

FIRST FINANCIAL CORP /IN/
Form 10-Q
May 10, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

SECURITIES EXCHANGE ACT OF 1934

For The Quarterly Period Ended March 31, 2013

Commission File Number 0-16759

FIRST FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

INDIANA

(State or other jurisdiction
incorporation or organization)

35-1546989

(I.R.S. Employer
Identification No.)

One First Financial Plaza, Terre Haute, IN 47807

(Address of principal executive office) (Zip Code)

(812)238-6000

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(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No .

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No .

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

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

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

Yes No .

As of May 7, 2013, the registrant had outstanding 13,307,498 shares of common stock, without par value.

FIRST FINANCIAL CORPORATION

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Part I – Financial Information

Item 1. Financial Statements

FIRST FINANCIAL CORPORATION

CONSOLIDATED BALANCE SHEETS

(Dollar amounts in thousands, except per share data)

| | March 31, 2013 (unaudited) | December 31, 2012 |
|---|----------------------------------|----------------------|
| ASSETS | | |
| Cash and due from banks | \$78,399 | \$ 87,230 |
| Federal funds sold | 54,384 | 20,800 |
| Securities available-for-sale | 769,949 | 691,000 |
| Loans: | | |
| Commercial | 1,061,798 | 1,088,144 |
| Residential | 494,001 | 496,237 |
| Consumer | 266,744 | 268,507 |
| | 1,822,543 | 1,852,888 |
| Less: | | |
| Unearned Income | (1,012) | (952) |
| Allowance for loan losses | (25,272) | (21,958) |
| | 1,796,259 | 1,829,978 |
| Restricted Stock | 21,292 | 21,292 |
| Accrued interest receivable | 11,622 | 12,024 |
| Premises and equipment, net | 46,940 | 47,308 |
| Bank-owned life insurance | 77,787 | 77,295 |
| Goodwill | 37,612 | 37,612 |
| Other intangible assets | 3,601 | 3,893 |
| Other real estate owned | 7,752 | 7,722 |
| FDIC Indemnification Asset | 1,770 | 2,632 |
| Other assets | 57,585 | 56,622 |
| TOTAL ASSETS | \$2,964,952 | \$ 2,895,408 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Deposits: | | |
| Non-interest-bearing | \$454,935 | \$ 465,954 |
| Interest-bearing: | | |
| Certificates of deposit of \$100 or more | 211,529 | 213,610 |
| Other interest-bearing deposits | 1,683,312 | 1,596,570 |
| | 2,349,776 | 2,276,134 |

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| | | |
|---|--------------------|---------------------|
| Short-term borrowings | 39,952 | 40,551 |
| Other borrowings | 114,608 | 119,705 |
| Other liabilities | 82,233 | 86,896 |
| TOTAL LIABILITIES | 2,586,569 | 2,523,286 |
| Shareholders' equity | | |
| Common stock, \$.125 stated value per share; | | |
| Authorized shares-40,000,000 | | |
| Issued shares-14,516,113 in 2013 and 14,490,609 in 2012 | | |
| Outstanding shares-13,307,498 in 2013 and 13,287,348 in 2012 | 1,809 | 1,808 |
| Additional paid-in capital | 70,171 | 69,989 |
| Retained earnings | 346,035 | 338,342 |
| Accumulated other comprehensive income (loss) | (8,925) | (7,472) |
| Less: Treasury shares at cost-1,208,615 in 2013 and 1,203,261 in 2012 | (30,707) | (30,545) |
| TOTAL SHAREHOLDERS' EQUITY | 378,383 | 372,122 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | \$2,964,952 | \$ 2,895,408 |
| See accompanying notes. | | |

FIRST FINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

(Dollar amounts in thousands, except per share data)

| | Three Months Ended March 31, | |
|--|---------------------------------|---------------|
| | 2013 | 2012 |
| | (unaudited) | (unaudited) |
| INTEREST INCOME: | | |
| Loans, including related fees | \$ 23,454 | \$ 25,198 |
| Securities: | | |
| Taxable | 3,214 | 3,523 |
| Tax-exempt | 1,770 | 1,805 |
| Other | 504 | 623 |
| TOTAL INTEREST INCOME | 28,942 | 31,149 |
| INTEREST EXPENSE: | | |
| Deposits | 1,742 | 2,664 |
| Short-term borrowings | 20 | 46 |
| Other borrowings | 1,007 | 1,274 |
| TOTAL INTEREST EXPENSE | 2,769 | 3,984 |
| NET INTEREST INCOME | 26,173 | 27,165 |
| Provision for loan losses | 3,021 | 2,956 |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES | 23,152 | 24,209 |
| NON-INTEREST INCOME: | | |
| Trust and financial services | 1,526 | 1,480 |
| Service charges and fees on deposit accounts | 2,254 | 2,204 |
| Other service charges and fees | 2,500 | 2,455 |
| Securities gains/(losses), net | 4 | (4) |
| Insurance commissions | 1,963 | 1,891 |
| Gain on sales of mortgage loans | 963 | 925 |
| Other | 667 | 560 |
| TOTAL NON-INTEREST INCOME | 9,877 | 9,511 |
| NON-INTEREST EXPENSE: | | |
| Salaries and employee benefits | 13,596 | 14,419 |
| Occupancy expense | 1,522 | 1,417 |
| Equipment expense | 1,501 | 1,282 |
| FDIC Insurance | 557 | 428 |

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| | | |
|---|----------|----------|
| Other | 5,023 | 5,874 |
| TOTAL NON-INTEREST EXPENSE | 22,199 | 23,420 |
| INCOME BEFORE INCOME TAXES | 10,830 | 10,300 |
| Provision for income taxes | 3,137 | 2,857 |
| NET INCOME | 7,693 | 7,443 |
| OTHER COMPREHENSIVE INCOME | | |
| Change in unrealized gains/losses on securities, net of reclassifications | (2,778) | 70 |
| Tax effect | 1,111 | (28) |
| | (1,667) | 42 |
| Change in funded status of post retirement benefits | 357 | 617 |
| Tax effect | (143) | (247) |
| | 214 | 370 |
| TOTAL OTHER COMPREHENSIVE INCOME | (1,453) | 412 |
| COMPREHENSIVE INCOME | \$ 6,240 | \$ 7,855 |
| EARNINGS PER SHARE: | | |
| BASIC AND DILUTED | \$ 0.58 | \$ 0.56 |
| Weighted average number of shares outstanding (in thousands) | 13,300 | 13,223 |
| See accompanying notes. | | |

FIRST FINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

Three Months Ended

March 31, 2013, and 2012

(Dollar amounts in thousands, except per share data)

(Unaudited)

| | Common Stock | Additional Capital | Retained Earnings | Accumulated Other Comprehensive Income/(Loss) | Treasury Stock | Total |
|--|-----------------|-----------------------|----------------------|--|-------------------|------------|
| Balance, January 1, 2012 | \$ 1,806 | \$ 69,328 | \$ 318,130 | (\$ 10,494) | (\$ 31,809) | \$ 346,961 |
| Net income | - | - | 7,443 | - | - | 7,443 |
| Change in other comprehensive income | - | - | - | 412 | - | 412 |
| Omnibus Equity Incentive Plan | 1 | 120 | - | - | - | 121 |
| Balance, March 31, 2012 | \$ 1,807 | \$ 69,448 | \$ 325,573 | (\$ 10,082) | (\$ 31,809) | \$ 354,937 |
| Balance, January 1, 2013 | \$ 1,808 | \$ 69,989 | \$ 338,342 | (\$ 7,472) | (\$ 30,545) | \$ 372,122 |
| Net income | - | - | 7,693 | - | - | 7,693 |
| Change in other comprehensive income | - | - | - | (1,453) | - | (1,453) |
| Omnibus Equity Incentive Plan | 1 | 182 | - | - | - | 183 |
| Treasury stock purchase (5,354 shares) | - | - | - | - | (162) | (162) |
| Balance, March 31, 2013 | \$ 1,809 | \$ 70,171 | \$ 346,035 | (\$ 8,925) | (\$ 30,707) | \$ 378,383 |

See accompanying notes.

