

FIRST FINANCIAL CORP /IN/

Form 10-Q

May 09, 2008

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**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, 2008

Commission File Number 0-16759

FIRST FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

INDIANA

35-1546989

(State or other jurisdiction
incorporation or organization)

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

One First Financial Plaza, Terre Haute, IN

47807

(Address of principal executive office)

(Zip Code)

(812)238-6000

(Registrant's telephone number, including area code)

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

Smaller reporting
company

(Do not check if a 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 8, 2008, the registrant had outstanding 13,103,615 shares of common stock, without par value.

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Item 1. Financial Statements

FIRST FINANCIAL CORPORATION
CONSOLIDATED BALANCE SHEETS
(Dollar amounts in thousands, except per share data)

| | March 31, 2008 (Unaudited) | December 31, 2007 |
|---|----------------------------------|----------------------|
| ASSETS | | |
| Cash and due from banks | \$ 67,926 | \$ 70,082 |
| Federal funds sold and short-term investments | 41,657 | 4,201 |
| Securities available-for-sale | 610,700 | 558,020 |
| Loans: | | |
| Commercial, financial and agricultural | 468,391 | 461,086 |
| Real estate construction | 25,511 | 29,637 |
| Real estate mortgage | 648,583 | 673,355 |
| Installment | 281,270 | 262,858 |
| Lease financing | 2,169 | 2,275 |
| | 1,425,924 | 1,429,211 |
| Less: | | |
| Unearned income | (208) | (212) |
| Allowance for loan losses | (15,443) | (15,351) |
| | 1,410,273 | 1,413,648 |
| Restricted Stock | 26,227 | 28,613 |
| Accrued interest receivable | 12,450 | 13,698 |
| Premises and equipment, net | 32,196 | 32,632 |
| Bank-owned life insurance | 60,537 | 59,950 |
| Goodwill | 7,102 | 7,102 |
| Other intangible assets | 1,830 | 1,937 |
| Other real estate owned | 2,282 | 1,472 |
| Other assets | 25,654 | 26,139 |
| TOTAL ASSETS | \$ 2,298,834 | \$ 2,231,562 |
| LIABILITIES AND SHAREHOLDERS EQUITY | | |
| Deposits: | | |
| Noninterest-bearing | \$ 236,497 | \$ 225,549 |
| Interest-bearing: | | |
| Certificates of deposit of \$100 or more | 240,578 | 193,901 |
| Other interest-bearing deposits | 1,115,575 | 1,110,271 |
| | 1,592,650 | 1,529,721 |

| | | |
|---|---------------------|---------------------|
| Short-term borrowings | 26,016 | 27,331 |
| Other borrowings | 336,285 | 341,285 |
| Other liabilities | 50,655 | 51,533 |
| TOTAL LIABILITIES | 2,005,606 | 1,949,870 |
| Shareholders' equity | | |
| Common stock, \$.125 stated value per share; | | |
| Authorized shares-40,000,000 | | |
| Issued shares-14,450,966 | | |
| Outstanding shares-13,103,615 in 2008 and 13,136,359 in 2007 | 1,806 | 1,806 |
| Additional paid-in capital | 68,212 | 68,212 |
| Retained earnings | 256,961 | 250,011 |
| Accumulated other comprehensive income | 292 | (5,181) |
| Treasury shares at cost-1,347,351 in 2008 and 1,314,607 in 2007 | (34,043) | (33,156) |
| TOTAL SHAREHOLDERS' EQUITY | 293,228 | 281,692 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | \$ 2,298,834 | \$ 2,231,562 |

See accompanying notes.

