

HOME BANCSHARES INC

Form 10-Q

August 09, 2010

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 10-Q**

(Mark One)

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the Quarterly Period Ended June 30, 2010**

**or**

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the Transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 000-51904**

**HOME BANCSHARES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Arkansas

71-0682831

(State or other jurisdiction of  
incorporation or organization)

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

719 Harkrider, Suite 100, Conway, Arkansas

72032

(Address of principal executive offices)

(Zip Code)

(501) 328-4770

(Registrant's telephone number, including area code)

Not Applicable

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

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

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☐ No ☒

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

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐

(Do not check if a smaller reporting  
company)

Smaller reporting company ☐

Edgar Filing: HOME BANCSHARES INC - Form 10-Q

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

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practical date.

Common Stock Issued and Outstanding: 28,429,291 shares as of August 4, 2010.

---

**HOME BANCSHARES, INC.**  
**FORM 10-Q**  
**June 30, 2010**  
**INDEX**

	Page No.
<b><u>Part I:</u></b> <b><u>Financial Information</u></b>	
<b><u>Item 1.</u></b> <b><u>Financial Statements</u></b>	
<u>Consolidated Balance Sheets   June 30, 2010 (Unaudited) and December 31, 2009</u>	4
<u>Consolidated Statements of Income (Unaudited)   Three and six months ended June 30, 2010 and 2009</u>	5
<u>Consolidated Statements of Stockholders' Equity (Unaudited)   Six months ended June 30, 2010 and 2009</u>	6-7
<u>Consolidated Statements of Cash Flows (Unaudited)   Six months ended June 30, 2010 and 2009</u>	8
<u>Condensed Notes to Consolidated Financial Statements (Unaudited)</u>	9-34
<u>Report of Independent Registered Public Accounting Firm</u>	35
<b><u>Item 2.</u></b> <b><u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u></b>	36-70
<b><u>Item 3.</u></b> <b><u>Quantitative and Qualitative Disclosures About Market Risk</u></b>	71-73
<b><u>Item 4.</u></b> <b><u>Controls and Procedures</u></b>	74
<b><u>Part II:</u></b> <b><u>Other Information</u></b>	
<b><u>Item 1.</u></b> <b><u>Legal Proceedings</u></b>	74
<b><u>Item 1A.</u></b> <b><u>Risk Factors</u></b>	74
<b><u>Item 2.</u></b> <b><u>Unregistered Sales of Equity Securities and Use of Proceeds</u></b>	75
<b><u>Item 3.</u></b> <b><u>Defaults Upon Senior Securities</u></b>	75
<b><u>Item 4.</u></b> <b><u>(Reserved)</u></b>	75
<b><u>Item 5.</u></b> <b><u>Other Information</u></b>	75
<b><u>Item 6.</u></b> <b><u>Exhibits</u></b>	75
<b><u>Signatures</u></b>	76

EX-12.1

EX-15

EX-31.1

EX-31.2

EX-32.1

EX-32.2

**Table of Contents**

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

Some of our statements contained in this document, including matters discussed under the caption Management's Discussion and Analysis of Financial Condition and Results of Operation are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements relate to future events or our future financial performance and include statements about the competitiveness of the banking industry, potential regulatory obligations, our entrance and expansion into other markets, our other business strategies and other statements that are not historical facts.

Forward-looking statements are not guarantees of performance or results. When we use words like may, plan, contemplate, anticipate, believe, intend, continue, expect, project, predict, estimate, could, should, expressions, you should consider them as identifying forward-looking statements, although we may use other phrasing. These forward-looking statements involve risks and uncertainties and are based on our beliefs and assumptions, and on the information available to us at the time that these disclosures were prepared. These forward-looking statements involve risks and uncertainties and may not be realized due to a variety of factors, including, but not limited to, the following:

- the effects of future economic conditions, including inflation, deflation or a continued decrease in residential housing values;

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

- the risks of changes in interest rates or the level and composition of deposits, loan demand and the values of loan collateral, securities and interest sensitive assets and liabilities;

- the effects of terrorism and efforts to combat it;

- credit risks;

- the effects of competition from other commercial banks, thrifts, mortgage banking firms, consumer finance companies, credit unions, securities brokerage firms, insurance companies, money market and other mutual funds and other financial institutions operating in our market area and elsewhere, including institutions operating regionally, nationally and internationally, together with competitors offering banking products and services by mail, telephone and the Internet;

- the effect of any mergers, acquisitions or other transactions to which we or our subsidiaries may from time to time be a party, including our ability to successfully integrate any businesses that we acquire;

- the failure of assumptions underlying the establishment of our allowance for loan losses; and

- the failure of assumptions underlying the estimates of the fair values for our covered assets and FDIC indemnification receivable.

