Searcy, Russellville, El Dorado and Hot Springs, Arkansas. Our eight banks conduct financial operations from 96 offices, of which 92 are financial centers, located in 55 communities in Arkansas, Kansas and Missouri.

## CRITICAL ACCOUNTING POLICIES

### Overview

We follow accounting and reporting policies that conform, in all material respects, to generally accepted accounting principles and to general practices within the financial services industry. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. While we base estimates on historical experience, current information and other factors deemed to be relevant, actual results could differ from those estimates.

We consider accounting estimates to be critical to reported financial results if (i) the accounting estimate requires management to make assumptions about matters that are highly uncertain and (ii) different estimates that management reasonably could have used for the accounting estimate in the current period, or changes in the accounting estimate that are reasonably likely to occur from period to period, could have a material impact on our financial statements.

The accounting policies that we view as critical to us are those relating to estimates and judgments regarding (a) the determination of the adequacy of the allowance for loan losses, (b) acquisition accounting and valuation of covered loans and related indemnification asset, (c) the valuation of goodwill and the useful lives applied to intangible assets, (d) the valuation of employee benefit plans and (e) income taxes.

### Allowance for Loan Losses on Loans Not Covered by Loss Share

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to income. Loan losses are charged against the allowance when management believes the uncollectability of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance is maintained at a level considered appropriate to provide for potential loan losses related to specifically identified loans as well as probable credit losses inherent in the remainder of the loan portfolio as of period end and at a level considered appropriate in relation to the estimated risk inherent in the loan portfolio. This estimate is based on management's evaluation of the loan portfolio, as well as on prevailing and anticipated economic conditions and historical losses by loan category. General reserves have been established, based upon the aforementioned factors and allocated to the individual loan categories. Allowances are accrued on specific loans evaluated for impairment for which the basis of each loan, including accrued interest, exceeds the discounted amount of expected future collections of interest and principal or, alternatively, the fair value of loan collateral. The unallocated reserve generally serves to compensate for the uncertainty in estimating loan losses, including the possibility of changes in risk ratings and specific reserve allocations in the loan portfolio as a result of our ongoing risk management system.

A loan is considered impaired when it is probable that we will not receive all amounts due according to the contractual terms of the loan. This includes loans that are delinquent 90 days or more, nonaccrual loans and certain other loans identified by management. Certain other loans identified by management consist of performing loans with specific allocations of the allowance for loan losses. Specific allocations are applied when quantifiable factors are present requiring an allocation other than that we established based on our analysis of historical losses for each loan category. Accrual of interest is discontinued and interest accrued and unpaid is removed at the time such amounts are delinquent 90 days unless management is aware of circumstances which warrant continuing the interest accrual. Interest is recognized for nonaccrual loans only upon receipt and only after all principal amounts are current according to the terms of the contract.

#### Acquisition Accounting, Covered Loans and Related Indemnification Asset

We account for our acquisitions under ASC Topic 805, Business Combinations, which requires the use of the purchase method of accounting. All identifiable assets acquired, including loans, are recorded at fair value. No allowance for loan losses related to the acquired loans is recorded on the acquisition date as the fair value of the loans acquired incorporates assumptions regarding credit risk. Loans acquired are recorded at fair value in accordance with the fair value methodology prescribed in ASC Topic 820, exclusive of the shared-loss agreements with the FDIC. The fair value estimates associated with the loans include estimates related to expected prepayments and the amount and timing of undiscounted expected principal, interest and other cash flows.

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

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

The shared-loss agreements continue to be measured on the same basis as the related indemnified loans, as prescribed by ASC Topic 805. Deterioration in the credit quality of the loans (immediately recorded as an adjustment to the allowance for loan losses) would immediately increase the basis of the shared-loss agreements, with the offset recorded through the consolidated statement of income. Increases in the credit quality or cash flows of loans (reflected as an adjustment to yield and accreted into income over the remaining life of the loans) decrease the basis of the shared-loss agreements, with such decrease being accreted into income over 1) the same period or 2) the life of the shared-loss agreements, whichever is shorter. Loss assumptions used in the basis of the indemnified loans are consistent with the loss assumptions used to measure the indemnification asset. Fair value accounting incorporates into the fair value of the indemnification asset an element of the time value of money, which is accreted back into income over the life of the shared-loss agreements.

Upon the determination of an incurred loss the indemnification asset will be reduced by the amount owed by the FDIC. A corresponding, claim receivable is recorded until cash is received from the FDIC. For further discussion of our acquisition and loan accounting, see Note 5, Loans Acquired, in the accompanying Condensed Notes to Consolidated Financial Statements included elsewhere in this report.

#### Goodwill and Intangible Assets

Goodwill represents the excess of the cost of an acquisition over the fair value of the net assets acquired. Other intangible assets represent purchased assets that also lack physical substance but can be separately distinguished from goodwill because of contractual or other legal rights or because the asset is capable of being sold or exchanged either on its own or in combination with a related contract, asset or liability. We perform an annual goodwill impairment test, and more than annually if circumstances warrant, in accordance with ASC Topic 350, Intangibles – Goodwill and Other, as amended by ASU 2011-08 – Testing Goodwill for Impairment. ASC Topic 350 requires that goodwill and intangible assets that have indefinite lives be reviewed for impairment annually, or more frequently if certain conditions occur. Impairment losses on recorded goodwill, if any, will be recorded as operating expenses.

#### Employee Benefit Plans

We have adopted various stock-based compensation plans. The plans provide for the grant of incentive stock options, nonqualified stock options, stock appreciation rights and bonus stock awards. Pursuant to the plans, shares are reserved for future issuance by the Company upon exercise of stock options or awarding of bonus shares granted to directors, officers and other key employees.

In accordance with ASC Topic 718, Compensation – Stock Compensation, the fair value of each option award is estimated on the date of grant using the Black-Scholes option-pricing model that uses various assumptions. This model requires the input of highly subjective assumptions, changes to which can materially affect the fair value estimate. For additional information, see Note 13, Stock Based Compensation, in the accompanying Condensed Notes to Consolidated Financial Statements included elsewhere in this report.

## Income Taxes

We are subject to the federal income tax laws of the United States, and the tax laws of the states and other jurisdictions where we conduct business. Due to the complexity of these laws, taxpayers and the taxing authorities may subject these laws to different interpretations. Management must make conclusions and estimates about the application of these innately intricate laws, related regulations, and case law. When preparing the Company's income tax returns, management attempts to make reasonable interpretations of the tax laws. Taxing authorities have the ability to challenge management's analysis of the tax law or any reinterpretation management makes in its ongoing assessment of facts and the developing case law. Management assesses the reasonableness of its effective tax rate quarterly based on its current estimate of net income and the applicable taxes expected for the full year. On a quarterly basis, management also reviews circumstances and developments in tax law affecting the reasonableness of deferred tax assets and liabilities and reserves for contingent tax liabilities.

## NET INTEREST INCOME

### Overview

Net interest income, our principal source of earnings, is the difference between the interest income generated by earning assets and the total interest cost of the deposits and borrowings obtained to fund those assets. Factors that determine the level of net interest income include the volume of earning assets and interest bearing liabilities, yields earned and rates paid, the level of non-performing loans and the amount of non-interest bearing liabilities supporting earning assets. Net interest income is analyzed in the discussion and tables below on a fully taxable equivalent basis. The adjustment to convert certain income to a fully taxable equivalent basis consists of dividing tax-exempt income by one minus the combined federal and state income tax rate of 39.225%.

Our practice is to limit exposure to interest rate movements by maintaining a significant portion of earning assets and interest bearing liabilities in short-term repricing. Historically, approximately 70% of our loan portfolio and approximately 80% of our time deposits have repriced in one year or less. These historical percentages are fairly consistent with our current interest rate sensitivity.

### Net Interest Income Quarter-to-Date Analysis

For the three month period ended September 30, 2012, net interest income on a fully taxable equivalent basis was \$29.1 million, an increase of \$0.6 million, or 2.03%, over the same period in 2011. The increase in net interest income was the result of a \$0.6 million decrease in interest income and a \$1.2 million decrease in interest expense.

Limiting the decrease in interest income to \$0.6 million can be attributed to our FDIC-assisted acquisitions. The acquired covered loans generated an additional \$1.1 million in interest income. The declining yield in our loan portfolio, excluding loans acquired, caused a \$1.2 million decrease in interest income. The remaining decrease in interest income is primarily due to a 56 basis point decline in the yield on investment securities.

Regarding the \$1.1 million increase in interest income from covered loans, a \$2.8 million increase resulted from higher average yields on the covered loans, increasing to 17.02% in 2012 from 8.59% in 2011. The yield increase was due to additional yield accretion recognized in conjunction with the fair value of the loan pools acquired in the 2010 FDIC-assisted transactions as discussed in Note 5, Loans Acquired, in the accompanying Condensed Notes to Consolidated Financial Statements included elsewhere in this report. Each quarter, we estimate the cash flows expected to be collected from the acquired loan pools. Beginning in the fourth quarter of 2011, this cash flows estimate increased based on the payment histories and reduced loss expectations of the loan pools. This resulted in increased interest income that is spread on a level-yield basis over the remaining expected lives of the loan pools. The increases in expected cash flows also reduce the amount of expected reimbursements under the loss sharing agreements with the FDIC, which are recorded as indemnification assets. The estimated adjustments to the indemnification assets will be amortized on a level-yield basis over the remainder of the loss sharing agreements or the remaining expected life of the loan pools, whichever is shorter, and are recorded in non-interest expense.

For the three months ended September 30, 2012, the adjustments increased interest income by \$2.9 million and decreased non-interest income by \$2.7 million. The net increase to pre-tax income was \$186,000 for the three months ended September 30, 2012. Because these adjustments will be recognized over the estimated remaining lives of the loan pools and the remainder of the loss sharing agreements, respectively, they will impact future periods as well. The current estimate of the remaining accretable yield adjustment that will positively impact interest income is \$18.0 million and the remaining adjustment to the indemnification assets that will reduce non-interest income is \$15.8 million. Of the remaining adjustments, we expect to recognize \$2.6 million of interest income and a \$2.4 million reduction of non-interest income during the remainder of 2012. The accretable yield adjustments recorded in future periods will change as we continue to evaluate expected cash flows from the acquired loan pools.

The \$2.8 million interest income increase from covered loan yields was partially offset by a \$1.7 million decrease in interest income due to the anticipated declining balances in the portfolio, resulting in the \$1.1 million interest income increase from covered loans.

The \$1.2 million decrease in interest expense is the result of a 19 basis point decrease in cost of funds due to competitive repricing during a low interest rate environment. The lower interest rates accounted for a \$1.0 million decrease in interest expense, while declining volume caused a \$0.2 million decrease in interest expense. The most significant component of this decrease was the \$0.7 million decrease associated with the repricing of the Company's time deposits that resulted from time deposits that matured during the period or were tied to a rate that fluctuated with changes in market rates. As a result, the average rate paid on time deposits decreased 32 basis points from 1.20% to 0.88%. Lower rates on interest bearing transaction and savings accounts resulted in an additional \$0.2 million decrease in interest expense, with the average rate decreasing by 8 basis points from 0.28% to 0.20%.

#### Net Interest Income Year-to-Date Analysis

For the nine month period ended September 30, 2012, net interest income on a fully taxable equivalent basis was \$86.5 million, an increase of \$1.4 million, or 1.6%, over the same period in 2011. The increase in net interest income was the result of a \$2.4 million decrease in interest income which was more than offset by \$3.7 million decrease in interest expense.

Limiting the decrease in interest income to \$2.4 million can be attributed to our FDIC-assisted acquisitions. The acquired covered loans generated an additional \$3.4 million in interest income. A 23 basis point decline in yield on the loan portfolio, excluding loans acquired, resulted in a \$2.7 million decrease in interest income, while the declining balance of the loan portfolio caused a \$1.9 million decrease in interest income. The remaining decrease in interest income is primarily due to an 84 basis point decline in the yield on investment securities.