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

| | Three Months Ended March 31, | |
|--|---------------------------------|---------------|
| | 2008 | 2007 |
| | (Unaudited) | (Unaudited) |
| INTEREST INCOME: | | |
| Loans, including related fees | \$ 25,776 | \$ 25,652 |
| Securities: | | |
| Taxable | 5,997 | 5,612 |
| Tax-exempt | 1,597 | 1,576 |
| Other | 917 | 782 |
| TOTAL INTEREST INCOME | 34,287 | 33,622 |
| INTEREST EXPENSE: | | |
| Deposits | 10,217 | 10,205 |
| Short-term borrowings | 367 | 232 |
| Other borrowings | 4,747 | 4,728 |
| TOTAL INTEREST EXPENSE | 15,331 | 15,165 |
| NET INTEREST INCOME | 18,956 | 18,457 |
| Provision for loan losses | 1,925 | 1,690 |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES | 17,031 | 16,767 |
| NON-INTEREST INCOME: | | |
| Trust and financial services | 1,119 | 978 |
| Service charges and fees on deposit accounts | 2,792 | 2,721 |
| Other service charges and fees | 1,394 | 1,305 |
| Securities gains/(losses), net | 354 | 20 |
| Insurance commissions | 1,559 | 1,398 |
| Gain on sales of mortgage loans | 225 | 184 |
| Other | 1,206 | 1,541 |
| TOTAL NON-INTEREST INCOME | 8,649 | 8,147 |
| NON-INTEREST EXPENSE: | | |
| Salaries and employee benefits | 10,333 | 9,952 |
| Occupancy expense | 1,049 | 1,040 |
| Equipment expense | 1,113 | 1,098 |
| Other | 3,929 | 3,968 |
| TOTAL NON-INTEREST EXPENSE | 16,424 | 16,058 |

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| | | |
|--|----------|----------|
| INCOME BEFORE INCOME TAXES | 9,256 | 8,856 |
| Provision for income taxes | 2,306 | 2,433 |
| NET INCOME | \$ 6,950 | \$ 6,423 |
| PER SHARE DATA | | |
| Basic and Diluted Earnings per share | \$.53 | \$.48 |
| Weighted average number of shares outstanding (in thousands) | 13,123 | 13,250 |

See accompanying notes.

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FIRST FINANCIAL CORPORATION CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY
 Three Months Ended
 March 31, 2008, and 2007
 (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, 2007 | \$ 1,806 | \$ 68,003 | \$ 235,967 | \$ (5,494) | \$ (29,022) | \$ 271,260 |
| Comprehensive income: | | | | | | |
| Net income | | | 6,423 | | | 6,423 |
| Change in net unrealized gains/(losses) on securities available for-sale | | | | 421 | | 421 |
| Change in net unrealized gains/ (losses) on retirement plans | | | | 319 | | 319 |
| Total comprehensive income/(loss) | | | | | | 7,163 |
| Adoption of FIN48 | | | (86) | | | (86) |
| Treasury stock purchase | | | | | (1,408) | (1,408) |
| Balance, March 31, 2007 | \$ 1,806 | \$ 68,003 | \$ 242,304 | \$ (4,754) | \$ (30,430) | \$ 276,929 |
| Balance, January 1, 2008 | \$ 1,806 | \$ 68,212 | \$ 250,011 | (\$5,181) | (\$33,156) | \$ 281,692 |
| Comprehensive income: | | | | | | |
| Net income | | | 6,950 | | | 6,950 |
| Change in net unrealized gains/(losses) on securities available for-sale | | | | 5,345 | | 5,345 |
| Change in net unrealized gains/(losses) on retirement plans | | | | 128 | | 128 |
| Total comprehensive income/(loss) | | | | | | 12,423 |
| Treasury stock purchase | | | | | (887) | (887) |

| | | | | | | |
|-------------------------|----------|-----------|------------|--------|-------------|------------|
| Balance, March 31, 2008 | \$ 1,806 | \$ 68,212 | \$ 256,961 | \$ 292 | \$ (34,043) | \$ 293,228 |
|-------------------------|----------|-----------|------------|--------|-------------|------------|

See accompanying notes.