All written or oral forward-looking statements attributable to us are expressly qualified in their entirety by this Cautionary Note. Our actual results may differ significantly from those we discuss in these forward-looking statements. For other factors, risks and uncertainties that could cause our actual results to differ materially from estimates and projections contained in these forward-looking statements, see the Risk Factors section of our Form 10-K filed with the Securities and Exchange Commission on March 5, 2010.

**Table of Contents****PART I: FINANCIAL INFORMATION****Item 1: Financial Statements****Home BancShares, Inc.  
Consolidated Balance Sheets**

<b>(In thousands, except share data)</b>		<b>June 30, 2010 (Unaudited)</b>	<b>December 31, 2009</b>
<b>Assets</b>			
Cash and due from banks		\$ 34,912	\$ 39,970
Interest-bearing deposits with other banks		153,302	133,520
Cash and cash equivalents		188,214	173,490
Federal funds sold		8,665	11,760
Investment securities available for sale		346,621	322,115
Loans receivable not covered by loss share		1,965,489	1,950,285
Loans receivable covered by FDIC loss share		218,283	
Allowance for loan losses		(43,614)	(42,968)
Loans receivable, net		2,140,158	1,907,317
Bank premises and equipment, net		75,314	70,810
Foreclosed assets held for sale not covered by loss share		11,638	16,484
Foreclosed assets held for sale covered by FDIC loss share		7,420	
FDIC indemnification asset		83,262	
Cash value of life insurance		51,366	52,176
Accrued interest receivable		13,071	13,137
Deferred tax asset, net		9,652	14,777
Goodwill		53,039	53,039
Core deposit and other intangibles		6,406	4,698
Mortgage servicing rights			1,090
Other assets		44,063	43,972
<b>Total assets</b>		<b>\$ 3,038,889</b>	<b>\$ 2,684,865</b>
<b>Liabilities and Stockholders Equity</b>			
Deposits:			
Demand and non-interest-bearing		\$ 337,073	\$ 302,228
Savings and interest-bearing transaction accounts		833,912	714,744
Time deposits		1,015,507	818,451
Total deposits		2,186,492	1,835,423
Federal funds purchased			
Securities sold under agreements to repurchase		62,869	62,000
FHLB borrowed funds		232,416	264,360
Accrued interest payable and other liabilities		22,558	10,625
Subordinated debentures		47,439	47,484

<b>Total liabilities</b>	2,551,774	2,219,892
<b>Stockholders equity:</b>		
Preferred stock; \$0.01 par value; 5,500,000 shares authorized: Series A fixed rate cumulative perpetual; liquidation preference of \$1,000 per share; 50,000 shares issued and outstanding at June 30, 2010 and December 31, 2009.	49,366	49,275
Common stock, par value \$0.01; shares authorized 50,000,000; shares issued and outstanding 28,343,726 in 2010 and 28,259,150 (stock dividend adjusted) in 2009	283	257
Capital surplus	431,343	363,519
Retained earnings	2,580	51,746
Accumulated other comprehensive income	3,543	176
<b>Total stockholders equity</b>	487,115	464,973
<b>Total liabilities and stockholders equity</b>	\$ 3,038,889	\$ 2,684,865

See Condensed Notes to Consolidated Financial Statements.