Regarding the \$3.4 million increase in interest income from covered loans, an \$8.9 million increase resulted from higher average yields on the covered loans, increasing to 16.33% in 2012 from 8.41% in 2011. The yield increase was due to additional yield accretion recognized in conjunction with the fair value of the loan pools acquired in the 2010 FDIC-assisted transactions. For the nine months ended September 30, 2012, the adjustments increased interest income by \$9.1 million and decreased non-interest income by \$8.2 million. The net increase to pre-tax income was \$859,000 for the nine months ended September 30, 2012.

The \$8.9 million interest income increase from covered loan yields was partially offset by a \$5.5 million decrease in interest income due to the anticipated declining balances in the portfolio, resulting in the \$3.4 million interest income increase from covered loans for the nine months ended September 30, 2012.

The \$3.7 million decrease in interest expense is primarily the result of a 20 basis point decrease in cost of funds due to competitive repricing during a low interest rate environment. The lower interest rates accounted for a \$2.9 million decrease in interest expense, while a decline in the average balance of interest bearing liabilities reduced interest expense by \$0.8 million. The most significant component of this decrease was the \$2.0 million decrease associated with the repricing of the Company's time deposits that resulted from time deposits that matured during the period or were tied to a rate that fluctuated with changes in market rates. As a result, the average rate paid on time deposits decreased 30 basis points from 1.27% to 0.97%. Lower rates on interest bearing transaction and savings accounts resulted in an additional \$0.9 million decrease in interest expense, with the average rate decreasing by 10 basis points from 0.31% to 0.21%.

#### Net Interest Margin

Our net interest margin increased 8 basis points to 3.94% for the three month period ended September 30, 2012, when compared to 3.86% for the same period in 2011. For the nine month period ended September 30, 2012, net interest margin increased 4 basis points to 3.91%, when compared to 3.87% for the same period in 2011. The margin has been strengthened by a higher yield on covered loans. Conversely, while keeping us prepared to benefit from rising interest rates, our high levels of liquidity continue to compress our margin.

## Net Interest Income Tables

Table 1 and 2 reflect an analysis of net interest income on a fully taxable equivalent basis for the three month and nine month periods ended September 30, 2012 and 2011, respectively, as well as changes in fully taxable equivalent net interest margin for the three month and nine month periods ended September 30, 2012, versus September 30, 2011.

Table 1: Analysis of Net Interest Margin  
(FTE =Fully Taxable Equivalent)

(In thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Interest income	\$31,712	\$32,206	\$94,893	\$97,075
FTE adjustment	1,149	1,233	3,560	3,739
Interest income – FTE	32,861	33,439	98,453	100,814
Interest expense	3,771	4,927	11,985	15,712
Net interest income – FTE	\$29,090	\$28,512	\$86,468	\$85,102
Yield on earning assets – FTE	4.45 %	4.53 %	4.45 %	4.59 %
Cost of interest bearing liabilities	0.65 %	0.84 %	0.69 %	0.89 %
Net interest spread – FTE	3.80 %	3.69 %	3.76 %	3.70 %
Net interest margin – FTE	3.94 %	3.86 %	3.91 %	3.87 %

Table 2: Changes in Fully Taxable Equivalent Net Interest Margin

(In thousands)	Three Months Ended September 30, 2012 vs. 2011	Nine Months Ended September 30, 2012 vs. 2011
	Decrease due to change in earning assets	\$ (1,529 )
Increase due to change in earning asset yields	951	3,972
Increase due to change in interest bearing liabilities	170	797
Increase due to change in interest rates paid on interest bearing liabilities	986	2,930
Increase in net interest income	\$ 578	\$ 1,366

Table 3 shows, for each major category of earning assets and interest bearing liabilities, the average (computed on a daily basis) amount outstanding, the interest earned or expensed on such amount and the average rate earned or expensed for the three and nine month periods ended September 30, 2012 and 2011. The table also shows the average rate earned on all earning assets, the average rate expensed on all interest bearing liabilities, the net interest spread and the net interest margin for the same periods. The analysis is presented on a fully taxable equivalent basis. Nonaccrual loans were included in average loans for the purpose of calculating the rate earned on total loans.

Table 3: Average Balance Sheets and Net Interest Income Analysis

(\$ in thousands)	Three Months Ended September 30,					
	Average Balance	2012 Income/ Expense	Yield/ Rate (%)	Average Balance	2011 Income/ Expense	Yield/ Rate (%)
<b>ASSETS</b>						
<b>Earning Assets</b>						
Interest bearing balances due from banks	\$479,435	\$267	0.22	\$462,333	\$243	0.21
Federal funds sold	2,850	2	0.28	2,309	3	0.52
Investment securities - taxable	467,988	1,221	1.04	418,179	1,588	1.51
Investment securities - non-taxable	206,361	2,944	5.68	207,240	3,172	6.07
Mortgage loans held for sale	19,334	171	3.52	12,527	130	4.12
Assets held in trading accounts	7,780	12	0.61	7,428	8	0.43
Loans, not covered	1,637,437	23,203	5.64	1,640,439	24,378	5.90
Loans acquired, covered	117,809	5,041	17.02	180,884	3,917	8.59
Total interest earning assets	2,938,994	32,861	4.45	2,931,339	33,439	4.53
Non-earning assets	326,391			328,447		
Total assets	\$3,265,385			\$3,259,786		
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>						
<b>EQUITY</b>						
<b>Liabilities</b>						
<b>Interest bearing liabilities</b>						
<b>Interest bearing transaction and savings accounts</b>						
Interest bearing transaction and savings accounts	\$1,291,141	\$658	0.20	\$1,201,174	\$856	0.28
Time deposits	838,779	1,863	0.88	902,543	2,738	1.20
Total interest bearing deposits	2,129,920	2,521	0.47	2,103,717	3,594	0.68
Federal funds purchased and securities sold under agreement to repurchase	72,381	69	0.38	93,067	113	0.48
Other borrowings	90,307	792	3.49	92,785	842	3.60
Subordinated debentures	30,594	389	5.06	30,930	378	4.85
Total interest bearing liabilities	2,323,202	3,771	0.65	2,320,499	4,927	0.84
<b>Non-interest bearing liabilities</b>						
Non-interest bearing deposits	504,923			494,982		
Other liabilities	30,219			35,683		
Total liabilities	2,858,344			2,851,164		
Stockholders' equity	407,041			408,622		
Total liabilities and stockholders' equity	\$3,265,385			\$3,259,786		
Net interest spread			3.80			3.69
Net interest margin		\$29,090	3.94		\$28,512	3.86



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Nine Months Ended September 30,

2012

2011

(\$ in thousands)	Average Balance	Income/ Expense	Yield/ Rate (%)	Average Balance	Income/ Expense	Yield/ Rate (%)
<b>ASSETS</b>						
Earning Assets						
Interest bearing balances due from banks	\$535,454	\$919	0.23	\$466,205	\$776	0.22
Federal funds sold	1,165	4	0.46	1,149	5	0.58
Investment securities - taxable	466,327	4,013	1.15	412,846	5,093	1.65
Investment securities - non-taxable	208,243	9,128	5.86	207,638	9,623	6.20
Mortgage loans held for sale	18,011	487	3.61	9,259	305	4.40
Assets held in trading accounts	7,485	37	0.66	7,496	26	0.46
Loans, not covered	1,588,926	67,856	5.70	1,631,362	72,381	5.93
Loans acquired, covered	130,977	16,009	16.33	200,342	12,605	8.41
Total interest earning assets	2,956,588	98,453	4.45	2,936,297	100,814	4.59
Non-earning assets	313,558			332,170		
Total assets	\$3,270,146			\$3,268,467		
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>						
Liabilities						
Interest bearing liabilities						
Interest bearing transaction and savings accounts						
	\$1,275,576	\$2,029	0.21	\$1,213,458	\$2,832	0.31
Time deposits	846,707	6,136	0.97	918,241	8,737	1.27
Total interest bearing deposits	2,122,283	8,165	0.51	2,131,699	11,569	0.73
Federal funds purchased and securities sold under agreement to repurchase						
	87,987	248	0.38	102,159	332	0.43
Other borrowings	89,944	2,406	3.57	99,235	2,686	3.62
Subordinated debentures	30,818	1,166	5.05	30,930	1,125	4.86
Total interest bearing liabilities	2,331,032	11,985	0.69	2,364,023	15,712	0.89
Non-interest bearing liabilities						
Non-interest bearing deposits	500,724			464,981		
Other liabilities	28,904			34,705		
Total liabilities	2,860,660			2,863,709		
Stockholders' equity	409,486			404,758		
Total liabilities and stockholders' equity	\$3,270,146			\$3,268,467		
Net interest spread			3.76			3.70
Net interest margin		\$86,468	3.91		\$85,102	3.87

Table 4 shows changes in interest income and interest expense resulting from changes in volume and changes in interest rates for the three month and nine month period ended September 30, 2012, as compared to the same period of the prior year. The changes in interest rate and volume have been allocated to changes in average volume and changes in average rates in proportion to the relationship of absolute dollar amounts of the changes in rates and volume.

Table 4: Volume/Rate Analysis

(In thousands, on a fully taxable equivalent basis)	Three Months Ended September 30, 2012 over 2011			Nine Months Ended September 30, 2012 over 2011		
	Volume	Yield/Rate	Total	Volume	Yield/Rate	Total
Increase (decrease) in						
Interest income						
Interest bearing balances due from banks	\$ 9	\$ 15	\$ 24	\$ 118	\$ 25	\$ 143
Federal funds sold	1	(2 )	(1 )	--	(1 )	(1 )
Investment securities - taxable	173	(540 )	(367 )	600	(1,680 )	(1,080 )
Investment securities - non-taxable	(13 )	(215 )	(228 )	28	(523 )	(495 )
Mortgage loans held for sale	63	(22 )	41	244	(62 )	182
Assets held in trading accounts	--	4	4	--	11	11
Loans, not covered	(45 )	(1,130 )	(1,175 )	(1,854 )	(2,671 )	(4,525 )
Loans acquired, covered	(1,717 )	2,841	1,124	(5,469 )	8,873	3,404
<b>Total</b>	<b>(1,529 )</b>	<b>951</b>	<b>(578 )</b>	<b>(6,333 )</b>	<b>3,972</b>	<b>(2,361 )</b>
Interest expense						
Interest bearing transaction and savings accounts	60	(258 )	(198 )	139	(942 )	(803 )
Time deposits	(182 )	(693 )	(875 )	(641 )	(1,960 )	(2,601 )
Federal funds purchased and securities sold under agreements to repurchase	(22 )	(22 )	(44 )	(43 )	(41 )	(84 )
Other borrowings	(22 )	(28 )	(50 )	(248 )	(32 )	(280 )
Subordinated debentures	(4 )	15	11	(4 )	45	41
<b>Total</b>	<b>(170 )</b>	<b>(986 )</b>	<b>(1,156 )</b>	<b>(797 )</b>	<b>(2,930 )</b>	<b>(3,727 )</b>
(Decrease) increase in net interest income	\$ (1,359 )	\$ 1,937	\$ 578	\$ (5,536 )	\$ 6,902	\$ 1,366

#### PROVISION FOR LOAN LOSSES

The provision for loan losses represents management's determination of the amount necessary to be charged against the current period's earnings in order to maintain the allowance for loan losses at a level considered appropriate in relation to the estimated risk inherent in the loan portfolio. The level of provision to the allowance is based on management's judgment, with consideration given to the composition, maturity and other qualitative characteristics of the portfolio, historical loan loss experience, assessment of current economic conditions, past due and non-performing loans and net loan loss experience. It is management's practice to review the allowance on at least a quarterly basis, but generally on a monthly basis, and, after considering the factors previously noted, to determine the level of provision made to the allowance.



The provision for loan losses for the three month period ended September 30, 2012, was \$1.3 million, compared to \$2.8 million for the three month period ended September 30, 2011, a decrease of \$1.5 million. The provision for loan losses for the nine month period ended September 30, 2012, was \$2.8 million, compared to \$8.8 million for the nine month period ended September 30, 2011, a decrease of \$6.0 million. The provision decrease was driven by various items, most of them related to a general improvement in our already good asset quality and our proactive management in the identification, quantification and resolution of problem loans.