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

| | Three Months Ended March 31, | |
|---|---------------------------------|-----------------|
| | 2008 | 2007 |
| | (Unaudited) | |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net Income | \$ 6,950 | \$ 6,423 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Net amortization (accretion) of premiums and discounts on investments | (680) | (638) |
| Provision for loan losses | 1,925 | 1,690 |
| Securities (gains) losses | (354) | (20) |
| Gain on sale of other real estate | (55) | (44) |
| Depreciation and amortization | 850 | 903 |
| Other, net | 2,616 | 3,547 |
| NET CASH FROM OPERATING ACTIVITIES | 11,252 | 11,861 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Proceeds from sales of securities available-for-sale | 354 | 2,939 |
| Proceeds from sales of restricted stock | 2,387 | |
| Calls, maturities and principal reductions on securities available-for-sale | 26,048 | 22,205 |
| Purchases of securities available-for-sale | (69,139) | (28,505) |
| Loans made to customers, net of repayment | 14,197 | (2,178) |
| Proceeds from sales of other real estate owned | 566 | 726 |
| Net change in federal funds sold | (37,456) | (33,538) |
| Additions to premises and equipment | (307) | (629) |
| NET CASH FROM INVESTING ACTIVITIES | (63,350) | (38,980) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Net change in deposits | 62,929 | 12,606 |
| Net change in short-term borrowings | (1,315) | 13,559 |
| Dividends paid | (5,785) | (5,708) |
| Purchase of treasury stock | (887) | (1,408) |
| Repayments on other borrowings | (5,000) | (357) |
| NET CASH FROM FINANCING ACTIVITIES | 49,942 | 18,692 |
| NET CHANGE IN CASH AND CASH EQUIVALENTS | (2,156) | (8,427) |
| CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD | 70,082 | 77,682 |

| | | |
|--|-----------|-----------|
| CASH AND CASH EQUIVALENTS, END OF PERIOD | \$ 67,926 | \$ 69,255 |
|--|-----------|-----------|

See accompanying notes.

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FIRST FINANCIAL CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The accompanying March 31, 2008 and 2007 consolidated financial statements are unaudited. The December 31, 2007 consolidated financial statements are as reported in the First Financial Corporation (the Corporation) 2007 annual report. The information presented does not include all information and footnotes required by U.S. generally accepted accounting procedures for complete financial statements. The following notes should be read together with notes to the consolidated financial statements included in the 2007 annual report filed with the Securities and Exchange Commission as an exhibit to Form 10-K.

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.

2. Impaired Loans

A loan is considered to be impaired when, based upon current information and events, it is probable that the Corporation will be unable to collect all amounts due according to the contractual terms of the loan. Impairment is primarily measured based on the fair value of the loan's collateral. The following table summarizes impaired loan information:

| | (000 s) | |
|---|-------------------|----------------------|
| | March 31, 2008 | December 31, 2007 |
| Impaired loans with related allowance for loan losses calculated under SFAS No. 114 | \$4,831 | \$ 2,203 |
| Impaired loans with no related allowance for loan losses | \$4,831 | \$ 2,203 |

Interest payments on impaired loans are typically applied to principal unless collection of the principal amount is deemed to be fully assured, in which case interest is recognized on a cash basis.

3. Securities

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

| | (000's) | | (000 s) | |
|---|-------------------|------------|-------------------|------------|
| | March 31, 2008 | | December 31, 2007 | |
| | Amortized Cost | Fair Value | Amortized Cost | Fair Value |
| United States Government entity mortgage- backed securities | \$ 341,380 | \$ 349,367 | \$ 288,742 | \$ 289,704 |
| Collateralized Mortgage Obligations | 73,851 | 76,504 | 76,730 | 77,174 |
| State and Municipal Obligations | 137,052 | 142,442 | 142,862 | 146,515 |
| Corporate Obligations | 37,773 | 34,883 | 38,010 | 36,843 |
| Equity Securities | 4,779 | 7,504 | 4,721 | 7,784 |

\$ 594,835 \$ 610,700 \$ 551,065 \$ 558,020

4. Fair Value

Statement of Financial Accounting Standard (SFAS) No. 157 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.

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The fair value of 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).

| | March 31, 2008 | | | Carrying Value |
|-----------------------------------|-------------------------------|------------|-----------|----------------|
| | Fair Value Measurements Using | | | |
| | Level 1 | Level 2 | Level 3 | |
| Securities available-for-sale (1) | \$ 3,444 | \$ 575,423 | \$ 31,833 | \$ 610,700 |

(1) Carried at fair value prior to the adoption of SFAS 159

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 quarter ended March 31, 2008.

| | Fair Value Measurements Using Significant Unobservable Inputs (Level 3) |
|---|---|
| Beginning Balance | 33,745 |
| Total gains or losses (realized/unrealized) | (1,674) |
| Purchase | |
| Settlements | |
| Paydowns and Maturities | (238) |
| Transfers into Level 3 | |
| Ending Balance | \$ 31,833 |

Changes in unrealized gains and losses recorded in earnings for the quarter ended March 31, 2008 for Level 3 assets and liabilities that are still held at March 31, 2008 are immaterial.