FIRST FINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollar amounts in thousands, except per share data)

| | Three Months Ended March 31, | |
|---|---------------------------------|------------------|
| | 2013 | 2012 |
| | (Unaudited) (Unaudited) | |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net Income | \$7,693 | \$ 7,443 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Net amortization (accretion) of premiums and discounts on investments | 652 | 827 |
| Provision for loan losses | 3,021 | 2,956 |
| Securities (gains) losses | (4) | 4 |
| Restricted stock compensation | 183 | 121 |
| (Gain) loss on sale of other real estate | 51 | 5 |
| Depreciation and amortization | 1,352 | 1,193 |
| Other, net | 3,014 | 10,183 |
| NET CASH FROM OPERATING ACTIVITIES | 15,962 | 22,732 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Proceeds from sales of securities available-for-sale | 4,369 | 4,553 |
| Calls, maturities and principal reductions on securities available-for-sale | 44,334 | 26,665 |
| Purchases of securities available-for-sale | (131,176) | (30,510) |
| Loans made to customers, net of repayment | 30,338 | 37,836 |
| Proceeds from sales of other real estate owned | 362 | 525 |
| Redemption of restricted stock | - | 1,172 |
| Net change in federal funds sold | (33,584) | (96,403) |
| Additions to premises and equipment | (692) | (1,354) |
| NET CASH FROM INVESTING ACTIVITIES | (86,049) | (57,516) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Net change in deposits | 73,395 | 4,737 |
| Net change in short-term borrowings | (599) | (35,053) |
| Maturities of other borrowings | (5,000) | - |
| Purchase of treasury stock | (162) | - |
| Dividends paid | (6,378) | (6,203) |
| NET CASH FROM FINANCING ACTIVITIES | 61,256 | (36,519) |
| NET CHANGE IN CASH AND CASH EQUIVALENTS | (8,831) | (71,303) |
| CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD | 87,230 | 134,280 |

| | | |
|--|----------|-----------|
| CASH AND CASH EQUIVALENTS, END OF PERIOD | \$78,399 | \$ 62,977 |
|--|----------|-----------|

See accompanying notes.

FIRST FINANCIAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

1. Significant Accounting Policies

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

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

2. Allowance for Loan Losses

The following tables present the activity of the allowance for loan losses by portfolio segment at March 31.

Allowance for Loan Losses: March 31, 2013
 (Dollar amounts in thousands) Commercial Residential Consumer Unallocated Total

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| | | | | | |
|----------------------------|-----------|----------|----------|----------|-----------|
| Beginning balance | \$ 10,987 | \$ 5,426 | \$ 3,879 | \$ 1,666 | \$ 21,958 |
| Provision for loan losses* | 1,264 | 197 | 233 | 581 | 2,275 |
| Loans charged -off | (450) | (272) | (1,026) | - | (1,748) |
| Recoveries | 2,343 | 49 | 395 | - | 2,787 |
| Ending Balance | \$ 14,144 | \$ 5,400 | \$ 3,481 | \$ 2,247 | \$ 25,272 |

* Provision before increase of \$746 thousand in 2012 for decrease in FDIC indemnification asset

| | | | | | |
|-------------------------------|----------------|-------------|----------|-------------|-----------|
| Allowance for Loan Losses: | March 31, 2012 | | | | |
| (Dollar amounts in thousands) | Commercial | Residential | Consumer | Unallocated | Total |
| Beginning balance | \$ 12,119 | \$ 2,728 | \$ 3,889 | \$ 505 | \$ 19,241 |
| Provision for loan losses* | 997 | 683 | 319 | 461 | 2,460 |
| Loans charged -off | (1,858) | (1,336) | (783) | - | (3,977) |
| Recoveries | 190 | 17 | 381 | - | 588 |
| Ending Balance | \$ 11,448 | \$ 2,092 | \$ 3,806 | \$ 966 | \$ 18,312 |

* Provision before increase of \$496 thousand in 2012 for decrease in FDIC indemnification asset

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

| | | | | | |
|---|----------------|-------------|----------|-------------|-----------|
| Ending Balance Attributable to Loans: | March 31, 2013 | | | | |
| (Dollar amounts in thousands) | Commercial | Residential | Consumer | Unallocated | Total |
| Individually evaluated for impairment | 6,610 | 3,920 | - | - | 10,530 |
| Collectively evaluated for impairment | 6,320 | 1,361 | 3,481 | 2,247 | 13,409 |
| Acquired with deteriorated credit quality | 1,214 | 119 | - | - | 1,333 |
| Ending Balance | \$ 14,144 | \$ 5,400 | \$ 3,481 | \$ 2,247 | \$ 25,272 |

| | | | | |
|---|----------------|-------------|------------|--------------|
| Loans: | March 31, 2013 | | | |
| (Dollar amounts in thousands) | Commercial | Residential | Consumer | Total |
| Individually evaluated for impairment | 27,839 | 6,989 | - | 34,828 |
| Collectively evaluated for impairment | 1,026,231 | 485,157 | 268,056 | 1,779,444 |
| Acquired with deteriorated credit quality | 13,104 | 3,489 | 4 | 16,597 |
| Ending Balance | \$ 1,067,174 | \$ 495,635 | \$ 268,060 | \$ 1,830,869 |

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

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

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

| (Dollar amounts in thousands) | March 31, 2013 | | | | | |
|-------------------------------------|--------------------------------|------------------------|--|-----------------------------------|----------------------------------|--------------------------------------|
| | Unpaid Principal Balance | Recorded Investment | Allowance for Loan Losses Allocated | Average Recorded Investment | Interest Income Recognized | Cash Basis Interest Recognized |
| With no related allowance recorded: | | | | | | |
| Commercial | | | | | | |
| Commercial & Industrial | \$563 | \$ 399 | \$ - | \$ 200 | \$ - | \$ - |
| Farmland | - | - | - | - | - | - |
| Non Farm, Non Residential | - | - | - | - | - | - |
| Agriculture | - | - | - | - | - | - |
| All Other Commercial | - | - | - | - | - | - |
| Residential | | | | | | |
| First Liens | - | - | - | - | - | - |
| Home Equity | - | - | - | - | - | - |
| Junior Liens | - | - | - | - | - | - |
| Multifamily | - | - | - | - | - | - |
| All Other Residential | - | - | - | - | - | - |
| Consumer | | | | | | |
| Motor Vehicle | - | - | - | - | - | - |
| All Other Consumer | - | - | - | - | - | - |
| With an allowance recorded: | | | | | | |
| Commercial | | | | | | |
| Commercial & Industrial | 16,171 | 16,171 | 3,721 | 16,635 | - | - |
| Farmland | 891 | 891 | 191 | 891 | - | - |
| Non Farm, Non Residential | 8,710 | 8,644 | 1,500 | 8,015 | - | - |
| Agriculture | - | - | - | - | - | - |
| All Other Commercial | 4,326 | 4,326 | 1,297 | 2,768 | - | - |

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|-----------------------|----------|-----------|-----------|-----------|------|------|
| Residential | | | | | | |
| First Liens | 1,253 | 1,253 | 126 | 1,254 | - | - |
| Home Equity | 196 | 196 | - | 188 | - | - |
| Junior Liens | - | - | - | - | - | - |
| Multifamily | - | - | - | - | - | - |
| All Other Residential | 5,540 | 5,540 | 3,794 | 5,540 | - | - |
| Consumer | | | | | | |
| Motor Vehicle | - | - | - | - | - | - |
| All Other Consumer | - | - | - | - | - | - |
| TOTAL | \$37,650 | \$ 37,420 | \$ 10,629 | \$ 35,491 | \$ - | \$ - |

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

The table below presents non-performing loans.

| | March 31, 2013 | | |
|-------------------------------|----------------|--------------|------------|
| | Loans | | |
| | Past | | |
| | Due | | |
| | Over | | |
| | 90 Day | | |
| | Still | | |
| (Dollar amounts in thousands) | Accruing | Restructured | Nonaccrual |
| Commercial | | | |
| Commercial & Industrial | \$26 | \$ 11,283 | \$ 8,383 |
| Farmland | 47 | - | 920 |
| Non Farm, Non Residential | 385 | 4,787 | 8,475 |
| Agriculture | - | - | 92 |
| All Other Commercial | - | - | 4,802 |
| Residential | | | |
| First Liens | 678 | 4,202 | 6,910 |
| Home Equity | 36 | - | 205 |
| Junior Liens | 149 | - | 783 |
| Multifamily | - | - | 5,743 |
| All Other Residential | - | - | 145 |
| Consumer | | | |
| Motor Vehicle | 73 | 700 | 132 |
| All Other Consumer | 5 | - | 1,542 |
| TOTAL | \$1,399 | \$ 20,972 | \$ 38,132 |

| | December 31, 2012 | | |
|-------------------------------|-------------------|--------------|------------|
| | Loans | | |
| | Past | | |
| | Due | | |
| | Over | | |
| | 90 Day | | |
| | Still | | |
| (Dollar amounts in thousands) | Accruing | Restructured | Nonaccrual |
| Commercial | | | |
| Commercial & Industrial | \$724 | \$ 11,573 | \$ 9,360 |
| Farmland | 231 | - | 907 |
| Non Farm, Non Residential | 491 | 4,836 | 6,718 |
| Agriculture | 69 | - | 104 |
| All Other Commercial | - | - | 4,811 |
| Residential | | | |
| First Liens | 1,237 | 4,126 | 6,852 |
| Home Equity | 24 | - | 196 |
| Junior Liens | 538 | - | 405 |

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|-----------------------|---------|-----------|-----------|
| Multifamily | 101 | - | 5,598 |
| All Other Residential | - | - | 150 |
| Consumer | | | |
| Motor Vehicle | 133 | 685 | 174 |
| All Other Consumer | 3 | 16 | 1,519 |
| TOTAL | \$3,551 | \$ 21,236 | \$ 36,794 |

Covered loans included in loans past due over 90 days still on accrual are \$27 thousand at March 31, 2013 and \$630 thousand at December 31, 2012. Covered loans included in non-accrual loans are \$3.7 million at March 31, 2013 and \$4.3 million at December 31, 2012. Covered loans of \$2.6 million at March 31, 2013 and \$2.9 million at December 31, 2012 are deemed impaired and have allowance for loan loss allocated to them of \$99 thousand and \$236 thousand, respectively for March 31, 2013 and December 31, 2012. Non-performing loans include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans.