**Table of Contents**

**Home BancShares, Inc.**  
**Consolidated Statements of Income**

(In thousands, except per share data(1))	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
	(Unaudited)			
<b>Interest income:</b>				
Loans	\$ 33,136	\$ 29,389	\$ 63,002	\$ 58,527
Investment securities				
Taxable	1,935	2,252	3,562	4,905
Tax-exempt	1,500	1,343	2,979	2,641
Deposits other banks	81	8	166	20
Federal funds sold	5	4	10	11
 Total interest income	 36,657	 32,996	 69,719	 66,104
<b>Interest expense:</b>				
Interest on deposits	5,872	7,131	11,167	15,249
Federal funds purchased		2		4
FHLB borrowed funds	2,082	2,359	4,259	4,749
Securities sold under agreements to repurchase	118	124	212	235
Subordinated debentures	600	659	1,197	1,335
 Total interest expense	 8,672	 10,275	 16,835	 21,572
 <b>Net interest income</b>	 27,985	 22,721	 52,884	 44,532
Provision for loan losses	3,750	2,750	6,850	3,750
 <b>Net interest income after provision for loan losses</b>	 24,235	 19,971	 46,034	 40,782
 <b>Non-interest income:</b>				
Service charges on deposit accounts	3,583	3,633	6,724	7,007
Other service charges and fees	1,899	1,841	3,537	3,625
Mortgage lending income	650	815	1,062	1,695
Mortgage servicing income	154	191	314	391
Insurance commissions	309	198	656	455
Income from title services	148	151	255	291
Increase in cash value of life insurance	348	574	776	1,051
Dividends from FHLB, FRB & bankers bank	142	99	268	206
Gain on acquisitions			9,334	
Gain on sale of SBA loans	18		18	
Gain (loss) on sale of premises and equipment, net	12	(19)	219	(12)
Gain (loss) on OREO, net	(404)	(28)	(245)	(145)
Gain (loss) on securities, net		(3)		(3)
FDIC indemnification asset	663		736	
Other income	698	538	1,211	1,044
 Total non-interest income	 8,220	 7,990	 24,865	 15,605

**Non-interest expense:**

Salaries and employee benefits	9,080	8,432	17,614	17,376
Occupancy and equipment	2,973	2,667	5,772	5,344
Data processing expense	954	844	1,816	1,651
Other operating expenses	5,983	8,355	12,343	15,219
Total non-interest expense	18,990	20,298	37,545	39,590
<b>Income before income taxes</b>	13,465	7,663	33,354	16,797
Income tax expense	4,508	2,222	11,516	5,111
<b>Net income available to all stockholders</b>	8,957	5,441	21,838	11,686
Preferred stock dividends and accretion of discount on preferred stock	670	670	1,340	1,236
<b>Net income available to common stockholders</b>	\$ 8,287	\$ 4,771	\$ 20,498	\$ 10,450
<b>Basic earnings per common share</b>	\$ 0.29	\$ 0.22	\$ 0.72	\$ 0.48
<b>Diluted earnings per common share</b>	\$ 0.29	\$ 0.22	\$ 0.72	\$ 0.47

(1) All per share amounts have been restated to reflect the effect of the 10% stock dividend.

See Condensed Notes to Consolidated Financial Statements.

Table of Contents

**Home BancShares, Inc.**  
**Consolidated Statements of Stockholders' Equity**  
**Six Months Ended June 30, 2010 and 2009**

					Accumulated Other Comprehensive Income (Loss)	
(In thousands, except share data(1))	Preferred Stock	Common Stock	Capital Surplus	Retained Earnings		Total
<b>Balance at January 1, 2009</b>	\$	\$199	\$253,581	\$32,639	\$ (3,375)	\$283,044
Comprehensive income:						
Net income				11,686		11,686
Other comprehensive income:						
Unrealized gain on investment securities available for sale, net of tax effect of \$1,053					1,632	1,632
Comprehensive income						13,318
Issuance of 50,000 shares of preferred stock and a warrant for 158,471.50 shares of common stock	49,094		906			50,000
Accretion of discount on preferred stock	91			(91)		
Net issuance of 47,444 shares of common stock from exercise of stock options			301			301
Tax benefit from stock options exercised			237			237
Share-based compensation			(16)			(16)
Cash dividends - Preferred Stock 5%				(1,145)		(1,145)
Cash dividends - Common Stock, \$0.109 per share				(2,385)		(2,385)
<b>Balances at June 30, 2009 (unaudited)</b>	49,185	199	255,009	40,704	(1,743)	343,354
Comprehensive income:						
Net income				15,120		15,120
Other comprehensive income:						
Unrealized gain on investment securities available for sale, net of tax effect of \$1,239					1,919	1,919
Comprehensive income						17,039
Issuance of 6,261,750 shares of common stock from public stock offering, net of offering costs of \$5,634		57	107,284			107,341

Edgar Filing: HOME BANCSHARES INC - Form 10-Q

Accretion of discount on preferred stock	90			(90)		
Net issuance of 92,377 shares of common stock from exercise of stock options		1	1,089			1,090
Tax benefit from stock options exercised			202			202
Share-based compensation			(65)			(65)
Cash dividends Preferred stock 5%				(1,250)		(1,250)
Cash dividends Common Stock, \$0.109 per share				(2,738)		(2,738)

<b>Balances at December 31, 2009</b>	49,275	257	363,519	51,746	176	464,973
--------------------------------------	--------	-----	---------	--------	-----	---------

See Condensed Notes to Consolidated Financial Statements.