All impaired loans disclosed in footnote 2 are valued at Level 3 and have a valuation allowance of \$1.9 million at March 31, 2008. The impact to the provision for loan losses for the quarter ending March 31, 2008 is immaterial.

5. Short-Term Borrowings

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

| | (000 s) | |
|--------------------------------|----------------|-------------------|
| | March 31, 2008 | December 31, 2007 |
| Federal Funds Purchased | \$ 5,283 | \$ 3,032 |
| Repurchase Agreements | 18,706 | 22,656 |
| Note Payable - U.S. Government | 2,027 | 1,643 |
| | \$ 26,016 | \$ 27,331 |

6. Other Borrowings

Other borrowings at period-end are summarized as follows:

| | (000 s) | |
|---|-------------------|----------------------|
| | March 31, 2008 | December 31, 2007 |
| FHLB advances | \$ 329,685 | \$ 334,685 |
| City of Terre Haute, Indiana economic development revenue bonds | 6,600 | 6,600 |
| | \$ 336,285 | \$ 341,285 |

Table of Contents**7. Components of Net Periodic Benefit Cost**

| Three Months ended March 31, | (000 s) | | | |
|---------------------------------------|------------------|--------|-----------------|--------|
| | Pension Benefits | | Health Benefits | |
| | 2008 | 2007 | 2008 | 2007 |
| Service cost | \$ 758 | \$ 768 | \$ 31 | \$ 29 |
| Interest cost | 727 | 693 | 60 | 77 |
| Expected return on plan assets | (823) | (911) | | |
| Amortization of transition obligation | | | 15 | 15 |
| Amortization of prior service cost | (5) | (5) | | |
| Amortization of net (gain) loss | 182 | 116 | 3 | 43 |
| Net Periodic Benefit Cost | \$ 839 | \$ 661 | \$ 109 | \$ 164 |

Employer Contributions

First Financial Corporation previously disclosed in its financial statements for the year ended December 31, 2007 that it expected to contribute \$1.7 and \$1.3 million respectively to its Pension Plan and ESOP and \$185,000 to the Post Retirement Health Benefits Plan in 2008. Contributions of \$59,000 have been made through the first quarter of 2008 for the Post Retirement Health Benefits plan.

8. Unrecognized Tax Benefits

Unrecognized tax benefits attributable to prior years were reduced by \$211 thousand, including \$25 thousand of interest, during the quarter ended March 31, 2008. The reversal relates to a recent U.S. Tax Court decision that confirmed that a subsidiary of a bank can deduct the interest expense of tax exempt obligations it has purchased. The time for the Internal Revenue Service to appeal the court ruling expired in the first quarter of 2008.

9. New accounting standards

In September 2006, the FASB issued Statement No. 157, Fair Value Measurements. This Statement defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. This Statement establishes a fair value hierarchy about the assumptions used to measure fair value and clarifies assumptions about risk and the effect of a restriction on the sale or use of an asset. The standard is effective for fiscal years beginning after November 15, 2007. In February 2008, Financial Accounting Standards Board Staff Position (FSP) No. 157-2, Effective Date of FASB Statement No. 157, was issued that delayed the application of SFAS No. 157 for non-financial assets and non-financial liabilities, until January 1, 2009. The Corporation adopted the provisions of SFAS No. 157 except these non-financial assets and non-financial liabilities subject to the deferral as a result of FSP No. 157-2. The impact of adoption was not material.

In February 2007, the FASB issued Statement No. 159, The Fair Value Option for Financial Assets and Financial Liabilities (SFAS No. 159). The standard provides companies with an option to report selected financial assets and liabilities at fair value and establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. The Corporation did not elect the fair value option for any financial assets or financial liabilities as of January 1, 2008, the effective date of the standard.

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 annual report for 2007.