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

| (Dollar amounts in thousands) | March 31, 2013 | | | Total | Current | Total |
|-------------------------------|---------------------|---------------------|-------------------------------|----------|-------------|-------------|
| | 30-59 Days Past Due | 60-89 Days Past Due | Greater than 90 days Past Due | | | |
| | Past Due | Past Due | Past Due | | | |
| Commercial | | | | | | |
| Commercial & Industrial | \$4,884 | \$ 863 | \$ 2,948 | \$ 8,695 | \$487,621 | \$496,316 |
| Farmland | 48 | - | 941 | 989 | 84,378 | 85,367 |
| Non Farm, Non Residential | 2,955 | 1,774 | 2,106 | 6,835 | 284,252 | 291,087 |
| Agriculture | 736 | 82 | 5 | 823 | 103,184 | 104,007 |
| All Other Commercial | 134 | 24 | 3,473 | 3,631 | 86,766 | 90,397 |
| Residential | | | | | | |
| First Liens | 4,380 | 748 | 4,032 | 9,160 | 337,766 | 346,926 |
| Home Equity | 155 | 42 | 36 | 233 | 42,172 | 42,405 |
| Junior Liens | 335 | 8 | 565 | 908 | 34,666 | 35,574 |
| Multifamily | 361 | - | 5,639 | 6,000 | 57,359 | 63,359 |
| All Other Residential | 177 | - | - | 177 | 7,194 | 7,371 |
| Consumer | | | | | | |
| Motor Vehicle | 2,313 | 162 | 84 | 2,559 | 243,505 | 246,064 |
| All Other Consumer | 128 | 22 | 6 | 156 | 21,840 | 21,996 |
| TOTAL | \$16,606 | \$ 3,725 | \$ 19,835 | \$40,166 | \$1,790,703 | \$1,830,869 |

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

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

The Corporation has allocated \$3.1 million and \$1.6 million of specific reserves to customers whose loan terms have been modified in troubled debt restructurings as of March 31, 2013 and December 31, 2012. The Corporation has not committed to lend additional amounts as of March 31, 2013 and December 31, 2012 to customers with outstanding loans that are classified as troubled debt restructurings. There were \$73 thousand of modifications and \$9 thousand of charge offs in the quarter ended March 31, 2013 that were troubled debt restructurings and the resulting impact to the allowance for loan losses was not material. There were \$162 thousand of modifications in the quarter ended March 31, 2012 that were troubled debt restructurings and the resulting impact to the allowance for loan losses was not material. There were no defaults of troubled debt restructurings in the first quarter of 2013 or 2012 of loans restructured in the previous 12 months.

Credit Quality Indicators:

The Corporation categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Corporation analyzes loans individually by classifying the loans as to credit risk. This analysis includes non-homogeneous loans, such as commercial loans, with an outstanding balance greater than \$50 thousand. Any consumer loans outstanding to a borrower who had commercial loans analyzed will be similarly risk rated. This analysis is performed on a quarterly basis. The Corporation uses the following definitions for risk ratings:

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

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

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

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

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass rated loans. Loans listed as not rated are either less than \$50 thousand or are included in groups of homogeneous loans. As of March 31, 2013 and December 31, 2012, and based on the most recent analysis performed, the risk category of loans by class of loans are as follows:

| (Dollar amounts in thousands) | March 31, 2013 | | | | | |
|-------------------------------|--------------------|--------------------|------------------|-----------------|------------------|--------------------|
| | Pass | Special Mention | Substandard | Doubtful | Not Rated | Total |
| Commercial | | | | | | |
| Commercial & Industrial | \$418,380 | \$32,385 | \$ 30,372 | \$ 7,213 | \$ 6,621 | \$494,971 |
| Farmland | 79,939 | 2,627 | 1,588 | - | 37 | 84,191 |
| Non Farm, Non Residential | 255,651 | 11,479 | 22,099 | 1,058 | 44 | 290,331 |
| Agriculture | 94,414 | 7,800 | 117 | - | 75 | 102,406 |
| All Other Commercial | 76,560 | 1,022 | 11,537 | 52 | 728 | 89,899 |
| Residential | | | | | | |
| First Liens | 112,920 | 10,006 | 10,584 | 1,269 | 210,901 | 345,680 |
| Home Equity | 12,565 | 643 | 1,365 | 117 | 27,638 | 42,328 |
| Junior Liens | 9,263 | 56 | 723 | 70 | 25,328 | 35,440 |
| Multifamily | 52,566 | 3,352 | 7,133 | 155 | 2 | 63,208 |
| All Other Residential | 1,149 | - | - | - | 6,196 | 7,345 |
| Consumer | | | | | | |
| Motor Vehicle | 11,586 | 322 | 290 | 11 | 232,680 | 244,889 |
| All Other Consumer | 4,081 | 74 | 72 | 20 | 17,608 | 21,855 |
| TOTAL | \$1,129,074 | \$69,766 | \$ 85,880 | \$ 9,965 | \$527,858 | \$1,822,543 |

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

3. Securities

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

| (Dollar amounts in thousands) | (000's) | | | |
|---|---------------------|----------------------|--------------------|-------------------|
| | March 31, 2013 | | Fair Value | |
| Amortized Cost | Unrealized Gains | Unrealized Losses | | |
| U.S. Government sponsored entities and entity mortgage-backed securities | \$ 1,722 | \$ 71 | \$ - | \$ 1,793 |
| Mortgage Backed Securities-residential | 228,731 | 12,086 | (123) | 240,694 |
| Mortgage Backed Securities-commercial | 5,026 | 1 | (65) | 4,962 |
| Collateralized mortgage obligations | 318,085 | 2,518 | (799) | 319,804 |
| State and municipal | 184,761 | 11,732 | (188) | 196,305 |
| Collateralized debt obligations | 11,698 | 1,828 | (7,554) | 5,972 |
| Equities | 320 | 99 | - | 419 |
| TOTAL | \$ 750,343 | \$ 28,335 | (\$ 8,729) | \$ 769,949 |

| (Dollar amounts in thousands) | December 31, 2012 | | | Fair Value |
|-------------------------------|-------------------|---------------------|----------------------|------------|
| | Amortized Cost | Unrealized Gains | Unrealized Losses | |

| | | | | |
|---|------------|-----------|-------------|------------|
| U.S. Government sponsored entities and entity mortgage-backed securities | \$ 1,807 | \$ 79 | \$ - | \$ 1,886 |
| Mortgage Backed Securities-residential | 231,316 | 13,373 | (13) | 244,676 |
| Mortgage Backed Securities-commercial | 5,146 | 1 | (16) | 5,131 |
| Collateralized mortgage obligations | 230,739 | 2,827 | (246) | 233,320 |
| State and municipal | 187,044 | 12,518 | (77) | 199,485 |
| Collateralized debt obligations | 12,243 | 1,761 | (7,882) | 6,122 |
| Equities | 320 | 60 | - | 380 |
| TOTAL | \$ 668,615 | \$ 30,619 | (\$ 8,234) | \$ 691,000 |

Contractual maturities of debt securities at March 31, 2013 were as follows. Securities not due at a single maturity or with no maturity date, primarily mortgage-backed and equity securities are shown separately.

| (Dollar amounts in thousands) | Available-for-Sale Amortized Fair | |
|---|--------------------------------------|-----------|
| | Cost | Value |
| Due in one year or less | \$14,986 | \$15,195 |
| Due after one but within five years | 31,614 | 33,420 |
| Due after five but within ten years | 86,775 | 92,113 |
| Due after ten years | 382,891 | 383,146 |
| | 516,266 | 523,874 |
| Mortgage-backed securities and equities | 234,077 | 246,075 |
| TOTAL | \$750,343 | \$769,949 |

There were \$4 thousand in gains and no losses realized by the Corporation on investment sales for the three months ended March 31, 2013. There were \$4 thousand in losses and no gains realized by the Corporation on investment sales for the three months ended March 31, 2012.