Several credits have been upgraded during 2012 and several others, with specific reserves, were charged-off. Also, our year-to-date annualized credit card charge-off ratio was significantly lower at 1.48%, compared to 2.02% for the first nine months last year. Based on these factors, management determined that the 2012 provision expense should be reduced in order to maintain the allowance for loan losses at an appropriate level at September 30, 2012.

Even with our reduced provision for loan losses during the year, we believe there remain many economic and financial factors, including the many uncertainties related to our national debt, spending and taxes that have recently consumed the news, that necessitate the need for a higher level of unallocated reserve. See Allowance for Loan Losses section for additional information.

#### NON-INTEREST INCOME

Total non-interest income was \$11.8 million for the three month period ended September 30, 2012, a decrease of \$1.9 million, or 13.7%, compared to \$13.7 million for the same period in 2011. For the nine months ended September 30, 2012, non-interest income was \$33.6 million, a decrease of \$7.0 million, or 17.2%, compared to \$40.6 million for the same period ended September 30, 2011.

As previously discussed in the Net Interest Income section, there were \$2.7 million and \$8.2 million decreases in non-interest income for the three and nine month periods, respectively, due to reductions of the indemnification assets resulting from increased cash flows expected to be collected from the FDIC covered loan portfolios. Included in our third quarter non-interest income is the nonrecurring bargain purchase gain on the Truman acquisition (see Overview section for more discussion of the FDIC-assisted transactions). Also, we recorded a \$1.1 million nonrecurring gain from the sale of MasterCard stock in the second quarter of 2011. Excluding the indemnification assets adjustment and these nonrecurring items, non-interest income decreased \$267,000, or 2.0%, for the three months ended September 30, 2012, and \$1.3 million, or 3.2%, for the nine months ended September 30, 2012, compared to the same periods last year.

Non-interest income is principally derived from recurring fee income, which includes service charges, trust fees and credit card fees. Non-interest income also includes income on the sale of mortgage loans, investment banking income, premiums on sale of student loans, income from the increase in cash surrender values of bank owned life insurance, gains (losses) from sales of securities and gains (losses) related to FDIC-assisted transactions and covered assets.



Table 5 shows non-interest income for the three month and nine month periods ended September 30, 2012 and 2011, respectively, as well as changes in 2012 from 2011.

Table 5: Non-Interest Income

(In thousands)	Three Months Ended September 30		2012 Change from 2011		Nine Months Ended September 30		2012 Change from 2011		
	2012	2011		%	2012	2011		%	
Trust income	\$ 1,440	\$ 1,370	\$70	5.11	% \$ 3,988	\$ 3,959	\$29	0.73	%
Service charges on deposit accounts	4,368	4,450	(82 )	-1.84	12,163	12,519	(356 )	-2.84	
Other service charges and fees	684	695	(11 )	-1.58	2,211	2,281	(70 )	-3.07	
Mortgage lending income	1,705	1,249	456	36.51	4,441	2,724	1,717	63.03	
Investment banking income	560	203	357	175.86	1,700	1,184	516	43.58	
Credit card fees	4,104	4,303	(199 )	-4.62	12,390	12,510	(120 )	-0.96	
Bank owned life insurance income	355	261	94	36.02	1,078	1,078	--	--	
Gain on FDIC assisted transactions	1,120	--	1,120	100	1,120	--	1,120	100	
Net gain (loss) on assets covered by FDIC loss share agreements	(2,689 )	287	(2,976 )	-1036.93	(7,507 )	980	(8,487 )	-866.02	
Other income	165	871	(706 )	-81.06	2,037	3,387	(1,350 )	-39.86	
Total non-interest income	\$ 11,812	\$ 13,689	\$(1,877 )	-13.71	% \$ 33,621	\$ 40,622	\$(7,001 )	-17.23	%

Recurring fee income (service charges, trust fees and credit card fees) for the three month period ended September 30, 2012, was \$10.6 million, a decrease of \$222,000 from the three month period ended September 30, 2011. Service charges on deposit accounts decreased by \$82,000, as we continue to see a decline in fee income from regulatory changes related to overdrafts on point-of-sale transactions. Credit card fees decreased \$199,000, despite a higher volume of credit and debit card transactions. This decrease in fee income is the direct result of the implementation of new regulation related to the pricing of debit card interchange fees. Although small banks were not supposed to be impacted, our earnings have definitely been directly impacted by this portion of the Dodd-Frank legislation.

Recurring fee income for the nine month period ended September 30, 2012, was \$30.8 million, a decrease of \$517,000 from the same period in 2011. Service charges on deposit accounts decreased by \$356,000, due to a decline in fee income as a result of regulatory changes. Credit card fees decreased \$120,000 for the nine months ended September 30, with an increase in the first quarter now being more than offset by regulatory related declines in the second and third quarters.

Mortgage banking income increased by \$456,000 and \$1.7 million for the three months and nine months ended September 30, 2012, respectively, compared to last year. This improvement was primarily due to historically low mortgage rates leading to a significant increase in residential refinancing volume.

Other non-interest income decreased \$706,000 and \$1.4 million for the three months and nine months ended September 30, 2012, compared to the same periods in 2011. Approximately \$400,000 of the decrease is from losses on the sale of foreclosed assets. Also, the year-to-date decrease was due to the \$1.1 million gain on sale of

MasterCard stock in the second quarter of 2011.

There were no realized gains or losses from the sale of securities for the three and nine month periods ended September 30, 2012 or 2011.

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Net gain (loss) on assets covered by FDIC loss share agreements decreased by \$3.0 million for the three months ended September 30, 2012, compared to the same period in 2011. As described in Note 5, Loans Acquired, of the Notes to Consolidated Financial Statements, due to the increase in cash flows expected to be collected from the FDIC-covered loan portfolios, \$2.7 million of amortization, a reduction of non-interest income, was recorded during the second quarter of 2012 related to reductions of expected reimbursements under the loss sharing agreements with the FDIC, which are recorded as indemnification assets. Income from the normal accretion of the FDIC indemnification assets, net of amortization of the FDIC true-up liability, decreased by \$0.3 million from the previous year.

Net gain (loss) on assets covered by FDIC loss share agreements decreased by \$8.5 million for the nine months ended September 30, 2012, compared to the same period in 2011. Non-interest income was reduced by \$8.2 million due to the amortization of indemnification assets resulting from the increase in expected cash flows on covered assets. Income from the normal accretion of the FDIC indemnification assets, net of amortization of the FDIC true-up liability, decreased by \$0.8 million from the previous year. Also, there was an increase of \$0.5 million in gains from the sale of covered foreclosed assets and other items during the period.

#### NON-INTEREST EXPENSE

Non-interest expense consists of salaries and employee benefits, occupancy, equipment, foreclosure losses and other expenses necessary for the operation of the Company. Management remains committed to controlling the level of non-interest expense, through the continued use of expense control measures that have been installed. We utilize an extensive profit planning and reporting system involving all subsidiaries. Based on a needs assessment of the business plan for the upcoming year, monthly and annual profit plans are developed, including manpower and capital expenditure budgets. These profit plans are subject to extensive initial reviews and monitored by management on a monthly basis. Variances from the plan are reviewed monthly and, when required, management takes corrective action intended to ensure financial goals are met. We also regularly monitor staffing levels at each subsidiary to ensure productivity and overhead are in line with existing workload requirements.

Non-interest expense for the three and nine month periods ended September 30, 2012, was \$28.7 million and \$85.6 million, an increase of \$1.1 million, or 3.9%, and a decrease of \$647,000, or 0.8%, from the same periods in 2011.

Deposit insurance for the three and nine months ended September 30, 2012, increased \$233,000 and decreased \$620,000 from the same periods in 2011, primarily resulting from changes in the FDIC's insurance assessment base and rates.

Included in non-interest expense for the three and nine months ended September 30, 2012, were \$815,000 in nonrecurring merger related costs associated with the Truman acquisition. Excluding this non-core item, non-interest expense for the three months ended September 30, 2012, increased \$271,000, or 1.0%, from the same period in 2011.

Included in non-interest expense for the three and nine months ended September 30, 2011, were nonrecurring merger related costs associated with the Company's previous FDIC-assisted acquisitions and nonrecurring branch closing costs (see Table 13 in the Reconciliation of non-GAAP Measures section of this Item for details of the nonrecurring items). No branch closing costs were recorded during the three and nine months ended September 30, 2012. Excluding all nonrecurring items, non-interest expense for the nine months ended September 30, 2012, decreased \$964,000, or 1.1%, from the same period in 2011.

Salaries and employee benefits increased by \$378,000, or 2.4%, for the three months ended September 30, 2012, and \$238,000, or 0.5%, for the nine months ended September 30, 2012. Occupancy expense decreased by \$42,000, or 1.9%, and \$222,000, or 3.4%, respectively, for the same periods.

Our ability to hold personnel costs relatively flat from last year and reduce occupancy expense, along with the majority of the remaining decreases in the non-interest expense category, can be attributed to good expense control, coupled with our ongoing efficiency initiatives.

Table 6 below shows non-interest expense for the three month and nine month periods ended September 30, 2012 and 2011, respectively, as well as changes in 2012 from 2011.

Table 6: Non-Interest Expense

(In thousands)	Three Months Ended September 30		2012 Change from 2011		Nine Months Ended September 30		2012 Change from 2011	
	2012	2011			2012	2011		
Salaries and employee benefits	\$ 15,911	\$ 15,533	\$378	2.43 %	\$ 49,323	\$ 49,085	\$238	0.48 %
Occupancy expense, net	2,182	2,224	(42 )	-1.89	6,291	6,513	(222 )	-3.41
Furniture and equipment expense	1,835	1,763	72	4.08	5,047	4,912	135	2.75
Other real estate and foreclosure expense	280	215	65	30.23	681	532	149	28.01
Deposit insurance	444	211	233	110.43	1,472	2,092	(620 )	-29.64
Merger related costs	815	--	815	100	815	357	458	128.29
Other operating expenses								
Professional services	1,078	1,010	68	6.73	3,196	3,216	(20 )	-0.62
Postage	574	586	(12 )	-2.05	1,820	1,785	35	1.96
Telephone	586	641	(55 )	-8.58	1,666	1,909	(243 )	-12.73
Credit card expenses	1,787	1,643	144	8.76	5,198	4,805	393	8.18
Operating supplies	342	365	(23 )	-6.3	1,009	1,197	(188 )	-15.71
Amortization of intangibles	74	222	(148 )	-66.67	221	670	(449 )	-67.01
Other expense	2,778	3,187	(409 )	-12.83	8,818	9,131	(313 )	-3.43
<b>Total non-interest expense</b>	<b>\$ 28,686</b>	<b>\$ 27,600</b>	<b>\$1,086</b>	<b>3.93 %</b>	<b>\$ 85,557</b>	<b>\$ 86,204</b>	<b>\$(647 )</b>	<b>-0.75 %</b>

## LOAN PORTFOLIO

Our loan portfolio, excluding loans acquired, averaged \$1.589 billion and \$1.632 billion during the first nine months of 2012 and 2011, respectively. As of September 30, 2012, total loans, excluding loans acquired, were \$1.623 billion, an increase of \$44 million from December 31, 2011. The most significant components of the loan portfolio were loans to businesses (commercial loans, commercial real estate loans and agricultural loans) and individuals (consumer loans, credit card loans and single-family residential real estate loans).

We seek to manage our credit risk by diversifying our loan portfolio, determining that borrowers have adequate sources of cash flow for loan repayment without liquidation of collateral, obtaining and monitoring collateral, providing an adequate allowance for loan losses and regularly reviewing loans through the internal loan review process. The loan portfolio is diversified by borrower, purpose and industry and, in the case of credit card loans,

which are unsecured, by geographic region. We seek to use diversification within the loan portfolio to reduce credit risk, thereby minimizing the adverse impact on the portfolio, if weaknesses develop in either the economy or a particular segment of borrowers. Collateral requirements are based on credit assessments of borrowers and may be used to recover the debt in case of default. We use the allowance for loan losses as a method to value the loan portfolio at its estimated collectible amount. Loans are regularly reviewed to facilitate the identification and monitoring of deteriorating credits.

The balances of loans outstanding, excluding loans acquired, at the indicated dates are reflected in Table 7, according to type of loan.