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 Annual Report on Form 10-K for the year ended December 31, 2007, 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.

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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. See further discussion of these critical accounting policies in the 2007 Annual Report on Form 10-K.

Summary of Operating Results

Net income for the three months ended March 31, 2008 was \$6.95 million compared to \$6.42 million for the same period of 2007. Basic earnings per share increased to \$0.53 for the first quarter of 2008 compared to \$0.48 for 2007, a 10.4% increase. Return on Assets and return on Equity were 1.23% and 9.62% respectively, compared to 1.18% and 9.36% for the three months ended March 31, 2007.

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

Net Interest Income

The Corporation's primary source of earnings is net interest income, which is the difference between the interest earned on loans and other investments and the interest paid for deposits and other sources of funds. Net interest income increased to \$19.0 million in the first three months of 2008 from \$18.5 million in the same period in 2007, a 2.7% increase. The net interest margin decreased to 3.85% in 2008 from 3.91% in 2007, a 1.5% decrease, driven by a greater decline in the income realized on earning assets than the decline in the costs of funding. The net interest income increased due to the increase in earning assets.

Non-Interest Income

Non-interest income for the quarter was \$8.6 million. Income from the redemption of VISA stock of \$354 thousand was the major difference between these results and the \$8.1 million of non-interest income reported for the same period in 2007. Income from trust activity, deposit fees and insurance commissions also increased as compared to the same period of 2007.

Non-Interest Expenses

The Corporation's non-interest expense for the quarter ended March 31, 2008 compared to the same period in 2007 increased by \$366 thousand or 2.3%. Income tax expense decreased and the effective tax rate dropped from 27.5% to 24.9%. A favorable outcome of a tax issue allowed the recognition of previously unrecognized tax benefits of \$211 thousand related to tax-exempt interest in the first quarter of 2008 as compared to the same period of 2007.

Allowance for Loan Losses

The Corporation's provision for loan losses increased \$235 thousand for the first three months of 2008 compared to the same period of 2007. Net charge-offs for the first three months of 2008 were lower by \$196 thousand, however, the volume of impaired and non-performing loans both increased. The allowance for loan losses has increased from 1.06% of gross loans, or \$15.4 million at December 31, 2007 to 1.08% of gross loans, or \$15.4 million at March 31, 2008. 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.

Table of Contents**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, 2008 and December 31, 2007 follows:

| | (000 s) | |
|--|-------------------|-------------------|
| | March 31, 2008 | December 31, 2007 |
| Non-accrual loans | \$ 10,682 | \$ 7,971 |
| Restructured loans | 104 | 50 |
| Accruing loans past due over 90 days | 3,753 | 4,462 |
| | \$ 14,539 | \$ 12,483 |
| Ratio of the allowance for loan losses as a percentage of non-performing loans | 106% | 123% |

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

| | (000 s) | |
|---------------------------|-------------------|-------------------|
| | March 31, 2008 | December 31, 2007 |
| Non-Accrual Loans: | | |
| 1-4 family residential | \$ 2,452 | \$ 2,574 |
| Commercial loans | 6,879 | 3,938 |
| Installment loans | 1,351 | 1,459 |
| | \$ 10,682 | \$ 7,971 |
| Past due 90 days or more: | | |
| 1-4 family residential | \$ 907 | \$ 1,230 |
| Commercial loans | 2,413 | 2,795 |
| Installment loans | 433 | 437 |
| | \$ 3,753 | \$ 4,462 |

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, 2008. 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 decrease 0.10% over the next 12 months and increase 1.33% over the following 12 months. Given a 100 basis point decrease in rates, net interest income would decrease 0.30% over the next 12 months and decrease 1.86% 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 | -1.08% | -4.93% | -7.71% |
| Down 100 | -0.30 | -1.86 | -3.27 |
| Up 100 | -0.10 | 1.33 | 2.80 |
| Up 200 | -1.33 | 1.03 | 3.85 |

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.