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

| (Dollar amounts in thousands) | Less Than 12 Months | | March 31, 2013 More Than 12 Months | | Total | |
|--|---------------------|-------------|--|-------------|------------|-------------|
| | Unrealized | | Unrealized | | Unrealized | |
| | Fair Value | Losses | Fair Value | Losses | Fair Value | Losses |
| Mortgage Backed Securities - Residential | \$ 19,004 | \$ (123) | \$ - | \$ - | \$ 19,004 | (\$ 123) |
| Mortgage Backed Securities - Commercial | 4,920 | (65) | - | - | 4,920 | (65) |
| Collateralized mortgage obligations | 107,099 | (799) | - | - | 107,099 | (799) |
| State and municipal obligations | 11,080 | (146) | 1,048 | (42) | 12,128 | (188) |
| Collateralized Debt Obligations | - | - | 3,887 | (7,554) | 3,887 | (7,554) |
| Total temporarily impaired securities | \$ 142,103 | (\$ 1,133) | \$ 4,935 | (\$ 7,596) | \$ 147,038 | (\$ 8,729) |

| (Dollar amounts in thousands) | Less Than 12 Months | | December 31, 2012 More Than 12 Months | | Total | |
|-------------------------------|---------------------|--------|--|--------|------------|--------|
| | Unrealized | | Unrealized | | Unrealized | |
| | Fair Value | Losses | Fair Value | Losses | Fair Value | Losses |

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| | | | | | | |
|--|-----------|-----------|----------|-------------|-----------|-------------|
| Mortgage Backed Securities - Residential | \$ 7,245 | \$ (13) | \$ - | \$ - | \$ 7,245 | \$ (13) |
| Mortgage Backed Securities - Commercial | 5,086 | (16) | - | - | 5,086 | (16) |
| Collateralized mortgage obligations | 46,121 | (246) | - | - | 46,121 | (246) |
| State and municipal obligations | 8,611 | (77) | - | - | 8,611 | (77) |
| Collateralized Debt Obligations | - | - | 4,032 | (7,882) | 4,032 | (7,882) |
| Total temporarily impaired securities | \$ 67,063 | (\$ 352) | \$ 4,032 | (\$ 7,882) | \$ 71,095 | (\$ 8,234) |

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

In determining OTTI under the FASB ASC 320 model, management considers many factors, including: (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, (3) whether the market decline was affected by macroeconomic conditions, and (4) whether the entity has the intent to sell the security or more likely than not will be required to sell the security before its anticipated recovery. The assessment of whether an other-than-temporary decline exists involves a high degree of subjectivity and judgment and is based on the information available to management at a point in time.

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

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

Gross unrealized losses on investment securities were \$8.7 million as of March 31, 2013 and \$8.2 million as of December 31, 2012. A majority of these losses represent negative adjustments to market value relative to the illiquidity in the markets on the securities and not losses related to the creditworthiness of the issuer. Based upon our review of the issuers, we do not believe these investments to be other than temporarily impaired. Management does not intend to sell these securities and it is not more likely than not that we will be required to sell them before their anticipated recovery.

A significant portion of the total unrealized loss in investment securities relates to collateralized debt obligations that were separately evaluated under FASB ASC 325-40, Beneficial Interests in Securitized Financial Assets. Based upon qualitative considerations, such as a down grade in credit rating or further defaults of underlying issuers during the quarter, and an analysis of expected cash flows, we have determined that three of the CDO's included in collateralized debt obligations were other-than-temporarily impaired, though no impairment was identified during the first quarter of 2013. Those three CDO's have a contractual balance of \$27.1 million at March 31, 2013 which has been reduced to \$5.4 million by \$1.1 million of interest payments received, \$14.9 million of cumulative OTTI charges recorded through earnings to date, and \$5.7 million recorded in other comprehensive income. The severity of the OTTI recorded varies by security, based on the analysis described below, and ranges at March 31, 2013 from 28% to 91%. The losses recorded in other comprehensive income represents temporary impairment due to factors other than credit loss, mainly current market illiquidity. The issuers in these securities are primarily banks, but some of the pools do include a limited number of insurance companies. The market for these securities has remained very illiquid, there are very few new issuances of trust preferred securities and the credit spreads implied by current prices have increased dramatically and remain very high, resulting in significant non-credit related impairment. The Corporation uses the OTTI evaluation model to compare the present value of expected cash flows to the previous estimate to ensure there are no adverse changes in cash flows during the quarter. The OTTI model considers the structure and term of the CDO and the financial condition of the underlying issuers. Specifically, the model details interest rates, principal balances of note classes and underlying issuers, the timing and amount of interest and principal payments of the underlying issuers, and the allocation of the payments to the note classes. Cash flows are projected using a forward rate LIBOR curve, as these CDOs are variable rate instruments. An average rate is then computed using this same forward rate curve to determine an appropriate discount rate (3 month LIBOR plus margin ranging from 160 to 180 basis points). The current estimate of expected cash flows is based on the most recent trustee reports and any other relevant market information including announcements of interest payment deferrals or defaults of underlying trust preferred securities. Assumptions used in the model include expected future default rates and prepayments. We assume no recoveries on

defaults and treat all interest payment deferrals as defaults. In addition we use the model to “stress” each CDO, or make assumptions more severe than expected activity, to determine the degree to which assumptions could deteriorate before the CDO could no longer fully support repayment of the Corporation’s note class.

Collateralized debt obligations include an investment in a CDO consisting of pooled trust preferred securities in which the issuers are primarily banks. This CDO with an amortized cost of \$646 thousand and a fair value of \$582 thousand is rated BAA3 and is the senior tranche, is not in the scope of FASB ASC 325, as it was rated high investment grade at purchase, and is not considered to be other-than-temporarily impaired based on its credit quality. Its fair value is negatively impacted by the factors described above.

Management has consistently used Standard & Poors pricing to value these investments. There are a number of other pricing sources available to determine fair value for these investments. These sources utilize a variety of methods to determine fair value. The result is a wide range of estimates of fair value for these securities. The Standard & Poors pricing ranges from 4.29 to 90.15 while Moody Investor Service pricing ranges from 3.15 to 92.97, with others falling somewhere in between. We recognize that the Standard & Poors pricing utilized is likely a conservative estimate, but have been consistent in using this source and its estimate of fair value.

The table below presents a rollforward of the credit losses recognized in earnings for the three month periods ended March 31, 2013 and 2012:

| (Dollar amounts in thousands) | Three Months Ended March | |
|---|--------------------------|-----------|
| | 31, 2013 | 2012 |
| Beginning balance | \$ 14,983 | \$ 15,180 |
| Increases to the amount related to the credit loss for which other-than-temporary was previously recognized | - | - |
| Ending balance | \$ 14,983 | \$ 15,180 |

4. Fair Value

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

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

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

For those securities that cannot be priced using quoted market prices or observable inputs a Level 3 valuation is determined. These securities are primarily trust preferred securities, which are priced using Level 3 due to current market illiquidity and certain investments in and state and municipal securities. The fair value of the trust preferred securities is obtained from a third party provider without adjustment. As described previously, management obtains values from other pricing sources to validate the Standard & Poors pricing that they currently utilize. The fair value of

state and municipal obligations are derived by comparing the securities to current market rates plus an appropriate credit spread to determine an estimated value. Illiquidity spreads are then considered. Credit reviews are performed on each of the issuers. The significant unobservable inputs used in the fair value measurement of the Corporation's state and municipal obligations are credit spreads related to specific issuers. Significantly higher credit spread assumptions would result in significantly lower fair value measurement. Conversely, significantly lower credit spreads would result in a significantly higher fair value measurements.

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

| (Dollar amounts in thousands) | March 31, 2013 | | | Carrying Value |
|---|---|------------|-----------|----------------|
| | Fair Value Measurements Using Significant Unobservable Inputs (Level 3) | | | |
| | Level 1 | Level 2 | Level 3 | |
| U.S. Government entity mortgage-backed securities | \$ - | \$ 1,793 | \$ - | \$ 1,793 |
| Mortgage Backed Securities-residential | - | 240,694 | - | 240,694 |
| Mortgage Backed Securities-commercial | - | \$ 4,962 | - | 4,962 |
| Collateralized mortgage obligations | - | 319,804 | - | 319,804 |
| State and municipal | - | 189,803 | 6,502 | 196,305 |
| Collateralized debt obligations | - | - | 5,972 | 5,972 |
| Equities | 419 | - | 0 | 419 |
| TOTAL | \$ 419 | \$ 757,056 | \$ 12,474 | \$ 769,949 |
| Derivative Assets | | 1,876 | | |
| Derivative Liabilities | | (1,876) | | |

| (Dollar amounts in thousands) | December 31, 2012 Fair Value Measurements Using Significant Unobservable Inputs (Level 3) | | | |
|---|---|------------|-----------|----------------|
| | Level 1 | Level 2 | Level 3 | Carrying Value |
| U.S. Government entity mortgage-backed securities | \$ - | \$ 1,886 | \$ - | \$ 1,886 |
| Mortgage Backed Securities-residential | - | 244,676 | - | 244,676 |
| Mortgage Backed Securities-commercial | - | \$ 5,131 | - | 5,131 |
| Collateralized mortgage obligations | - | 233,320 | - | 233,320 |
| State and municipal | - | 189,574 | 9,911 | 199,485 |
| Collateralized debt obligations | - | - | 6,122 | 6,122 |
| Equities | 380 | - | 0 | 380 |
| TOTAL | \$ 380 | \$ 674,587 | \$ 16,033 | \$ 691,000 |
| Derivative Assets | | 2,053 | | |
| Derivative Liabilities | | (2,053 |) | |