Table 7: Loan Portfolio

(In thousands)	September 30, 2012	December 31, 2011
Consumer		
Credit cards	\$ 175,760	\$ 189,970
Student loans	36,441	47,419
Other consumer	107,604	109,211
Total consumer	319,805	346,600
Real Estate		
Construction	128,423	109,825
Single family residential	355,976	355,094
Other commercial	546,224	536,372
Total real estate	1,030,623	1,001,291
Commercial		
Commercial	138,719	141,422
Agricultural	130,727	85,728
Total commercial	269,446	227,150
Other	3,527	4,728
Total loans, excluding loans acquired, before allowance for loan losses	\$ 1,623,401	\$ 1,579,769

Consumer loans consist of credit card loans, student loans and other consumer loans. Consumer loans were \$319.8 million at September 30, 2012, or 19.7% of total loans, compared to \$346.6 million, or 21.9% of total loans at December 31, 2011. The decrease in consumer loans from December 31, 2011, to September 30, 2012, was primarily due to the seasonal decline in our credit card portfolio and the paydowns and consolidation of student loans – a business line eliminated from the private sector by Government legislation after the 2009 – 2010 school year. We plan to continue servicing the remaining student loans internally until the loans pay off, we find a suitable buyer or the students consolidate their loans.

Real estate loans consist of construction loans, single-family residential loans and commercial real estate loans. Real estate loans were \$1.031 billion at September 30, 2012, or 63.5% of total loans, compared to the \$1.001 billion, or 63.4% of total loans at December 31, 2011, an increase of \$29.3 million. During 2012, we have seen growth in each of our major real estate portfolio segments. Single family residential loans increased by \$882,000, our commercial real estate (“CRE”) portfolio increased by \$9.9 million, with an \$18.6 million increase in construction and development (“C&D”) loans. While this is not the level of organic growth that we expect in normal economic times, our loan growth in 2012 represents a significant improvement over the previous three years.

Commercial loans consist of commercial loans and agricultural loans. Commercial loans were \$269.4 million at September 30, 2012, or 16.6% of total loans, compared to \$227.1 million, or 14.4% of total loans at December 31, 2011, an increase of \$42.3 million. This increase was due to the seasonal increase in our agricultural loan portfolio, which normally peaks in the third quarter.

## ASSETS ACQUIRED

On September 14, 2012, the Company acquired substantially all of the assets and assumed substantially all of the deposits and certain other liabilities of Truman in an FDIC-assisted transaction. In 2010, we previously acquired substantially all of the assets and assumed substantially all of the deposits and certain other liabilities of two failed banks in FDIC-assisted transactions. Loans comprise the majority of the assets acquired. The majority of the loans acquired, along with the majority of the foreclosed assets acquired, are subject to loss share agreements with the FDIC whereby SFNB is indemnified against 80% of losses. These loans and foreclosed assets, as well as the related indemnification asset from the FDIC, are presented as covered assets in the accompanying consolidated financial statements.

A summary of the covered assets, along with the assets acquired that are not covered under FDIC loss share agreements, are reflected in Table 8 below as of September 30, 2012 and December 31, 2011.

Table 8: Assets Acquired

(In thousands)	September 30, 2012	December 31, 2011
Loans acquired, covered by FDIC loss share (net of discount)	\$ 163,657	\$ 158,075
Foreclosed assets covered by FDIC loss share	26,466	11,685
FDIC indemnification asset	59,547	47,683
Total covered assets	\$ 249,670	\$ 217,443
Loans acquired, not covered by FDIC loss share (net of discount)	\$ 73,023	\$ --
Foreclosed assets acquired, not covered by FDIC loss share	6,539	--
Total assets acquired, not covered by FDIC loss share	\$ 79,562	\$ --

We evaluated loans purchased in conjunction with the acquisitions for impairment in accordance with the provisions of ASC Topic 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality. All loans acquired, whether or not covered by FDIC loss share agreements, are considered impaired if there is evidence of credit deterioration since origination and if it is probable that not all contractually required payments will be collected. All loans acquired in these transactions were deemed to be impaired loans. These loans were not classified as nonperforming assets at September 30, 2012 or December 31, 2011, as the loans are accounted for on a pooled basis and the pools are considered to be performing. Therefore, interest income, through accretion of the difference between the carrying amount of the loans and the expected cash flows, is being recognized on all purchased impaired loans. For further discussion of assets acquired, see Note 5, Loans Acquired, in the accompanying Condensed Notes to Consolidated Financial Statements included elsewhere in this report.

## ASSET QUALITY

A loan is considered impaired when it is probable that we will not receive all amounts due according to the contractual terms of the loans. Impaired loans include non-performing loans (loans past due 90 days or more and nonaccrual loans) and certain other loans identified by management that are still performing.

Non-performing loans are comprised of (a) nonaccrual loans, (b) loans that are contractually past due 90 days and (c) other loans for which terms have been restructured to provide a reduction or deferral of interest or principal, because of deterioration in the financial position of the borrower. The subsidiary banks recognize income principally on the accrual basis of accounting. When loans are classified as nonaccrual, generally, the accrued interest is charged off and no further interest is accrued. Loans, excluding credit card loans, are placed on a nonaccrual basis either: (1) when there are serious doubts regarding the collectability of principal or interest, or (2) when payment of interest or principal is 90 days or more past due and either (i) not fully secured or (ii) not in the process of collection. If a loan is determined by management to be uncollectible, the portion of the loan determined to be uncollectible is then charged to the allowance for loan losses.

Credit card loans are classified as impaired when payment of interest or principal is 90 days past due. Litigation accounts are placed on nonaccrual until such time as deemed uncollectible. Credit card loans are generally charged off when payment of interest or principal exceeds 180 days past due, but are turned over to the credit card recovery department, to be pursued until such time as they are determined, on a case-by-case basis, to be uncollectible.

Historically, we have sold our student loans into the secondary market before they reached payout status, thus requiring no servicing by the Company. Currently, since the government takeover of the student loan origination business in 2010, there is no secondary market for student loans; therefore, we are now required to service loans that have converted to a payout basis. Student loans are classified as impaired when payment of interest or principal is 90 days past due. Approximately \$2.3 million of government guaranteed student loans were over 90 days past due during the quarter ending September 30, 2012. Under existing rules, when these loans exceed 270 days past due, the Department of Education will purchase them at 97% of principal and accrued interest. Although these student loans remain guaranteed by the federal government, because they are over 90 days past due they are included in our non-performing assets.

Total non-performing assets, excluding foreclosed assets covered by FDIC loss share agreements, increased by \$2.5 million from December 31, 2011, to September 30, 2012. The increase in non-performing assets is related to the Truman transaction, in which we acquired \$6.5 million in non-covered foreclosed assets. Normalizing for the acquired non-covered foreclosed assets, our non-performing assets decreased \$4.0 million, primarily related to charge-offs of two credits with specific reserves. As a result of these credit charge-offs, non-performing assets, including TDRs and the newly acquired non-covered foreclosed asset, as a percent of total assets were 1.54% at September 30, 2012, compared to 1.52% at December 31, 2011.

Given current economic conditions, borrowers of all types are experiencing declines in income and cash flow. As a result, many borrowers are seeking to reduce contractual cash outlays, the most prominent being debt payments. In an effort to preserve our net interest margin and earning assets, we are open to working with existing customers in order to maximize the collectability of the debt.



When we restructure a loan to a borrower that is experiencing financial difficulty and grant a concession that we would not otherwise consider, a “troubled debt restructuring” results and the Company classifies the loan as a TDR. The Company grants various types of concessions, primarily interest rate reduction and/or payment modifications or extensions, with an occasional forgiveness of principal.

Under ASC Topic 310-10-35 – Subsequent Measurement, a TDR is considered to be impaired, and an impairment analysis must be performed. We assess the exposure for each modification, either by collateral discounting or by calculation of the present value of future cash flows, and determine if a specific allocation to the allowance for loan losses is needed.

Once an obligation has been restructured because of such credit problems, it continues to be considered a TDR until paid in full; or, if an obligation yields a market interest rate and no longer has any concession regarding payment amount or amortization, then it is not considered a TDR at the beginning of the calendar year after the year in which the improvement takes place. The Company had TDRs totaling \$13.7 million and \$16.5 million at September 30, 2012, and December 31, 2011, respectively. The majority of performing and non-performing TDRs are in our CRE portfolio.

We return TDRs to accrual status only if (1) all contractual amounts due can reasonably be expected to be repaid within a prudent period, and (2) repayment has been in accordance with the contract for a sustained period, typically at least six months.

Although the general state of the national economy remains volatile, and despite the challenges in housing and commercial real estate markets, we continue to maintain good asset quality, compared to the industry. The allowance for loan losses as a percent of total loans was 1.73% as of September 30, 2012. Non-performing loans equaled 0.73 % of total loans. Non-performing assets were 1.22% of total assets, up 4 basis points from year end due to the addition of the acquired foreclosed assets. The allowance for loan losses was 238% of non-performing loans. Our annualized net charge-offs to total loans for the first nine months of 2012 was 0.40%. Excluding credit cards, the annualized net charge-offs to total loans for the same period was 0.27%. Annualized net credit card charge-offs to total credit card loans for the most recent quarter were 1.27%, compared to 2.06% during the full year 2011, and more than 325 basis points below the most recently published industry average for credit card charge-offs.

We do not own any securities backed by subprime mortgage assets, and offer no mortgage loan products that target subprime borrowers.

Table 9 presents information concerning non-performing assets, including nonaccrual loans and foreclosed assets held for sale (excluding all loans acquired and excluding foreclosed assets covered by FDIC loss share).

Table 9: Non-performing Assets

(\$ in thousands)	September 30, 2012	December 31, 2011		
Nonaccrual loans (1)	\$ 8,480	\$ 12,907		
Loans past due 90 days or more (principal or interest payments):				
Government guaranteed student loans (2)	2,324	2,483		
Other loans	1,001	785		
Total loans past due 90 days or more	3,325	3,268		
Total non-performing loans	11,805	16,175		
Other non-performing assets:				
Foreclosed assets held for sale	23,126	22,887		
Foreclosed assets acquired, not covered by FDIC loss share	6,539	--		
Other non-performing assets	60	--		
Total other non-performing assets	29,725	22,887		
Total non-performing assets	\$ 41,530	\$ 39,062		
Performing TDRs	\$ 10,995	\$ 11,391		
Allowance for loan losses to non-performing loans	238	186	%	%
Non-performing loans to total loans	0.73	1.02	%	%
Non-performing loans to total loans (excluding Government guaranteed student loans) (2)	0.58	0.87	%	%
Non-performing assets to total assets (3)	1.22	1.18	%	%
Non-performing assets to total assets (excluding Government guaranteed student loans) (2) (3)	1.15	1.10	%	%

(1) Includes nonaccrual TDRs of approximately \$2.7 million at September 30, 2012, and \$5.2 million at December 31, 2011.

(2) Student loans past due 90 days or more are included in non-performing loans. Student loans are Government guaranteed and will be purchased at 97% of principal and accrued interest when they exceed 270 days past due; therefore, non-performing ratios have been calculated excluding these loans.

(3) Excludes all loans acquired and excludes foreclosed assets acquired, covered by FDIC loss share agreements, except for their inclusion in total assets.

There was no interest income on nonaccrual loans recorded for the three and nine month periods ended September 30, 2012 and 2011.

At September 30, 2012, impaired loans, net of government guarantees and loans acquired, were \$33.9 million compared to \$40.1 million at December 31, 2011. On an ongoing basis, management evaluates the underlying collateral on all impaired loans and allocates specific reserves, where appropriate, in order to absorb potential losses if the collateral were ultimately foreclosed.



## ALLOWANCE FOR LOAN LOSSES

### Overview

The Company maintains an allowance for loan losses. This allowance is created through charges to income and maintained at a sufficient level to absorb expected losses in our loan portfolio. The allowance for loan losses is determined monthly based on management's assessment of several factors such as (1) historical loss experience based on volumes and types, (2) reviews or evaluations of the loan portfolio and allowance for loan losses, (3) trends in volume, maturity and composition, (4) off balance sheet credit risk, (5) volume and trends in delinquencies and nonaccruals, (6) lending policies and procedures including those for loan losses, collections and recoveries, (7) national, state and local economic trends and conditions, (8) concentrations of credit that might affect loss experience across one or more components of the loan portfolio, (9) the experience, ability and depth of lending management and staff and (10) other factors and trends that will affect specific loans and categories of loans.