**Table of Contents**

**Home BancShares, Inc.**  
**Consolidated Statements of Stockholders' Equity**    **Continued**  
**Six Months Ended June 30, 2010 and 2009**

	Preferred	Common	Capital	Retained	Accumulated Other Comprehensive Income	Total
(In thousands, except share data(1))	Stock	Stock	Surplus	Earnings	(Loss)	
Comprehensive income:						
Net income				21,838		21,838
Other comprehensive income:						
Unrealized gain on investment securities available for sale, net of tax effect of \$2,173					3,367	3,367
Comprehensive income						25,205
Accretion of discount on preferred stock	91			(91)		
Net issuance of 66,205 shares of common stock from exercise of stock options		1	659			660
Disgorgement of profits			11			11
Tax benefit from stock options exercised			342			342
Share-based compensation			272			272
Cash dividend Preferred Stock 5%				(1,249)		(1,249)
Cash dividends Common Stock, \$0.109 per share				(3,088)		(3,088)
Stock dividend Common Stock 10%		25	66,540	(66,576)		(11)
<b>Balances at June 30, 2010 (unaudited)</b>	<b>\$49,366</b>	<b>\$283</b>	<b>\$431,343</b>	<b>\$ 2,580</b>	<b>\$ 3,543</b>	<b>\$487,115</b>

(1) All per share amounts have been restated to reflect the effect of the 10% stock dividend.

See Condensed Notes to Consolidated Financial Statements.

**Table of Contents**

**Home BancShares, Inc.**  
**Consolidated Statements of Cash Flows**

(In thousands)	Period Ended June 30, 2010                      2009 (Unaudited)	
<b>Operating Activities</b>		
Net income	\$ 21,838	\$ 11,686
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation	2,605	2,653
Amortization/accretion	1,165	1,421
Share-based compensation	272	(16)
Tax benefits from stock options exercised	(342)	(237)
(Gain) loss on assets	(54)	160
Gain on acquisitions	(9,334)	
Provision for loan losses	6,850	3,750
Deferred income tax benefit	2,952	545
Increase in cash value of life insurance	(776)	(1,051)
Originations of mortgage loans held for sale	(54,144)	(113,130)
Proceeds from sales of mortgage loans held for sale	53,403	105,492
Changes in assets and liabilities:		
Accrued interest receivable	66	275
Other assets	7,798	(4,044)
Accrued interest payable and other liabilities	4,293	9,140
Net cash provided by operating activities	36,592	16,644
<b>Investing Activities</b>		
Net (increase) decrease in federal funds sold	6,174	(23,940)
Net (increase) decrease in loans net, excluding loans acquired	(20,653)	(23,559)
Purchases of investment securities available for sale	(65,041)	(35,765)
Proceeds from maturities of investment securities available for sale	76,028	60,554
Proceeds from sale of investment securities available for sale		22,972
Proceeds from foreclosed assets held for sale	13,294	1,406
Proceeds from sale of SBA loans	268	
Sale of mortgage servicing portfolio	225	
Purchases of premises and equipment, net	(6,846)	(969)
Death benefits received	1,585	
Acquisition of Centennial Bancshares, Inc., net funds received		(3,100)
Net cash proceeds received in FDIC-assisted acquisitions	71,652	
Net cash provided by (used in) investing activities	76,686	(2,401)
<b>Financing Activities</b>		
Net increase (decrease) in deposits, net of deposits acquired	(44,134)	(15,843)
Net increase (decrease) in securities sold under agreements to repurchase	869	(48,157)
Net increase (decrease) in federal funds purchased		
Net increase (decrease) in FHLB and other borrowed funds, net of acquired	(51,954)	(5,335)

Edgar Filing: HOME BANCSHARES INC - Form 10-Q

Proceeds from exercise of stock options	660	301
Proceeds from issuance of preferred stock and common stock warrant		50,000
Disgorgement of profits	11	
Tax benefits from stock options exercised	342	237
Dividends paid on preferred stock	(1,249)	(1,145)
Dividends paid on common stock	(3,099)	(2,385)
Net cash used in financing activities	(98,554)	(22,327)
Net change in cash and cash equivalents	14,724	(8,084)
Cash and cash equivalents beginning of year	173,490	54,168
Cash and cash equivalents end of period	\$ 188,214	\$ 46,084

See Condensed Notes to Consolidated Financial Statements.