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

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

| | Fair Value Measurements Using Significant Unobservable Inputs (Level 3) March 31, 2013 | | |
|---|---|---------------------------------------|-----------|
| | State and municipal obligations | Collateralized debt obligations | Total |
| Beginning balance, January 1 | \$ 9,911 | \$ 6,122 | \$ 16,033 |
| Total realized/unrealized gains or losses Included in earnings | - | - | - |
| Included in other comprehensive income | - | 395 | 395 |
| Transfers & Purchases | - | - | - |
| Settlements | (3,409 | (545 | (3,954 |
| Ending balance, March 31 | \$ 6,502 | \$ 5,972 | \$ 12,474 |

| | Fair Value Measurements Using Significant Unobservable Inputs (Level 3) December 31, 2012 | | | |
|---|--|---------------------------------------|---------------------------------------|-----------|
| | Equities | State and municipal obligations | Collateralized debt obligations | Total |
| Beginning balance, January 1 | \$ 1,711 | \$ 9,525 | \$ 4,771 | \$ 16,007 |
| Total realized/unrealized gains or losses | | | | |

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| | | | | | | | | |
|--|--------|---|----------|-------|----------|-------|-----------|---|
| Included in earnings | (446 |) | - | (96 |) | (542 |) | |
| Included in other comprehensive income | - | | - | 1,556 | | 1,556 | | |
| Transfers & Purchases | - | | 1,186 | - | | 1,186 | | |
| Settlements | (1,265 |) | (800 |) | (109 |) | (2,174 |) |
| Ending balance, December 31 | \$ - | | \$ 9,911 | | \$ 6,122 | | \$ 16,033 | |

The following table presents quantitative information about recurring Level 3 fair value measurements at March 31, 2013.

| | Fair Value | Valuation Technique(s) | Unobservable Input(s) | Range |
|---------------------------------|------------|----------------------------------|--|---------------|
| State and municipal obligations | \$ 6,502 | Discounted cash flow | Discount rate | 3.05%-5.50 % |
| | | | Probability of default | 0 % |
| Other real estate | 7,752 | Sales comparison/income approach | Discount rate for age of appraisal and market conditions | 5.00%-20.00 % |
| Impaired Loans | 26,789 | Sales comparison/income approach | Discount rate for age of appraisal and market conditions | 0.00%-50.00 % |

All impaired loans disclosed in footnote 2, which are measured for impairment using the fair value of collateral, are valued at Level 3. They are carried at a fair value of \$26.8 million, net of a valuation allowance of \$10.6 million at March 31, 2013. At December 31, 2012 impaired loans valued at Level 3 were carried at a fair value of \$26.0 million, net of a valuation allowance of \$7.6 million. The impact to the provision for loan losses was \$3.0 million for the three months ended March 31, 2013, and was \$4.2 million for the year ended December 31, 2012. Other real estate owned is valued at Level 3. Other real estate owned at March 31, 2013, with a value of \$7.8 million was reduced \$267 thousand for fair value adjustment. Other real estate owned at December 31, 2012, with a value of \$7.7 million was reduced \$234 thousand for fair value adjustment.

Fair value is measured based on the value of the collateral securing those loans, and is determined using several methods. Generally the fair value of real estate is determined based on appraisals by qualified licensed appraisers. Appraisals for real estate generally use three methods to derive value: cost, sales or market comparison and income approach. The cost method bases value on the cost to replace current property. The market comparison evaluates the sales price of similar properties in the same market area. The income approach considers net operating income generated by the property and the investor's required return. The final fair value is based on a reconciliation of these three approaches. If an appraisal is not available, the fair value may be determined by using a cash flow analysis, a broker's opinion of value, the net present value of future cash flows, or an observable market price from an active market. Fair value of other real estate is based upon the current appraised values of the properties as determined by qualified licensed appraisers and the Company's judgment of other relevant market conditions. Appraisals are obtained annually and reductions in value are recorded as a valuation through a charge to expense. The primary unobservable input used by management in estimating fair value are additional discounts to the appraised value to consider selling costs and the age of the appraisal. These discounts range from 5% to 20% for costs to sell and marketability. Other real estate and impaired loans carried at fair value are primarily comprised of smaller balance properties.

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The following tables presents loans identified as impaired by class of loans as of March 31, 2013 and December 31, 2012.

| (Dollar amounts in thousands) | Carrying Value | March 31, 2013 Allowance for Loan Losses Allocated | Fair Value |
|--|-------------------|--|------------------|
| Commercial | | | |
| Commercial & Industrial | \$ 16,570 | \$ 3,721 | \$ 12,848 |
| Farmland | 891 | 191 | 700 |
| Non Farm, Non Residential Agriculture | 8,644 | 1,500 | 7,143 |
| All Other Commercial | 4,326 | 1,297 | 3,029 |
| Residential | | | |
| First Liens | 1,253 | 126 | 1,127 |
| Home Equity | 196 | - | 196 |
| Junior Liens | - | - | - |
| Multifamily | 5,540 | 3,794 | 1,746 |
| All Other Residential | - | - | - |
| Consumer | | | |
| Motor Vehicle | - | - | - |
| All Other Consumer | - | - | - |
| TOTAL | \$ 37,420 | \$ 10,629 | \$ 26,789 |

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

| (Dollar amounts in thousands) | Carrying Value | March 31, 2013 | | |
|---------------------------------|----------------|------------------------------|---------|----------|
| | | Fair Value Measurement Using | | |
| | | Level 1 | Level 2 | Level 3 |
| Other real estate - commercial | \$ 5,656 | \$ - | \$ - | \$ 5,656 |
| Other real estate - residential | 2,096 | - | - | 2,096 |
| TOTAL | \$ 7,752 | \$ - | \$ - | \$ 7,752 |

| (Dollar amounts in thousands) | Carrying Value | December 31, 2012 | | |
|---------------------------------|----------------|------------------------------|---------|----------|
| | | Fair Value Measurement Using | | |
| | | Level 1 | Level 2 | Level 3 |
| Other real estate - commercial | \$ 5,588 | \$ - | \$ - | \$ 5,588 |
| Other real estate - residential | 2,134 | - | - | 2,134 |
| TOTAL | \$ 7,722 | \$ - | \$ - | \$ 7,722 |

The amounts represent only balances measured at fair value during the period and still held as of the reporting date.

The carrying amounts and estimated fair value of financial instruments at March 31, 2013 and December 31, 2012, are shown below. Carrying amount is the estimated fair value for cash and due from banks, federal funds sold, short-term borrowings, accrued interest receivable and payable, demand deposits, short-term debt and variable-rate loans or

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

The carrying amount and estimated fair value of financial instruments are presented in the table below and were determined based on the above assumptions:

| (Dollar amounts in thousands) | March 31, 2013 | | | | |
|---------------------------------|----------------|------------|-------------|-----------|-------------|
| | Carrying Value | Fair Value | | | Total |
| | | Level 1 | Level 2 | Level 3 | |
| Cash and due from banks | \$78,399 | \$18,854 | \$59,545 | \$- | \$78,399 |
| Federal funds sold | 54,384 | - | 54,384 | - | 54,384 |
| Securities available—for—sale | 769,949 | 419 | 757,056 | 12,474 | 769,949 |
| Restricted stock | 21,292 | n/a | n/a | n/a | n/a |
| Loans, net | 1,796,259 | - | - | 1,875,255 | 1,875,255 |
| FDIC Indemnification Asset | 1,770 | - | 1,770 | - | 1,770 |
| Accrued interest receivable | 11,622 | - | 3,295 | 8,327 | 11,622 |
| Deposits | (2,349,776) | - | (2,353,844) | - | (2,353,844) |
| Short—term borrowings | (39,952) | - | (39,952) | - | (39,952) |
| Federal Home Loan Bank advances | (114,608) | - | (119,103) | - | (119,103) |
| Accrued interest payable | (1,053) | - | (1,053) | - | (1,053) |

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

5. Short-Term Borrowings

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

| | |
|---------|--------------|
| (000's) | |
| March | December 31, |
| 31, | |

| | 2013 | 2012 |
|-------------------------|----------|-----------|
| Federal Funds Purchased | \$4,725 | \$ 2,750 |
| Repurchase Agreements | 35,227 | 37,801 |
| | \$39,952 | \$ 40,551 |