As we evaluate the allowance for loan losses, it is categorized as follows: (1) specific allocations, (2) allocations for classified assets with no specific allocation, (3) general allocations for each major loan category and (4) unallocated portion.

### Specific Allocations

Specific allocations are made when factors are present requiring a greater reserve than would be required when using the assigned risk rating allocation. As a general rule, if a specific allocation is warranted, it is the result of an analysis of a previously classified credit or relationship. Our evaluation process in specific allocations includes a review of appraisals or other collateral analysis. These values are compared to the remaining outstanding principal balance. If a loss is determined to be reasonably possible, the possible loss is identified as a specific allocation. If the loan is not collateral dependent, the measurement of loss is based on the expected future cash flows of the loan.

### Allocations for Classified Assets with no Specific Allocation

Specific allocations are made when factors are present requiring a greater reserve than would be required when using the assigned risk rating allocation. As a general rule, if a specific allocation is warranted, it is the result of an analysis of a previously classified credit or relationship. Our evaluation process in specific allocations includes a review of appraisals or other collateral analysis. These values are compared to the remaining outstanding principal balance. If a loss is determined to be reasonably possible, the possible loss is identified as a specific allocation. If the loan is not collateral dependent, the measurement of loss is based on the expected future cash flows of the loan.

It is likely that the methodology will continue to evolve over time. Allocated reserves are presented in Table 10 below detailing the components of the allowance for loan losses.

### General Allocations

We establish general allocations for each major loan category. This section also includes allocations to loans which are collectively evaluated for loss such as credit cards, one-to-four family owner occupied residential real estate loans and other consumer loans. The allocations in this section are based on an analysis of historical losses for each loan category. We give consideration to trends, changes in loan mix, delinquencies, prior losses and other related information.



#### Unallocated Portion

Allowance allocations other than specific, classified and general are included in the unallocated portion. While allocations are made for loans based upon historical loss analysis, the unallocated portion is designed to cover the uncertainty of how current economic conditions and other uncertainties may impact the existing loan portfolio. Factors to consider include national and state economic conditions such as increases in unemployment, the recent real estate lending crisis, the volatility in the stock market and the unknown impact of the various government stimulus programs. Various Federal Reserve articles and reports indicate the economy is in a moderate recovery, but questions remain about the durability of growth and whether it can be sustained by private demand. While the recession may be over, production, income, sales and employment are at very low levels. With moderate economic growth, it is possible the recovery could take years. The unemployment rate seems likely to remain elevated for several years. In addition, there is now much uncertainty related to the potential impact of the current debt and budget crisis, as well as the uncertainties that come in times leading up to a national election. The unallocated reserve addresses inherent probable losses not included elsewhere in the allowance for loan losses. While calculating allocated reserve, the unallocated reserve supports uncertainties within the loan portfolio.

#### Reserve for Unfunded Commitments

In addition to the allowance for loan losses, we have established a reserve for unfunded commitments, classified in other liabilities. This reserve is maintained at a level sufficient to absorb losses arising from unfunded loan commitments. The adequacy of the reserve for unfunded commitments is determined monthly based on methodology similar to our methodology for determining the allowance for loan losses. Net adjustments to the reserve for unfunded commitments are included in other non-interest expense.

An analysis of the allowance for loan losses is shown in Table 10.

Table 10: Allowance for Loan Losses

(In thousands)	2012	2011
Balance, beginning of year	\$30,108	\$26,416
Loans charged off		
Credit card	2,632	3,441
Other consumer	836	1,360
Real estate	3,390	2,280
Commercial	380	1,185
Total loans charged off	7,238	8,266
Recoveries of loans previously charged off		
Credit card	664	735
Other consumer	398	504
Real estate	1,238	545
Commercial	129	372
Total recoveries	2,429	2,156
Net loans charged off	4,809	6,110
Provision for loan losses	2,846	8,845
Balance, September 30	\$28,145	29,151
Loans charged off		
Credit card		1,262
Other consumer		530
Real estate		885
Commercial		226
Total loans charged off		2,903
Recoveries of loans previously charged off		
Credit card		244
Other consumer		100
Real estate		436
Commercial		249
Total recoveries		1,029
Net loans charged off		1,874
Provision for loan losses		2,831
Balance, end of year		\$30,108

#### Provision for Loan Losses

The amount of provision to the allowance during the three and nine months ended September 30, 2012 and 2011, and for the year ended December 31, 2011, was based on management's judgment, with consideration given to the composition of the portfolio, historical loan loss experience, assessment of current economic conditions, past due and non-performing loans and net loss experience. It is management's practice to review the allowance on at least a quarterly basis, but generally on a monthly basis, and after considering the factors previously noted, to determine the level of provision made to the allowance.





### Allocated Allowance for Loan Losses

We utilize a consistent methodology in the calculation and application of the allowance for loan losses. Because there are portions of the portfolio that have not matured to the degree necessary to obtain reliable loss statistics from which to calculate estimated losses, the unallocated portion of the allowance is an integral component of the total allowance. Although unassigned to a particular credit relationship or product segment, this portion of the allowance is vital to safeguard against the uncertainty and imprecision inherent when estimating credit losses, especially when trying to determine the impact the current and unprecedented economic crisis will have on the existing loan portfolios.

Accordingly, several factors in the national economy, including the continuing high unemployment rates, the continuing credit crisis, the mortgage crisis, the uncertainty in the residential and commercial real estate markets and other loan sectors which may be exhibiting weaknesses and the unknown impact of various current and future federal government economic stimulus programs influence our determination of the size of unallocated reserves. In addition, there is now much uncertainty related to the potential impact of the current debt and budget crisis, including a debt crisis in several other countries.

As of September 30, 2012, the allowance for loan losses reflects a decrease of approximately \$2.0 million from December 31, 2011, while total loans increased by \$43.6 million over the same nine month period. The allocation in each category within the allowance generally reflects the overall changes in the loan portfolio mix.

The allowance decrease was driven by various items, most of them related to a general improvement in our already good asset quality and our proactive management in the identification, quantification and resolution of problem loans. Several credits were upgraded this year and several others, with specific reserves, were charged-off. Also, our year-to-date annualized credit card charge-off ratio was significantly down, at only 1.48%.

Even with our improved asset quality during the year, we believe there remain many economic and financial factors that necessitate the need for a higher level of unallocated reserve. The unallocated allowance for loan losses is based on our concerns over the uncertainty of the national economy and the economy in Arkansas, Missouri and Kansas. The impact of market pricing in the poultry, timber and catfish industries in Arkansas remains uncertain. We are also cautious regarding the recent marginal improvement of the real estate market, specifically in the Northwest Arkansas region. The housing industry remains one of the weakest links for economic recovery. Although the unemployment rate in Arkansas, Missouri and Kansas is lagging behind the national average, it remains at historically high levels. We actively monitor the status of these industries and economic factors as they relate to our loan portfolio and make changes to the allowance for loan losses as necessary. Based on our analysis of loans and external uncertainties, we believe the allowance for loan losses is appropriate at September 30, 2012.

We allocate the allowance for loan losses according to the amount deemed to be reasonably necessary to provide for losses incurred within the categories of loans set forth in Table 11.

Table 11: Allocation of Allowance for Loan Losses

(\$ in thousands)	September 30, 2012			December 31, 2011		
	Allowance Amount	% of loans (1)	%	Allowance Amount	% of loans (1)	%
Credit cards	\$5,449	10.8	%	\$5,513	12.0	%
Other consumer	1,564	8.9	%	1,638	9.9	%
Real estate	10,083	63.5	%	10,117	63.4	%
Commercial	2,042	16.6	%	2,063	14.4	%
Other	197	0.2	%	209	0.3	%
Unallocated	8,810			10,568		
Total	\$28,145	100.0	%	\$30,108	100.0	%

(1) Percentage of loans in each category to total loans not covered by FDIC loss share.

## DEPOSITS

Deposits are our primary source of funding for earning assets and are primarily developed through our network of 92 financial centers. We offer a variety of products designed to attract and retain customers with a continuing focus on developing core deposits. Our core deposits consist of all deposits excluding time deposits of \$100,000 or more and brokered deposits. As of September 30, 2012, core deposits comprised 85.6% of our total deposits.

We continually monitor the funding requirements at each subsidiary bank along with competitive interest rates in the markets it serves. Because of our community banking philosophy, subsidiary bank executives in the local markets establish the interest rates offered on both core and non-core deposits. This approach ensures that the interest rates being paid are competitively priced for each particular deposit product and structured to meet the funding requirements. We believe we are paying a competitive rate when compared with pricing in those markets.

We manage our interest expense through deposit pricing and do not anticipate a significant change in total deposits. We believe that additional funds can be attracted and deposit growth can be accelerated through deposit pricing if we experience increased loan demand or other liquidity needs. We also utilize brokered deposits as an additional source of funding to meet liquidity needs.

Our total deposits as of September 30, 2012, were \$2.795 billion, an increase of \$144.9 million from December 31, 2011. We have continued our strategy to move more volatile time deposits to less expensive, revenue enhancing transaction accounts. Interest bearing transaction and savings accounts were \$1.344 billion at September 30, 2012, a \$104.3 million increase compared to \$1.240 billion on December 31, 2011. Total time deposits increased approximately \$29.5 million to \$908.1 million at September 30, 2012, from \$878.6 million at December 31, 2011. We had \$16.6 million and \$20.6 million of brokered deposits at September 30, 2012, and December 31, 2011, respectively.

## OTHER BORROWINGS AND SUBORDINATED DEBENTURES

Our total debt was \$109.5 million and \$121.1 million at September 30, 2012, and December 31, 2011, respectively. The outstanding balance for September 30, 2012, includes \$88.9 million in FHLB long-term advances and \$20.6 million of trust preferred securities. During the nine months ended September 30, 2012, we decreased total debt by \$11.6 million, or 9.6%, from December 31, 2011. We elected to retire \$10.3 million of trust preferred securities with an 8.25% fixed interest rate on September 28, 2012. Scheduled payoffs of FHLB advances and short-term debt resulted in the remainder of the decrease in debt.

## CAPITAL

### Overview

At September 30, 2012, total capital reached \$404.2 million. Capital represents shareholder ownership in the Company – the book value of assets in excess of liabilities. At September 30, 2012, our equity to asset ratio was 11.8%, down 45 basis points from year-end 2011.

### Capital Stock

On February 27, 2009, at a special meeting, our shareholders approved an amendment to the Articles of Incorporation to establish 40,040,000 authorized shares of preferred stock, \$0.01 par value. The aggregate liquidation preference of all shares of preferred stock cannot exceed \$80,000,000. As of September 30, 2012, no preferred stock has been issued.

### Stock Repurchase

At the beginning of the year, the Company had a stock repurchase program which authorized the repurchase of up to 700,000 shares of common stock. We continue to allocate our earnings, less dividends, to our stock repurchase program. We believe our stock, at its current price, continues to be an excellent investment. On July 23, 2012, we announced the substantial completion of the existing stock repurchase program and the adoption by our Board of Directors of a new stock repurchase program. The new program authorizes the repurchase of up to 850,000 additional shares of Class A common stock, or approximately 5% of the shares outstanding. The shares are to be purchased from time to time at prevailing market prices, through open market or unsolicited negotiated transactions, depending upon market conditions. Under the repurchase program, there is no time limit for the stock repurchases, nor is there a minimum number of shares that we intend to repurchase. We may discontinue purchases at any time that management determines additional purchases are not warranted. We intend to use the repurchased shares to satisfy stock option exercises, payment of future stock awards and dividends and general corporate purposes.

During the nine months ended September 30, 2012, the Company repurchased 608,387 shares of stock with a weighted average repurchase price of \$24.16 per share. Under the current stock repurchase plan, an additional 691,200 shares are available for repurchase.