Table of Contents**Liquidity Risk**

Liquidity is measured by each bank's ability to raise funds to meet the obligations of its customers, including deposit withdrawals and credit needs. This is accomplished primarily by maintaining sufficient liquid assets in the form of investment securities and core deposits. The Corporation has \$13.8 million of investments that mature throughout the coming 12 months. The Corporation also anticipates \$76.7 million of principal payments from mortgage-backed securities. Given the current rate environment, the Corporation anticipates \$25.3 million in securities to be called within the next 12 months. With these sources of funds, the Corporation currently anticipates adequate liquidity to meet the expected obligations of its customers.

Financial Condition

Comparing the first quarter of 2008 to the same period in 2007, net loans are up 2.4% or \$33.2 million. Deposits are up \$77.3 million at March 31, 2008, a 5.1% increase from the balances at the same time in 2007. The investment portfolio and federal funds sold increased by \$33.6 million. Shareholders' equity increased \$16.3 million. This financial performance increased book value per share 6.9% to \$22.38 at March 31, 2008 from \$20.94 at March 31, 2007. Book value per share is calculated by dividing the total shareholders' equity by the number of shares outstanding.

Capital Adequacy

As of March 31, 2008, 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, 2008 | December 31, 2007 | To Be Well Capitalized |
|---------------------------------|-------------------|----------------------|------------------------------|
| Total risk-based capital ratio | | | |
| Corporation | 18.70% | 18.18% | N/A |
| First Financial Bank | 18.53% | 18.13% | 10.00% |
| Tier I risk-based capital ratio | | | |
| Corporation | 17.74% | 17.22% | N/A |
| First Financial Bank | 17.73% | 17.33% | 6.00% |
| Tier I leverage capital ratio | | | |
| Corporation | 12.64% | 12.44% | N/A |
| First Financial Bank | 12.57% | 12.60% | 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, 2008, 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, 2008 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, 2008 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 or of which any of their respective property is subject. Further, there is no material legal proceeding in which any director, officer, principal shareholder, or affiliate of the Corporation or any of its subsidiaries, or any associate of such director, officer, principal shareholder or affiliate is a party, or has a material interest, adverse to the Corporation or any of its subsidiaries.

ITEM 1 A. Risk Factors.

There have been no material changes in the risk factors from those disclosed in the Corporation's 2007 Annual Report on Form 10-K.

Table of Contents**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) Total Number Of Shares Purchased | (b) Average Price Paid Per Share | (c) Total Number Of Shares Purchased As Part Of Publicly Announced Plans Or Programs * | (d) Maximum Number Of Shares That May Yet Be Purchased * |
|---------------------|--|--|---|---|
| January 1 31, 2008 | 7,500 | 25.40 | N/A | N/A |
| February 1 28, 2008 | 8,690 | 27.59 | N/A | N/A |
| March 1 31, 2008 | 16,554 | 26.67 | N/A | N/A |
| Total | 32,744 | 27.08 | N/A | N/A |

* The Corporation has not adopted a formal policy or program regarding repurchases of its shares of stock.

ITEM 3. Defaults upon Senior Securities.

Not applicable.

ITEM 4. Submission of Matters to a Vote of Security Holders.

None

ITEM 5. Other Information.

Not applicable.

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ITEM 6. Exhibits.

| Exhibit No.: | Description of Exhibit: |
|--------------|---|
| 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 10-Q filed for the quarter ended September 30, 2002. |
| 10.1 | Employment Agreement for Norman L. Lowery, dated April 14, 2008 and effective January 1, 2008. |
| 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 | 2008 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, 2007. |
| 10.4 | 2008 Schedule of Named Executive Officer Compensation, incorporated by reference to the Corporation's Form 10-K filed for the fiscal year ended December 31, 2007. |
| 31.1 | Sarbanes-Oxley Act 302 Certification for Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 by Principal Executive Officer, dated May 8, 2008 |
| 31.2 | Sarbanes-Oxley Act 302 Certification for Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 by Principal Financial Officer, dated May 8, 2008. |
| 32.1 | Certification, dated May 8, 2008, 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, 2008. |

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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 8, 2008

By /s/ Donald E. Smith
Donald E. Smith, Chairman

Date: May 8, 2008

By /s/ Norman L. Lowery
Norman L. Lowery, Vice Chairman and
CEO

Date: May 8, 2008

By /s/ Michael A. Carty
Michael A. Carty, Treasurer and CFO

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Exhibit Index

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