6. Other Borrowings

Other borrowings at period-end are summarized as follows:

| | (000's) | |
|---------------|----------------------|----------------------|
| | March 31, 2013 | December 31, 2012 |
| FHLB Advances | \$114,608 | \$ 119,705 |
| | \$114,608 | \$ 119,705 |

7. Components of Net Periodic Benefit Cost

| | Three Months ended March 31, (000's) | | | |
|--|---|----------|------------------------------------|-------|
| | Pension Benefits | | Post-Retirement Health Benefits | |
| | 2013 | 2012 | 2013 | 2012 |
| Service cost | \$ 559 | \$ 1,218 | \$ 17 | \$ 15 |
| Interest cost | 846 | 917 | 43 | 43 |
| Expected return on plan assets | (827) | (815) | - | - |
| Amortization of transition obligation | - | - | 15 | 15 |
| Net amortization of prior service cost | (4) | 41 | - | - |
| Net amortization of net (gain) loss | 523 | 567 | - | - |
| Net Periodic Benefit Cost | \$ 1,097 | \$ 1,928 | \$ 75 | \$ 73 |

Employer Contributions

First Financial Corporation previously disclosed in its financial statements for the year ended December 31, 2012 that it expected to contribute \$2.1 and \$550 thousand respectively to its Pension Plan and ESOP and \$234,000 to the Post Retirement Health Benefits Plan in 2013. Contributions of \$52 thousand have been made through the first three months of 2013 for the Post Retirement Health Benefits plan. No contributions have been made in 2013 for the Pension plan or the ESOP. The Pension plan was frozen for most employees at the end of 2012 and for those employees there will be discretionary contributions to the ESOP plan and a 401K plan in place of the former Pension benefit. In the first three months of 2013 there has been \$350 thousand of expense accrued for potential contributions to these alternative retirement benefit options.

8. New accounting standards

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

In October 2012, the Financial Accounting Standards Board (“FASB”) issued guidance on the subsequent accounting for an indemnification asset recognized at the acquisition date as a result of a government assisted acquisition of a financial institution. When an entity recognizes such an indemnification asset and subsequently a change in the cash flows expected to be collected on the indemnification asset occurs as a result of a change in the cash flows expected to be collected on the indemnified asset, the guidance requires the entity to recognize the change in the measurement of the indemnification asset on the same basis as the indemnified assets. Any amortization of changes in value of the indemnification asset should be limited to the lesser of the term of the indemnification agreement and the remaining life of the indemnified assets. The amendments are effective for fiscal years beginning on or after December 15, 2012 and early adoption is permitted. The amendments are to be applied prospectively to any new indemnification assets acquired after the date of adoption and to indemnification assets existing as of the date of adoption arising from a government-assisted acquisition of a financial institution. The effect of adopting this standard did not have a material effect on the Corporation’s operating results or financial condition.

In July 2012, the FASB amended existing guidance relating to testing indefinite-lived intangible assets for impairment. The amendment permits an assessment of qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, it is concluded that it is not more likely than not that the indefinite-lived intangible asset is impaired, then no further action is required. However, after the same assessment, if it is concluded that it is more like than not that the indefinite-lived intangible asset is impaired, then a quantitative impairment test should be performed whereby the fair value of the indefinite-lived intangible asset is compared to the carrying amount. The amendments in this guidance are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted. The effect of adopting this standard did not have a material effect on the Corporation’s operating results or financial condition.

9. Acquisitions and FDIC Indemnification Asset

On July 2, 2009, the Bank entered into a purchase and assumption agreement with the Federal Deposit Insurance Corporation (“FDIC”) to assume all of the deposits (excluding brokered deposits) and certain assets of The First National Bank of Danville, a full-service commercial bank headquartered in Danville, Illinois, that had failed and been placed in receivership with the FDIC. The acquisition consisted of assets worth a fair value of approximately \$151.8 million, including \$77.5 million of loans, \$24.2 million of investment securities, \$31.0 million of cash and cash equivalents and \$146.3 million of liabilities, including \$145.7 million of deposits. A customer related core deposit intangible asset of \$4.6 million was also recorded. In addition to the excess of liabilities over assets, the Bank received approximately \$14.6 million in cash from the FDIC. Based upon the acquisition date fair values of the net assets acquired, no goodwill was recorded. The transaction resulted in a gain of \$5.1 million, which is included in non-interest income in the December 31, 2009 Consolidated Statement of Operations Under the loss-sharing agreement (“LSA”), the Bank will share in the losses on assets covered under the agreement (referred to as covered assets). On losses up to \$29 million, the FDIC has agreed to reimburse the Bank for 80 percent of the losses. On losses exceeding \$29 million, the FDIC has agreed to reimburse the Bank for 95 percent of the losses. The loss-sharing agreement is subject to following servicing procedures as specified in the agreement with the FDIC. Loans acquired that are subject to the loss-sharing agreement with the FDIC are referred to as covered loans for disclosure purposes. Since the acquisition date the Bank has been reimbursed \$18.1 million for losses and carrying expenses and currently carries a balance of \$1.8 million in the indemnification asset. Included in the current balance is the estimate of \$729 thousand for 80% of the loans subject to the loss-sharing agreement identified in the allowance for loan loss evaluation as probable incurred losses at March 31, 2013.

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

| | March 31, 2013 | | | |
|-------------------------------|----------------|----------------|--------|----------|
| | ASC 310-30 | Non ASC 310-30 | | |
| (Dollar amounts in thousands) | Loans | Loans | Other | Total |
| Loans | \$3,967 | \$ 21,770 | | \$25,737 |
| Foreclosed Assets | | | 732 | 732 |
| Total Covered Assets | \$3,967 | \$ 21,770 | \$ 732 | \$26,469 |

| | December 31, 2012 | |
|--|-------------------|----------------|
| | ASC 310-30 | Non ASC 310-30 |

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| | Loans | Loans | Other | Total |
|----------------------|---------|-----------|-------|----------|
| Loans | \$4,279 | \$ 23,475 | \$- | \$27,754 |
| Foreclosed Assets | - | - | 720 | 720 |
| Total Covered Assets | \$4,279 | \$ 23,475 | \$720 | \$28,474 |

The rollforward of the FDIC Indemnification asset is as follows:

| | Quarter Ended March 31, 2013 | Year Ended December 31, 2012 |
|--|------------------------------------|------------------------------------|
| (Dollar amounts in thousands) | | |
| Beginning balance | \$ 2,632 | \$ 2,384 |
| Accretion | - | - |
| Net changes in losses and expenses added | (702) | 2,422 |
| Reimbursements from the FDIC | (160) | (2,174) |
| TOTAL | \$ 1,770 | \$ 2,632 |

On the acquisition date, the preliminary estimate of the contractually required payments receivable for all FASB ASC310-30 loans acquired in the acquisition were \$31.6 million, the cash flows expected to be collected were \$18.4 million including interest, and the estimated fair value of the loans was \$16.7 million. These amounts were determined based upon the estimated remaining life of the underlying loans, which include the effects of estimated prepayments. At March 31, 2013, a majority of these loans were valued based on the liquidation value of the underlying collateral, because the expected cash flows are primarily based on the liquidation of underlying collateral and the timing and amount of the cash flows could not be reasonably estimated. On the acquisition date, the preliminary estimate of the contractually required payments receivable for all non FASB ASC310-30 loans acquired in the acquisition was \$58.4 million and the estimated fair value of the loans was \$60.7 million. The impact to the Corporation from the amortization and accretion of premiums and discounts was immaterial.

On March 18, 2013, First Financial Bank, a subsidiary of First Financial Corporation entered into a Purchase and Assumption Agreement with Bank of America, National Association. Under the terms of the Agreement, First Financial Bank will purchase certain assets and assume certain liabilities of 7 branch offices and 2 drive-up facilities of Bank of America in central and southern Illinois. Pursuant to the terms of the Agreement, First Financial Bank has agreed to assume approximately \$250 million in deposit liabilities and to acquire approximately \$2.3 million of loans, as well as real property, furniture, and other fixed operating assets associated with the branches. The agreement is expected to close in the third quarter of 2013. Regulatory approval is expected by the June 30, 2013.