## Cash Dividends

We declared cash dividends on our common stock of \$0.60 per share for the first nine months of 2012 compared to \$0.57 per share for the first nine months of 2011, an increase of \$0.03, or 5.3%. The timing and amount of future dividends are at the discretion of our Board of Directors and will depend upon our consolidated earnings, financial condition, liquidity and capital requirements, the amount of cash dividends paid to us by our subsidiaries, applicable government regulations and policies and other factors considered relevant by our Board of Directors. Our Board of Directors anticipates that we will continue to pay quarterly dividends in amounts determined based on the factors discussed above. However, there can be no assurance that we will continue to pay dividends on our common stock at the current levels or at all.

## Parent Company Liquidity

The primary liquidity needs of the Parent Company are the payment of dividends to shareholders, the funding of debt obligations and the share repurchase plan. The primary sources for meeting these liquidity needs are the current cash on hand at the parent company and the future dividends received from the eight subsidiary banks. Payment of dividends by the eight subsidiary banks is subject to various regulatory limitations. See the Liquidity and Market Risk Management discussions of Item 3 – Quantitative and Qualitative Disclosure About Market Risk for additional information regarding the parent company's liquidity.

## Risk Based Capital

Our subsidiaries are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. Our capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require us to maintain minimum amounts and ratios (set forth in the table below) of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined) and of Tier 1 capital (as defined) to average assets (as defined). Management believes that, as of September 30, 2012, we meet all capital adequacy requirements to which we are subject.

As of the most recent notification from regulatory agencies, the subsidiaries were well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Company and subsidiaries must maintain minimum total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the table. There are no conditions or events since that notification that management believes have changed the institutions' categories.

Our risk-based capital ratios at September 30, 2012, and December 31, 2011, are presented in Table 12 below:

Table 12: Risk-Based Capital

(\$ in thousands)	September 30, 2012		December 31, 2011	
<b>Tier 1 capital</b>				
Stockholders' equity	\$ 404,248		\$ 407,911	
Trust preferred securities	20,000		30,000	
Goodwill and core deposit premiums	(48,053 )		(47,889 )	
Unrealized gain on available-for-sale securities, net of income taxes	(582 )		(439 )	
<b>Total Tier 1 capital</b>	<b>375,613</b>		<b>389,583</b>	
<b>Tier 2 capital</b>				
Qualifying unrealized gain on available-for-sale equity securities	14		9	
Qualifying allowance for loan losses	24,395		22,682	
<b>Total Tier 2 capital</b>	<b>24,409</b>		<b>22,691</b>	
<b>Total risk-based capital</b>	<b>\$ 400,022</b>		<b>\$ 412,274</b>	
<b>Risk weighted assets</b>	<b>\$ 1,946,344</b>		<b>\$ 1,805,585</b>	
<b>Assets for leverage ratio</b>	<b>\$ 3,216,488</b>		<b>\$ 3,284,379</b>	
<b>Ratios at end of period</b>				
Tier 1 leverage ratio	11.68	%	11.86	%
Tier 1 risk-based capital ratio	19.30	%	21.58	%
Total risk-based capital ratio	20.55	%	22.83	%
<b>Minimum guidelines</b>				
Tier 1 leverage ratio	4.00	%	4.00	%
Tier 1 risk-based capital ratio	4.00	%	4.00	%
Total risk-based capital ratio	8.00	%	8.00	%
<b>Well capitalized guidelines</b>				
Tier 1 leverage ratio	5.00	%	5.00	%
Tier 1 risk-based capital ratio	6.00	%	6.00	%
Total risk-based capital ratio	10.00	%	10.00	%

### Capital Proposals

In June 2012, the Company's primary federal regulator, the Federal Reserve, published two notices of proposed rulemaking (the "2012 Capital Proposals") that would substantially revise the risk-based capital requirements applicable to bank holding companies and depository institutions compared to the current U.S. risk-based capital rules, which are based on the international capital accords of the Basel Committee on Banking Supervision (the "Basel Committee") generally referred to as Basel I.

One of the 2012 Capital Proposals (the "Basel III Proposal") deals with the components of capital and other issues affecting the numerator in banking institutions' regulatory capital ratios and would implement the Basel Committee's

December 2010 framework known as Basel III for strengthening international capital standards. The other proposal (the “Standardized Approach Proposal”) deals with risk weights and other issues affecting the denominator in banking institutions’ regulatory capital ratios and would replace the existing Basel I-derived risk-weighting approach with a more risk-sensitive approach based, in part, on the standardized approach in the Basel Committee’s 2004 Basel II capital accords. As proposed, the Basel III Proposal and the Standardized Approach Proposal would come into effect on January 1, 2013 and January 1, 2015, respectively.

In addition to the requirements of the Basel III final capital framework, the Basel III Proposal, among other things requires the phase-out of certain hybrid securities, such as trust preferred securities, as Tier 1 capital of bank holding companies. For bank holding companies with less than \$15 billion in assets, the phase-out would be in equal installments between 2013 and 2022.

The Standardized Approach Proposal would expand the risk-weighting categories from the current four Basel I-derived categories (0%, 20%, 50% and 100%) to a much larger and more risk-sensitive number of categories, depending on the nature of the assets, generally ranging from 0% for U.S. government and agency securities, to 600% for certain equity exposures, and resulting in higher risk weights for a variety of asset categories, including many residential mortgages and certain commercial real estate.

Management believes that, as of September 30, 2012, the Company and each of its subsidiary banks would meet all capital adequacy requirements under the Basel III and Standardized Approach Proposals on a fully phased-in basis if such requirements were currently effective. There can be no guarantee that the Basel III and the Standardized Approach Proposals will be adopted in their current form, what changes may be made before adoption, or when ultimate adoption will occur.

#### RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

See the section titled Recently Issued Accounting Pronouncements in Note 1, Basis of Presentation, in the accompanying Condensed Notes to Consolidated Financial Statements included elsewhere in this report for details of recently issued accounting pronouncements and their expected impact on the Company's ongoing financial position and results of operation.

#### FORWARD-LOOKING STATEMENTS

Certain statements contained in this quarterly report may not be based on historical facts and are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements may be identified by reference to a future period(s) or by the use of forward-looking terminology, such as "anticipate," "estimate," "expect," "foresee," "believe," "may," "might," "will," "would," "could" or "intend," future or conditional verb tenses, and variations or negatives of such terms. These forward-looking statements include, without limitation, those relating to the Company's future growth, revenue, assets, asset quality, profitability and customer service, critical accounting policies, net interest margin, non-interest revenue, market conditions related to the Company's stock repurchase program, allowance for loan losses, the effect of certain new accounting standards on the Company's financial statements, income tax deductions, credit quality, the level of credit losses from lending commitments, net interest revenue, interest rate sensitivity, loan loss experience, liquidity, capital resources, market risk, earnings, effect of pending litigation, acquisition strategy, efficiency initiatives, legal and regulatory limitations and compliance and competition.

These forward-looking statements involve risks and uncertainties, and may not be realized due to a variety of factors, including, without limitation: the effects of future economic conditions, governmental monetary and fiscal policies, as well as legislative and regulatory changes; the risks of changes in interest rates and their effects on the level and composition of deposits, loan demand and the values of loan collateral, securities and interest sensitive assets and liabilities; the costs of evaluating possible acquisitions and the risks inherent in integrating acquisitions; the effects of competition from other commercial banks, thrifts, mortgage banking firms, consumer finance companies, credit unions, securities brokerage firms, insurance companies, money market and other mutual funds and other financial institutions operating in our market area and elsewhere, including institutions operating regionally, nationally and internationally, together with such competitors offering banking products and services by mail, telephone, computer and the Internet; the failure of assumptions underlying the establishment of reserves for possible loan losses; and those factors set forth under Item 1A. Risk-Factors of this report and other cautionary statements set forth elsewhere in this report. Many of these factors are beyond our ability to predict or control. In addition, as a result of these and other factors, our past financial performance should not be relied upon as an indication of future performance.

We believe the expectations reflected in our forward-looking statements are reasonable, based on information available to us on the date hereof. However, given the described uncertainties and risks, we cannot guarantee our future performance or results of operations and you should not place undue reliance on these forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, and all written or oral forward-looking statements attributable to us are expressly qualified in their entirety by this section.



## RECONCILIATION OF NON-GAAP MEASURES

The table below presents computations of core earnings (net income excluding nonrecurring items {gain on sale of MasterCard stock, gain on FDIC-assisted transactions, merger related costs and branch right sizing}) and diluted core earnings per share (non-GAAP). Nonrecurring items are included in financial results presented in accordance with generally accepted accounting principles (“GAAP”).

The Company believes the exclusion of these nonrecurring items in expressing earnings and certain other financial measures, including “core earnings”, provides a meaningful base for period-to-period and company-to-company comparisons, which management believes will assist investors and analysts in analyzing the core financial measures of the Company and predicting future performance. This non-GAAP financial measure is also used by management to assess the performance of the Company’s business, because management does not consider these nonrecurring items to be relevant to ongoing financial performance. Management and the Board of Directors utilize “core earnings” (non-GAAP) for the following purposes:

- Preparation of the Company’s operating budgets
- Monthly financial performance reporting
- Monthly “flash” reporting of consolidated results (management only)
- Investor presentations of Company performance

The Company believes the presentation of “core earnings” on a diluted per share basis, “diluted core earnings per share” (non-GAAP), provides a meaningful base for period-to-period and company-to-company comparisons, which management believes will assist investors and analysts in analyzing the core financial measures of the Company and predicting future performance. This non-GAAP financial measure is also used by management to assess the performance of the Company’s business, because management does not consider these nonrecurring items to be relevant to ongoing financial performance on a per share basis. Management and the Board of Directors utilize “diluted core earnings per share” (non-GAAP) for the following purposes:

- Calculation of annual performance-based incentives for certain executives
- Calculation of long-term performance-based incentives for certain executives
- Investor presentations of Company performance

The Company believes that presenting these non-GAAP financial measures will permit investors and analysts to assess the performance of the Company on the same basis as that applied by management and the Board of Directors.

“Core earnings” and “diluted core earnings per share” (non-GAAP) have inherent limitations, are not required to be uniformly applied and are not audited. To mitigate these limitations, the Company has procedures in place to identify and approve each item that qualifies as nonrecurring to ensure that the Company’s “core” results are properly reflected for period-to-period comparisons. Although these non-GAAP financial measures are frequently used by stakeholders in the evaluation of a Company, they have limitations as analytical tools, and should not be considered in isolation, or as a substitute for analyses of results as reported under GAAP. In particular, a measure of earnings that excludes nonrecurring items does not represent the amount that effectively accrues directly to stockholders (i.e., nonrecurring items are included in earnings and stockholders’ equity).

See Table 13 below for the reconciliation of non-GAAP financial measures, which exclude nonrecurring items for the periods presented.

Table 13: Reconciliation of Core Earnings (non-GAAP)

(\$ in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Net Income	\$6,760	\$7,257	\$19,651	\$19,069
Nonrecurring items				
Gain on sale of MasterCard stock	--	--	--	(1,132 )
Gain on FDIC assisted transactions	(1,120 )	--	(1,120 )	--
Merger related costs	815	--	815	357
Branch right sizing	--	--	--	141
Tax effect (1)	120	--	120	248
Net nonrecurring items	(185 )	--	(185 )	(386 )
Core earnings (non-GAAP)	\$6,575	\$7,257	\$19,466	\$18,683
Diluted earnings per share	\$0.41	\$0.42	\$1.16	\$1.10
Nonrecurring items				
Gain on sale of MasterCard stock	--	--	--	(0.07 )
Gain on FDIC assisted transactions	(0.07 )	--	(0.07 )	--
Merger related costs	0.05	--	0.05	0.02
Branch right sizing	--	--	--	0.01
Tax effect (1)	0.01	--	0.01	0.02
Net nonrecurring items	(0.01 )	--	(0.01 )	(0.02 )
Diluted core earnings per share (non-GAAP)	\$0.40	\$0.42	\$1.15	\$1.08

(1) Effective tax rate of 39.225%.

### Item 3. Quantitative and Qualitative Disclosure About Market Risk

#### Parent Company

The Company has leveraged its investment in subsidiary banks and depends upon the dividends paid to it, as the sole shareholder of the subsidiary banks, as a principal source of funds for dividends to shareholders, stock repurchase and debt service requirements. At September 30, 2012, undivided profits of the Company's subsidiary banks were approximately \$200.3 million, of which approximately \$15.4 million was available for the payment of dividends to the Company without regulatory approval. In addition to dividends, other sources of liquidity for the Company are the sale of equity securities and the borrowing of funds.

#### Subsidiary Banks

Generally speaking, the Company's banking subsidiaries rely upon net inflows of cash from financing activities, supplemented by net inflows of cash from operating activities, to provide cash used in investing activities. Typical of most banking companies, significant financing activities include: deposit gathering; use of short-term borrowing facilities, such as federal funds purchased and repurchase agreements; and the issuance of long-term debt. The banks' primary investing activities include loan originations and purchases of investment securities, offset by loan payoffs

and investment maturities.

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Liquidity represents an institution's ability to provide funds to satisfy demands from depositors and borrowers, by either converting assets into cash or accessing new or existing sources of incremental funds. A major responsibility of management is to maximize net interest income within prudent liquidity constraints. Internal corporate guidelines have been established to constantly measure liquid assets, as well as relevant ratios concerning earning asset levels and purchased funds. The management and board of directors of each bank subsidiary monitor these same indicators and make adjustments as needed.

In response to tightening credit markets in 2007 and anticipating potential liquidity pressures in 2008, the Company's management strategically planned to enhance the liquidity of each of its subsidiary banks during 2008 and 2009. We grew core deposits through various initiatives, and built additional liquidity in each of our subsidiary banks by securing additional long-term funding from FHLB borrowings. At September 30, 2012, each subsidiary bank was within established guidelines and total corporate liquidity remains very strong. At September 30, 2012, cash and cash equivalents, trading and available-for-sale securities and mortgage loans held for sale were 21.2% of total assets, as compared to 23.1% at December 31, 2011.

### Liquidity Management

The objective of our liquidity management is to access adequate sources of funding to ensure that cash flow requirements of depositors and borrowers are met in an orderly and timely manner. Sources of liquidity are managed so that reliance on any one funding source is kept to a minimum. Our liquidity sources are prioritized for both availability and time to activation.

Our liquidity is a primary consideration in determining funding needs and is an integral part of asset/liability management. Pricing of the liability side is a major component of interest margin and spread management. Adequate liquidity is a necessity in addressing this critical task. There are five primary and secondary sources of liquidity available to the Company. The particular liquidity need and timeframe determine the use of these sources.

The first source of liquidity available to the Company is Federal funds. Federal funds, primarily from downstream correspondent banks, are available on a daily basis and are used to meet the normal fluctuations of a dynamic balance sheet. In addition, the Company and its subsidiary banks have approximately \$91 million in Federal funds lines of credit from upstream correspondent banks that can be accessed, when needed. In order to ensure availability of these upstream funds, we have a plan for rotating the usage of the funds among the upstream correspondent banks, thereby providing approximately \$40 million in funds on a given day. Historical monitoring of these funds has made it possible for us to project seasonal fluctuations and structure our funding requirements on a month-to-month basis.

A second source of liquidity is the retail deposits available through our network of subsidiary banks throughout Arkansas. Although this method can be a more expensive alternative to supplying liquidity, this source can be used to meet intermediate term liquidity needs.

Third, our subsidiary banks have lines of credits available with the Federal Home Loan Bank. While we use portions of those lines to match off longer-term mortgage loans, we also use those lines to meet liquidity needs. Approximately \$462 million of these lines of credit are currently available, if needed.

Fourth, we use a laddered investment portfolio that ensures there is a steady source of intermediate term liquidity. These funds can be used to meet seasonal loan patterns and other intermediate term balance sheet fluctuations. Approximately 29% of the investment portfolio is classified as available-for-sale. We also use securities held in the securities portfolio to pledge when obtaining public funds.

Finally, we have the ability to access large deposits from both the public and private sector to fund short-term liquidity needs.

We believe the various sources available are ample liquidity for short-term, intermediate-term and long-term liquidity.

#### Market Risk Management

Market risk arises from changes in interest rates. We have risk management policies to monitor and limit exposure to market risk. In asset and liability management activities, policies designed to minimize structural interest rate risk are in place. The measurement of market risk associated with financial instruments is meaningful only when all related and offsetting on- and off-balance-sheet transactions are aggregated, and the resulting net positions are identified.

#### Interest Rate Sensitivity

Interest rate risk represents the potential impact of interest rate changes on net income and capital resulting from mismatches in repricing opportunities of assets and liabilities over a period of time. A number of tools are used to monitor and manage interest rate risk, including simulation models and interest sensitivity gap analysis. Management uses simulation models to estimate the effects of changing interest rates and various balance sheet strategies on the level of the Company's net income and capital. As a means of limiting interest rate risk to an acceptable level, management may alter the mix of floating and fixed-rate assets and liabilities, change pricing schedules and manage investment maturities during future security purchases.

The simulation model incorporates management's assumptions regarding the level of interest rates or balance changes for indeterminate maturity deposits for a given level of market rate changes. These assumptions have been developed through anticipated pricing behavior. Key assumptions in the simulation models include the relative timing of prepayments, cash flows and maturities. These assumptions are inherently uncertain and, as a result, the model cannot precisely estimate net interest income or precisely predict the impact of a change in interest rates on net income or capital. Actual results will differ from simulated results due to the timing, magnitude and frequency of interest rate changes and changes in market conditions and management strategies, among other factors.

The table below presents our interest rate sensitivity position at September 30, 2012. This analysis is based on a point in time and may not be meaningful because assets and liabilities are categorized according to contractual maturities, repricing periods and expected cash flows rather than estimating more realistic behaviors as is done in the simulation models. Also, this analysis does not consider subsequent changes in interest rate level or spreads between asset and liability categories.

Table 14: Interest Rate Sensitivity

(In thousands, except ratios)	Interest Rate Sensitivity Period							Total
	0-30 Days	31-90 Days	91-180 Days	181-365 Days	1-2 Years	2-5 Years	Over 5 Years	
Earning assets								
Short-term investments	\$448,095	\$--	\$--	\$--	\$--	\$--	\$--	\$448,095
Assets held in trading accounts	3,996	--	1,000	--	--	--	2,006	7,002
Investment securities	219,679	149,463	71,729	83,246	36,436	53,649	101,479	715,681
Mortgage loans held for sale	23,980	--	--	--	--	--	--	23,980
Loans	545,899	109,214	132,833	283,850	234,726	287,885	28,994	1,623,401
Loans acquired, not covered	39,622	7,208	1,851	12,424	11,160	758	--	73,023
Loans acquired, covered	88,798	16,155	4,147	27,845	25,012	1,700	--	163,657
Total earning assets	1,370,069	282,040	211,560	407,365	307,334	343,992	132,479	3,054,839
Interest bearing liabilities								
Interest bearing transaction and savings deposits	736,080	--	--	--	121,540	364,622	121,542	1,343,784
Time deposits	80,210	175,276	201,538	236,248	125,284	89,555	20	908,131
Short-term debt	64,829	--	--	--	--	--	--	64,829
	21,205	1,174	8,779	6,384	11,143	33,246	27,541	109,472

Long-term debt														
Total interest bearing liabilities	902,324	176,450	210,317	242,632	257,967	487,423	149,103	2,426,216						
Interest rate sensitivity Gap	\$467,745	\$105,590	\$1,243	\$164,733	\$49,367	\$(143,431)	\$(16,624)	\$628,623						
Cumulative interest rate sensitivity Gap	\$467,745	\$573,335	\$574,578	\$739,311	\$788,678	\$645,247	\$628,623							
Cumulative rate sensitive assets to rate sensitive liabilities	151.8	%	153.1	%	144.6	%	148.3	%	144.1	%	128.3	%	125.9	%
Cumulative Gap as a % of earning assets	15.3	%	18.8	%	18.8	%	24.2	%	25.8	%	21.1	%	20.6	%

## Item 4. Controls and Procedures

## Evaluation of Disclosure Controls and Procedures

The Company's Chief Executive Officer and Chief Financial Officer have reviewed and evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in 15 C.F.R. 240.13a-15(e) or 15 C.F.R. 240.15d-15(e)) as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's current disclosure controls and procedures are effective.

## Changes in Internal Control over Financial Reporting

There were no significant changes in the Company's internal controls or in other factors that could significantly affect those controls subsequent to the date of evaluation.

## Part II: Other Information

## Item 1A. Risk Factors

Management is not aware of any material changes to the risk factors discussed in Part 1, Item 1A of our Form 10-K for the year ended December 31, 2011. In addition to the other information set forth in this report, you should carefully consider the risk factors discussed in Part I, Item 1A of our Form 10-K, which could materially and adversely affect the Company's business, ongoing financial condition and results of operations. The risks described are not the only risks facing the Company. Additional risks and uncertainties not presently known to management or that management currently believes to be immaterial may also adversely affect our business, ongoing financial condition or results of operations.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(c) Issuer Purchases of Equity Securities. The Company made the following purchases of its common stock during the three months ended September 30, 2012:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans	Maximum Number of Shares that May Yet be Purchased Under the Plans
July 1 – July 31	182,913	\$ 23.47	182,913	805,000
August 1 – August 31	90,800	23.45	90,800	714,200
September 1 – September 30	23,000	24.22	23,000	691,200
<b>Total</b>	<b>296,713</b>	<b>\$ 23.52</b>	<b>296,713</b>	



Item 6. Exhibits

Exhibit No.	Description
2.1	Purchase and Assumption Agreement, dated as of May 14, 2010, among Federal Insurance Deposit Corporation, Receiver of Southwest Community Bank, Springfield, Missouri, Federal Deposit Insurance Corporation and Simmons First National Bank (incorporated by reference to Exhibit 2.1 to Simmons First National Corporation's Current Report on Form 8-K, as amended, for May 19, 2010 (File No. 000-06253)).
2.2	Purchase and Assumption Agreement, dated as of October 15, 2010, among Federal Insurance Deposit Corporation, Receiver of Security Savings Bank F.S.B., Olathe, Kansas, Federal Deposit Insurance Corporation and Simmons First National Bank (incorporated by reference to Exhibit 2.1 to Simmons First National Corporation's Current Report on Form 8-K, as amended, for October 21, 2010 (File No. 000-06253)).
2.3	Purchase and Assumption Agreement Whole Bank All Deposits, among Federal Insurance Deposit Corporation, Receiver of Truman Bank, St. Louis, Missouri, Federal Deposit Insurance Corporation, and Simmons First National Bank, Pine Bluff, Arkansas, dated as of September 14, 2012 (incorporated by reference to Exhibit 2.1 to Simmons First National Corporation's Current Report on Form 8-K, as amended, for September 20, 2012 (File No. 000-06253)).
2.4	Loan Sale Agreement, by and between Federal Deposit Insurance Corporation, as Receiver for Truman Bank, St. Louis, Missouri, and Simmons First National Bank, Pine Bluff, Arkansas, dated as of September 14, 2012 (incorporated by reference to Exhibit 2.2 to Simmons First National Corporation's Current Report on Form 8-K, as amended, for September 20, 2012 (File No. 000-06253)).
2.5	Purchase and Assumption Agreement Whole Bank All Deposits, among Federal Insurance Deposit Corporation, Receiver of Excel Bank, Sedalia, Missouri, Federal Deposit Insurance Corporation, and Simmons First National Bank, Pine Bluff, Arkansas, dated as of October 19, 2012 (incorporated by reference to Exhibit 2.1 to Simmons First National Corporation's Current Report on Form 8-K, as amended, for October 25, 2012 (File No. 000-06253)).
3.1	Restated Articles of Incorporation of Simmons First National Corporation (incorporated by reference to Exhibit 3.1 to Simmons First National Corporation's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2009 (File No. 000-06253)).
3.2	Amended By-Laws of Simmons First National Corporation (incorporated by reference to Exhibit 3.2 to Simmons First National Corporation's Annual Report on Form 10-K for the Year ended December 31, 2007 (File No. 000-06253)).