10. Accumulated Other Comprehensive Income

The following table summarizes the changes within each classification of accumulated other comprehensive income for the three months ended March 31, 2013 and 2012.

| (Dollar amounts in thousands) | Unrealized gains and Losses on available-for-sale Securities | | |
|--|--|------------|-----------|
| | 2013 Retirement plans | Total | |
| Beginning balance, January 1 | \$ 13,431 | \$(20,903) | \$(7,472) |
| Change in other comprehensive income before reclassification | (1,665) | - | (1,665) |
| Amounts reclassified from accumulated other comprehensive income | (2) | 214 | 212 |
| Net Current period other comprehensive other income | (1,667) | 214 | (1,453) |
| Ending balance, March 31 | \$ 11,764 | \$(20,689) | \$(8,925) |

| (Dollar amounts in thousands) | Unrealized gains and Losses on available-for-sale Securities | | |
|--|--|------------|------------|
| | 2012 Retirement plans | Total | |
| Beginning balance, January 1 | \$ 12,740 | \$(23,234) | \$(10,494) |
| Change in other comprehensive income before reclassification | 368 | - | 368 |
| Amounts reclassified from accumulated other comprehensive income | 2 | 42 | 44 |
| Net Current period other comprehensive other income | 370 | 42 | 412 |
| Ending balance, March 31 | \$ 13,110 | \$(23,192) | \$(10,082) |

| (Dollar amounts in thousands) | Balance at 12/31/2012 | Current Period Change | Balance at 3/31/2013 |
|--|-----------------------|-----------------------|----------------------|
| Unrealized gains (losses) on securities available-for-sale without other than temporary impairment | \$ 17,044 | \$(1,883) | \$ 15,161 |
| Unrealized gains (losses) on securities available-for-sale with other than temporary impairment | (3,613) | 216 | (3,397) |
| Total unrealized loss on securities available-for-sale | \$ 13,431 | \$(1,667) | \$ 11,764 |
| Unrealized loss on retirement plans | (20,903) | 214 | (20,689) |
| TOTAL | \$ (7,472) | \$(1,453) | \$(8,925) |

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| (Dollar amounts in thousands) | Balance at 12/31/2011 | Current Period Change | Balance at 3/31/2012 |
|--|-----------------------------|-----------------------------|----------------------------|
| Unrealized gains (losses) on securities available-for-sale without other than temporary impairment | \$ 18,136 | \$ 367 | \$ 18,503 |
| Unrealized gains (losses) on securities available-for-sale with other than temporary impairment | (5,396) | 3 | (5,393) |
| Total unrealized loss on securities available-for-sale | \$ 12,740 | \$ 370 | \$ 13,110 |
| Unrealized loss on retirement plans | (23,234) | 42 | (23,192) |
| TOTAL | \$ (10,494) | \$ 412 | \$ (10,082) |

| | 2013 | |
|--|----------------|-------------------------------|
| Details about accumulated | Amount | Affected line item in |
| other comprehensive | reclassified | from |
| income components | accumulated | the statement where |
| | other | net income is presented |
| | comprehensive | |
| | income | |
| | (in thousands) | |
| Unrealized gains and losses | \$ 4 | Net securities gains (losses) |
| on available-for-sale | (2) | Income tax expense |
| securities | \$ 2 | Net of tax |
| Amortization of | \$ (357) | (a) |
| retirement plan items | 143 | Income tax expense |
| | \$ (214) | Net of tax |
| Total reclassifications for the period | \$ (212) | Net of tax |

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

| | 2012 | |
|--|----------------|-------------------------------|
| Details about accumulated | Amount | Affected line item in |
| other comprehensive | reclassified | from |
| income components | accumulated | the statement where |
| | other | net income is presented |
| | comprehensive | |
| | income | |
| | (in thousands) | |
| Unrealized gains and losses | \$ (4) | Net securities gains (losses) |
| on available-for-sale | 2 | Income tax expense |
| securities | \$ (2) | Net of tax |
| Amortization of | \$ (70) | (a) |
| retirement plan items | 28 | Income tax expense |
| | \$ (42) | Net of tax |
| Total reclassifications for the period | \$ (44) | Net of tax |

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

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

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

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

Critical Accounting Policies

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

Summary of Operating Results

Net income for the three months ended March 31, 2013 was \$7.7 million compared to \$7.4 million for the same period of 2012. Basic earnings per share increased to \$0.58 for the first quarter of 2013 compared to \$0.56 for same period of 2012. Return on Assets and Return on Equity were 1.05% and 8.21% respectively for the three months ended March 31, 2013, compared to 1.02% and 8.46% for the three months ended March 31, 2012.

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

Net Interest Income

The Corporation's primary source of earnings is net interest income, which is the difference between the interest earned on loans and other investments and the interest paid for deposits and other sources of funds. Net interest income decreased \$992 thousand in the three months ended March 31, 2013 to \$26.2 million from \$27.2 million in the same period in 2012. The net interest margin for the first three months of 2013 is 4.09% compared to 4.26% for the same period of 2012, a 4.0% decrease, driven by a greater decline in the rates of return on earning assets than the decrease in funding costs.

Non-Interest Income

Non-interest income for the three months ended March 31, 2013 was \$9.9 million compared to the \$9.5 million for the same period of 2012. Trust fees, insurance commissions, deposit fees and electronic banking income were all increased in the first quarter of 2013 compared to the same period of 2012.

Non-Interest Expenses

The Corporation's non-interest expense for the quarter ended March 31, 2013 decreased by \$1.2 million compared to the same period in 2012. Reduced personnel expense of \$823 thousand was the primary contributor to the decrease as efficiencies are being realized from the acquisition of Freestar Bank on December 30, 2011.

Allowance for Loan Losses

The Corporation's provision for loan losses was virtually the same at \$3.0 million with an increase of \$65 thousand for the first quarter of 2013 compared to the same period of 2012. Net charge-offs decreased \$4.4 million for the three months ended March 31, 2013 compared to the same period of 2012 resulting in net recoveries. Recoveries for the three months ended March 31, 2013 were \$2.8 million. The allowance for loan losses increased to 1.39% of gross loans, or \$25.3 million at March 31, 2013 compared to 1.19% of gross loans, or \$21.9 million at December 31, 2012. While non-performing trends have remained stable, the increase in the allowance allocated to loans individually evaluated for impairment of \$3.2 million since December 31, 2012 resulted in a higher overall allowance for loan losses in the current period. Based on management's analysis of the current portfolio, an evaluation that includes consideration of historical loss experience, non-performing loans trends, and probable incurred losses on identified problem loans, management believes the allowance is adequate.

Non-performing Loans

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

| | (000's) | | | |
|--|----------------------|----------------------|------|---|
| | March 31, 2013 | December 31, 2012 | | |
| Non-accrual loans | \$38,132 | \$ 36,794 | | |
| Restructured loans | 19,317 | 19,671 | | |
| Accruing loans past due over 90 days | 1,262 | 3,362 | | |
| | \$58,711 | \$ 59,827 | | |
| Ratio of the allowance for loan losses as a percentage of non-performing loans | 43.0 | % | 36.7 | % |

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

| | (000's) | |
|--------------------------|----------------------|----------------------|
| | March 31, 2013 | December 31, 2012 |
| Non-accrual loans | | |
| Commercial loans | \$22,672 | \$ 21,900 |
| Residential loans | 13,786 | 13,201 |
| Consumer loans | 1,674 | 1,693 |
| | \$38,132 | \$ 36,794 |
| Past due 90 days or more | | |
| Commercial loans | \$437 | \$ 1,481 |
| Residential loans | 751 | 1,750 |
| Consumer loans | 74 | 131 |
| | \$1,262 | \$ 3,362 |

The following table presents covered non-accrual loans at March 31, 2013 and December 31, 2012 that were from the acquisition of assets from The First National Bank of Danville, which are also included in the table above.

| | (000's) | |
|-------------------|----------------------|----------------------|
| | March 31, 2013 | December 31, 2012 |
| Non-accrual loans | | |
| Commercial loans | \$3,407 | \$ 4,114 |
| Residential loans | 277 | 217 |
| Consumer loans | - | - |
| | \$3,684 | \$ 4,331 |

Interest Rate Sensitivity and Liquidity

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

Interest Rate Risk

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

The Asset Liability position is measured using sophisticated risk management tools, including earning simulation and market value of equity sensitivity analysis. These tools allow management to quantify and monitor both short-term and long-term exposure to interest rate risk. Simulation modeling measures the effects of changes in interest rates, changes in the shape of the yield curve and the effects of embedded options on net interest income. This measure projects earnings in the various environments over the next three years. It is important to note that measures of interest rate risk have limitations and are dependent on various assumptions. These assumptions are inherently uncertain and, as a result, the model cannot precisely predict the impact of interest rate fluctuations on net interest income. Actual results will differ from simulated results due to timing, frequency and amount of interest rate changes as well as overall market conditions. The Committee has performed a thorough analysis of these assumptions and believes them to be valid and theoretically sound. These assumptions are continuously monitored for behavioral changes.