- 10.1 Amended and Restated Trust Agreement, dated as of December 16, 2003, among the Company, Deutsche Bank Trust Company Americas, Deutsche Bank Trust Company Delaware and each of J. Thomas May, Barry L. Crow and Robert A. Fehlman as administrative trustees, with respect to Simmons First Capital Trust II (incorporated by reference to Exhibit 10.1 to Simmons First National Corporation's Annual Report on Form 10-K for the Year ended December 31, 2003 (File No. 000-06253)).
- 10.2 Guarantee Agreement, dated as of December 16, 2003, between the Company and Deutsche Bank Trust Company Americas, as guarantee trustee, with respect to Simmons First Capital Trust II (incorporated by reference to Exhibit 10.2 to Simmons First National Corporation's Annual Report on Form 10-K for the Year ended December 31, 2003 (File No. 000-06253)).
- 10.3 Junior Subordinated Indenture, dated as of December 16, 2003, among the Company and Deutsche Bank Trust Company Americas, as trustee, with respect to the junior subordinated note held by Simmons First Capital Trust II (incorporated by reference to Exhibit 10.3 to Simmons First National Corporation's Annual Report on Form 10-K for the Year ended December 31, 2003 (File No. 000-06253)).
- 10.4 Amended and Restated Trust Agreement, dated as of December 16, 2003, among the Company, Deutsche Bank Trust Company Americas, Deutsche Bank Trust Company Delaware and each of J. Thomas May, Barry L. Crow and Robert A. Fehlman as administrative trustees, with respect to Simmons First Capital Trust III (incorporated by reference to Exhibit 10.4 to Simmons First National Corporation's Annual Report on Form 10-K for the Year ended December 31, 2003 (File No. 000-06253)).
- 10.5 Guarantee Agreement, dated as of December 16, 2003, between the Company and Deutsche Bank Trust Company Americas, as guarantee trustee, with respect to Simmons First Capital Trust III (incorporated by reference to Exhibit 10.5 to Simmons First National Corporation's Annual Report on Form 10-K for the Year ended December 31, 2003 (File No. 000-06253)).
- 10.6 Junior Subordinated Indenture, dated as of December 16, 2003, among the Company and Deutsche Bank Trust Company Americas, as trustee, with respect to the junior subordinated note held by Simmons First Capital Trust III (incorporated by reference to Exhibit 10.6 to Simmons First National Corporation's Annual Report on Form 10-K for the Year ended December 31, 2003 (File No. 000-06253)).
- 10.7 Amended and Restated Trust Agreement, dated as of December 16, 2003, among the Company, Deutsche Bank Trust Company Americas, Deutsche Bank Trust Company Delaware and each of J. Thomas May, Barry L. Crow and Robert A. Fehlman as administrative trustees, with respect to Simmons First Capital Trust IV (incorporated by reference to Exhibit 10.7 to Simmons First National Corporation's Annual Report on Form 10-K for the Year ended December 31, 2003 (File No. 000-06253)).

- 10.8 Guarantee Agreement, dated as of December 16, 2003, between the Company and Deutsche Bank Trust Company Americas, as guarantee trustee, with respect to Simmons First Capital Trust IV (incorporated by reference to Exhibit 10.8 to Simmons First National Corporation's Annual Report on Form 10-K for the Year ended December 31, 2003 (File No. 000-06253)).
- 10.9 Junior Subordinated Indenture, dated as of December 16, 2003, among the Company and Deutsche Bank Trust Company Americas, as trustee, with respect to the junior subordinated note held by Simmons First Capital Trust IV (incorporated by reference to Exhibit 10.9 to Simmons First National Corporation's Annual Report on Form 10-K for the Year ended December 31, 2003 (File No. 000-06253)).
- 10.10 Notice of discretionary bonuses to J. Thomas May, David L. Bartlett, Robert A. Fehlman, Marty D. Casteel and Robert C. Dill (incorporated by reference to Simmons First National Corporation's Current Report on Form 8-K for January 25, 2010 (File No. 000-06253)).
- 10.11 Deferred Compensation Agreements, adopted January 25, 2010, between Simmons First National Corporation and Robert A. Fehlman and Marty D. Casteel (incorporated by reference to Exhibits 10.2 and 10.3 to Simmons First National Corporation's Current Report on Form 8-K for January 25, 2010 (File No. 000-06253)).
- 10.12 Simmons First National Corporation Executive Retention Program, adopted January 25, 2010, and notice of retention bonuses to David Bartlett, Robert A. Fehlman and Marty D. Casteel (incorporated by reference to Exhibit 10.4 to Simmons First National Corporation's Current Report on Form 8-K for January 25, 2010 (File No. 000-06253)).
- 10.13 Simmons First National Corporation Executive Stock Incentive Plan – 2010, adopted January 25, 2010 (incorporated by reference to Exhibit 10.5 to Simmons First National Corporation's Current Report on Form 8-K for January 25, 2010 (File No. 000-06253)).
- 10.14 Deferred Compensation Agreement for Marty D. Casteel (incorporated by reference to Exhibit 10.3 to Simmons First National Corporation's Current Report on Form 8-K for January 25, 2010 (File No. 000-06253)).
- 10.15 Simmons First National Corporation Executive Retention Program (incorporated by reference to Exhibit 10.4 to Simmons First National Corporation's Current Report on Form 8-K for January 25, 2010 (File No. 000-06253)).
- 10.16 Simmons First National Corporation Executive Stock Incentive Plan - 2010 (incorporated by reference to Exhibit 10.5 to Simmons First National Corporation's Current Report on Form 8-K for January 25, 2010 (File No. 000-06253)).

- 10.17 Change in Control Agreement for J. Thomas May (incorporated by reference to Exhibit 10(a) to Simmons First National Corporation's Quarterly Report on Form 10-Q filed August 9, 2001 (File No. 000-06253)).
- 10.18 Change in Control Agreement for Robert A. Fehlman (incorporated by reference to Exhibit 10.3 to Simmons First National Corporation's Current Report on Form 8-K filed January 29, 2010 (File No. 000-06253)).
- 10.19 Change in Control Agreement for David Bartlett (incorporated by reference to Exhibit 10.1 to Simmons First National Corporation's Current Report on Form 8-K filed March 2, 2006 (File No. 000-06253)).
- 10.20 Change in Control Agreement for Marty D. Casteel (incorporated by reference to Exhibit 10.2 to Simmons First National Corporation's Current Report on Form 8-K filed January 29, 2010 (File No. 000-06253)).
- 10.21 Change in Control Agreement for Robert Dill (incorporated by reference to Exhibit 10.21 to Simmons First National Corporation's Amendment to the Annual Report on Form 10-K/A for the Year ended December 31, 2009 (File No. 000-06253)).
- 10.22 Amendment to Change in Control Agreement for Robert C. Dill (incorporated by reference to Exhibit 10.22 to Simmons First National Corporation's Amendment to the Annual Report on Form 10-K/A for the Year ended December 31, 2009 (File No. 000-06253)).
- 10.23 Amended and Restated Deferred Compensation Agreement for J. Thomas May (incorporated by reference to Exhibit 10.23 to Simmons First National Corporation's Amendment to the Annual Report on Form 10-K/A for the Year ended December 31, 2009 (File No. 000-06253)).
- 10.24 First Amendment to the Amended and Restated Deferred Compensation Agreement for J. Thomas May (incorporated by reference to Exhibit 10.24 to Simmons First National Corporation's Amendment to the Annual Report on Form 10-K/A for the Year ended December 31, 2009 (File No. 000-06253)).
- 10.25 Second Amendment to the Amended and Restated Deferred Compensation Agreement for J. Thomas May (incorporated by reference to Exhibit 10.25 to Simmons First National Corporation's Amendment to the Annual Report on Form 10-K/A for the Year ended December 31, 2009 (File No. 000-06253)).
- 10.26 Executive Salary Continuation Agreement for David L. Bartlett (incorporated by reference to Exhibit 10.26 to Simmons First National Corporation's Amendment to the Annual Report on Form 10-K/A for the Year ended December 31, 2009 (File No. 000-06253)).

- 10.27409A Amendment to the Simmons First Bank of Hot Springs Executive Salary Continuation Agreement for David Bartlett (incorporated by reference to Exhibit 10.27 to Simmons First National Corporation's Amendment to the Annual Report on Form 10-K/A for the Year ended December 31, 2009 (File No. 000-06253)).
- 10.28 Simmons First National Corporation Incentive and Non-Qualified Stock Option Plan (incorporated by reference to Exhibit 4.1 to Simmons First National Corporation's Registration Statement on Form S-8 filed May 19, 2006 (File No. 333-134276)).
- 10.29 Simmons First National Corporation Executive Stock Incentive Plan (incorporated by reference to Exhibit 4.1 to Simmons First National Corporation's Registration Statement on Form S-8 filed May 19, 2006 (File No. 333-134301)).
- 10.30 Simmons First National Corporation Executive Stock Incentive Plan – 2001 (incorporated by reference to Definitive Additional Materials to Simmons First National Corporation's Definitive Proxy Materials on Schedule 14A filed April 2, 2001 (File No. 000-06253)).
- 10.31 Simmons First National Corporation Executive Stock Incentive Plan – 2006 (incorporated by reference to Exhibit 1.2 to Simmons First National Corporation's Definitive Proxy Materials on Schedule 14A filed March 10, 2006 (File No. 000-06253)).
- 10.32 First Amendment to Simmons First National Corporation Executive Stock Incentive Plan – 2006 (incorporated by reference to Exhibit 10.1 to Simmons First National Corporation's Current Report on Form 8-K filed June 4, 2007 (File No. 000-06253)).
- 10.33 Simmons First National Corporation Outside Director's Stock Incentive Plan - 2006 (incorporated by reference to Exhibit 1.3 to Simmons First National Corporation's Definitive Proxy Materials on Schedule 14A filed March 10, 2006 (File No. 000-06253)).
- 10.34 Amended and Restated Simmons First National Corporation Outside Director's Stock Incentive Plan - 2006 (incorporated by reference to Exhibit 1.1 to Simmons First National Corporation's Definitive Proxy Materials on Schedule 14A filed March 10, 2008 (File No. 000-06253)).
- 10.35 Simmons First National Corporation Dividend Reinvestment Plan (incorporated by reference to Exhibit 4.1 to Simmons First National Corporation's Registration Statement on Form S-3D filed May 20, 1998 (File No. 333-53119)).
- 10.36 Simmons First National Corporation Amended and Restated Dividend Reinvestment Plan (incorporated by reference to Exhibit 4.1 to Simmons First National Corporation's Registration Statement on Form S-3D filed July 14, 2004 (File No. 333-117350)).

10.37 Form of Lock-Up Agreement (incorporated by reference to Exhibit 10.1 to Simmons First National Corporation's Current Report on Form 8-K filed November 12, 2009 (File No. 000-06253)).

12.1 Computation of Ratios of Earnings to Fixed Charges.\*

14 Code of Ethics, dated December 2003, for CEO, CFO, controller and other accounting officers (incorporated by reference to Exhibit 14 to Simmons First National Corporation's Annual Report on Form 10-K for the Year ended December 31, 2003 (File No. 000-06253)).

15.1 Awareness Letter of BKD, LLP.\*

31.1 Rule 13a-14(a)/15d-14(a) Certification – J. Thomas May, Chairman and Chief Executive Officer.\*

31.2 Rule 13a-14(a)/15d-14(a) Certification – Robert A. Fehlman, Chief Financial Officer.\*

32.1 Certification Pursuant to 18 U.S.C. Sections 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 – J. Thomas May, Chairman and Chief Executive Officer.\*

32.2 Certification Pursuant to 18 U.S.C. Sections 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 – Robert A. Fehlman, Chief Financial Officer.\*

\* Filed herewith.

SIGNATURES

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

SIMMONS FIRST NATIONAL CORPORATION  
(Registrant)

Date: November 9, 2012

/s/ J. Thomas May  
J. Thomas May  
Chairman and  
Chief Executive Officer

Date: November 9, 2012

/s/ Robert A. Fehlman  
Robert A. Fehlman  
Executive Vice President and  
Chief Financial Officer