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

The table below shows the Corporation's estimated sensitivity profile as of March 31, 2013. The change in interest rates assumes a parallel shift in interest rates of 100 and 200 basis points. Given a 100 basis point increase in rates, net interest income would increase 3.07% over the next 12 months and increase 6.02% over the following 12 months. Given a 100 basis point decrease in rates, net interest income would decrease 1.97% over the next 12 months and decrease 4.91% over the following 12 months. These estimates assume all rate changes occur overnight and management takes no action as a result of this change.

| Basis Point Interest Rate Change | Percentage Change in Net Interest Income | | | | | |
|-------------------------------------|--|---|-----------|---|-----------|---|
| | 12 months | | 24 months | | 36 months | |
| Down 200 | -2.76 | % | -7.34 | % | -10.51 | % |
| Down 100 | -1.97 | | -4.91 | | -6.93 | |
| Up 100 | 3.07 | | 6.02 | | 9.49 | |
| Up 200 | 4.26 | | 9.70 | | 16.51 | |

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

Liquidity Risk

Liquidity represents an institution's ability to provide funds to satisfy demands from depositors, borrowers, and other creditors by either converting assets into cash or accessing new or existing sources of incremental funds. Generally the Corporation relies on deposits, loan repayments and repayments of investment securities as its primary sources of funds. The Corporation has \$16.4 million of investments that mature throughout the next 12 months. The Corporation also anticipates \$116.5 million of principal payments from mortgage-backed securities. Given the current rate environment, the Corporation anticipates \$8.6 million in securities to be called within the next 12 months. The Corporation also has unused borrowing capacity available with the Federal Home Loan Bank of Indianapolis, several Correspondent Banks and the Federal Reserve Bank of Chicago. With these many sources of funds, the Corporation currently anticipates adequate liquidity to meet the expected obligations of its customers.

Financial Condition

Comparing the first quarter of 2013 to the same period in 2012, loans net of unearned discount of \$1.82 billion are down 1.5% or \$27.7 million. Deposits of \$2.35 billion are up \$70.2 million at March 31, 2013, a 3.1% increase from the balances at the same time in 2012. Shareholders' equity increased \$23.5 million to \$378.4 million from March 31, 2012. This financial performance increased book value per share 6.05% to \$28.43 at March 31, 2013 from \$26.81 at March 31, 2012. Book value per share is calculated by dividing the total shareholders' equity by the number of shares outstanding.

Capital Adequacy

As of March 31, 2013, the most recent notification from the respective regulatory agencies categorized the subsidiary banks as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well

capitalized the banks must maintain minimum total risk-based, Tier I risk-based and Tier I leverage ratios as set forth in the table. There are no conditions or events since that notification that management believes have changed the bank's category. Below are the capital ratios for the Corporation and lead bank.

| | March 31, 2013 | | December 31, 2012 | | To Be Well Capitalized | |
|---------------------------|----------------|---|-------------------|---|------------------------|---|
| Total risk-based capital | | | | | | |
| Corporation | 16.97 | % | 16.37 | % | N/A | |
| First Financial Bank | 16.21 | % | 15.67 | % | 10.00 | % |
| Tier I risk-based capital | | | | | | |
| Corporation | 15.82 | % | 15.38 | % | N/A | |
| First Financial Bank | 15.15 | % | 14.78 | % | 6.00 | % |
| Tier I leverage capital | | | | | | |
| Corporation | 11.97 | % | 11.43 | % | N/A | |
| First Financial Bank | 11.44 | % | 10.98 | % | 5.00 | % |

ITEM 4. Controls and Procedures

First Financial Corporation's management is responsible for establishing and maintaining effective disclosure controls and procedures, as defined under Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934. As of March 31, 2013, an evaluation was performed under the supervision and with the participation of management, including the principal executive officer and principal financial officer, of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures. Based on that evaluation, management, including the principal executive officer and principal financial officer, concluded that the Corporation's disclosure controls and procedures as of March 31, 2013 were effective in ensuring material information required to be disclosed in this Quarterly Report on Form 10-Q was recorded, processed, summarized, and reported on a timely basis. Additionally, there was no change in the Corporation's internal control over financial reporting that occurred during the quarter ended March 31, 2013 that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting.

PART II – Other Information

ITEM 1. Legal Proceedings.

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

ITEM 1 A. Risk Factors.

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

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

(a) None.

(b) Not applicable.

(c) Purchases of Equity Securities

The Corporation periodically acquires shares of its common stock directly from shareholders in individually negotiated transactions. The Corporation has not adopted a formal policy or adopted a formal program for repurchases of shares of its common stock. Following is certain information regarding shares of common stock purchased by the Corporation during the quarter covered by this report.

| | (a) | (b) | (c) | (d) |
|-----------------------|------------------|----------------|--------------------------|---------------------|
| | Total Number Of | Average Price | Total Number Of Shares | Maximum Number Of |
| | Shares Purchased | Paid Per Share | Purchased As Part Of | Shares That May Yet |
| | | | Publicly Announced Plans | Be Purchased |
| | | | Or Programs | |
| January 1 - 31, 2013 | 5,354 | 30.20 | N/A | N/A |
| February 1 - 28, 2013 | 0 | 0.00 | N/A | N/A |
| March 1 - 31, 2013 | 0 | 0.00 | N/A | N/A |
| Total | 5,354 | 30.20 | N/A | N/A |

ITEM 3. Defaults upon Senior Securities.

Not applicable.

ITEM 4. Mine Safety Disclosures

Not applicable.

ITEM 5. Other Information.

Not applicable.

ITEM 6. Exhibits.

Exhibit No.: Description of Exhibit:

- Purchase and Assumption Agreement dated March 18, 2013 between First Financial Bank, National Association 2.1 and Bank of America, National Association, incorporated by reference to Exhibit 2.1 of the Corporation's Form 8-K filed on March 20, 2013.
- 3.1 Amended and Restated Articles of Incorporation of First Financial Corporation, incorporated by reference to Exhibit 3(i) of the Corporation's Form 10-Q filed for the quarter ended September 30, 2002.
- 3.2 Code of By-Laws of First Financial Corporation, incorporated by reference to Exhibit 3(ii) of the Corporation's Form 8-K filed on August 24, 2012.
- 10.1* Employment Agreement for Norman L. Lowery, dated and effective December 1, 2012, incorporated by reference to Exhibit 10.01 of the Corporation's Form 8-K filed on March 12, 2013.
- 10.2* 2001 Long-Term Incentive Plan of First Financial Corporation, incorporated by reference to Exhibit 10.3 of the Corporation's Form 10-Q filed for the quarter ended September 30, 2002.
- 10.3* 2013 Schedule of Director Compensation, incorporated by reference to Exhibit 10.3 of the Corporation's Form 10-K filed for the fiscal year ended December 31, 2012.
- 10.4* 2013 Schedule of Named Executive Officer Compensation, incorporated by reference to Exhibit 10.4 of the Corporation's Form 10-K filed for the fiscal year ended December 31, 2012.
- 10.5* 2005 Long-Term Incentive Plan of First Financial Corporation, incorporated by reference to Exhibit 10.7 of the Corporation's Form 8-K filed on September 4, 2007.
- 10.6* 2005 Executives Deferred Compensation Plan, incorporated by reference to Exhibit 10.5 of the Corporation's Form 8-K filed on September 4, 2007.
- 10.7* 2005 Executives Supplemental Retirement Plan, incorporated by reference to Exhibit 10.6 of the Corporation's Form 8-K filed on September 4, 2007.

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- 10.9* First Financial Corporation 2010 Long-Term Incentive Compensation Plan incorporated by reference to Exhibit 10.9 of the Corporation's Form 10-K filed March 15, 2011.
- 10.10* First Financial Corporation 2011 Short-Term Incentive Compensation Plan incorporated by reference to Exhibit 10.10 of the Corporation's Form 10-K filed March 15, 2011.
- 10.11* First Financial Corporation 2011 Omnibus Equity Incentive Plan incorporated by reference to Exhibit 10.11 of the Corporation's Form 10-Q for the quarter ended March 31, 2011 filed on May 9, 2011.
- 10.12* Form of Restricted Stock Award Agreement under the First Financial Corporation 2011 Omnibus Equity Incentive Plan
- 31.1 Sarbanes-Oxley Act 302 Certification for Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 by Principal Executive Officer, dated May 7, 2013
- 31.2 Sarbanes-Oxley Act 302 Certification for Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 by Principal Financial Officer, dated May 7, 2013.
- 32.1 Certification, dated May 4, 2013, of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2005 on Form 10-Q for the quarter ended March 31, 2013.

101.1 Financial statements from the Quarterly Report on Form 10-Q of the Corporation for the quarter ended March 31, 2013, formatted in XBRL pursuant to Rule 405 : (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income and Comprehensive Income, (iii) Consolidated Statements of Cash Flows, (iv) Consolidated Statements of Shareholders' Equity, and (v) Notes to Consolidated Financial Statements, as blocks of text and in detail**.

*Management contract or compensatory plan or arrangement.

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

SIGNATURES

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

FIRST FINANCIAL CORPORATION

(Registrant)

Date: May 7, 2013 By /s/ Norman L. Lowery
Norman L. Lowery, Vice Chairman, President and CEO
(Principal Executive Officer)

Date: May 7, 2013 By /s/ Rodger A. McHargue
Rodger A. McHargue, Treasurer and CFO
(Principal Financial Officer)

Exhibit No.: Description of Exhibit:

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*Management contract or compensatory plan or arrangement.

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