**Table of Contents**

**Home BancShares, Inc.**  
**Condensed Notes to Consolidated Financial Statements**  
(Unaudited)

**1. Nature of Operations and Summary of Significant Accounting Policies**

***Nature of Operations***

Home BancShares, Inc. (the Company or HBI) is a bank holding company headquartered in Conway, Arkansas. The Company is primarily engaged in providing a full range of banking services to individual and corporate customers through its wholly owned community bank subsidiary Centennial Bank (the Bank). During 2009, the Company completed the combination of its former bank charters into a single charter, adopting Centennial Bank as the common name. The Bank has locations in central Arkansas, north central Arkansas, southern Arkansas, the Florida Keys, central Florida and southwestern Florida. The Company is subject to competition from other financial institutions. The Company also is subject to the regulation of certain federal and state agencies and undergoes periodic examinations by those regulatory authorities.

A summary of the significant accounting policies of the Company follows:

***Operating Segments***

Community banking is the Company's only operating segment. No revenues are derived from foreign countries and no single external customer comprises more than 10% of the Company's revenues.

***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for loan losses and the valuation of foreclosed assets. In connection with the determination of the allowance for loan losses and the valuation of foreclosed assets, management obtains independent appraisals for significant properties.

***Principles of Consolidation***

The consolidated financial statements include the accounts of HBI and its subsidiaries. Significant intercompany accounts and transactions have been eliminated in consolidation.

***Reclassifications***

Various items within the accompanying consolidated financial statements for previous years have been reclassified to provide more comparative information. These reclassifications had no effect on net earnings or stockholders' equity.



**Table of Contents*****Acquisition Accounting, Covered Loans and Related Indemnification Asset***

Beginning in 2009, the Company accounts for its acquisitions under ASC Topic 805, *Business Combinations*, which requires the use of the purchase method of accounting. All identifiable assets acquired, including loans, are recorded at fair value. No allowance for loan losses related to the acquired loans is recorded on the acquisition date as the fair value of the loans acquired incorporates assumptions regarding credit risk. Loans acquired are recorded at fair value in accordance with the fair value methodology prescribed in ASC Topic 820, exclusive of the shared-loss agreements with the Federal Deposit Insurance Corporation (FDIC). The fair value estimates associated with the loans include estimates related to expected prepayments and the amount and timing of undiscounted expected principal, interest and other cash flows.

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

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

The shared-loss agreements continue to be measured on the same basis as the related indemnified loans. Because the acquired loans are subject to the accounting prescribed by ASC Topic 310, subsequent changes to the basis of the shared-loss agreements also follow that model. Deterioration in the credit quality of the loans (immediately recorded as an adjustment to the allowance for loan losses) would immediately increase the basis of the shared-loss agreements, with the offset recorded through the consolidated statement of income. Increases in the credit quality or cash flows of loans (reflected as an adjustment to yield and accreted into income over the remaining life of the loans) decrease the basis of the shared-loss agreements, with such decrease being accreted into income over 1) the same period or 2) the life of the shared-loss agreements, whichever is shorter. Loss assumptions used in the basis of the indemnified loans are consistent with the loss assumptions used to measure the indemnification asset. Fair value accounting incorporates into the fair value of the indemnification asset an element of the time value of money, which is accreted back into income over the life of the shared-loss agreements.

Upon the determination of an incurred loss the indemnification asset will be reduced by the amount owed by the FDIC. A corresponding, claim receivable is recorded until cash is received from the FDIC.

For further discussion of the Company's acquisitions and loan accounting, see Note 2 and Note 5 to the consolidated financial statements.

***Interim financial information***

The accompanying unaudited consolidated financial statements as of June 30, 2010 and 2009 have been prepared in condensed format, and therefore do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements.

The information furnished in these interim statements reflects all adjustments, which are, in the opinion of management, necessary for a fair statement of the results for each respective period presented. Such adjustments are of a normal recurring nature. The results of operations in the interim statements are not necessarily indicative of the results that may be expected for any other quarter or for the full year. The interim financial information should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's 2009 Form 10-K, filed with the Securities and Exchange Commission.

**Table of Contents*****Earnings per Share***

Basic earnings per share are computed based on the weighted average number of shares outstanding during each year. Diluted earnings per share are computed using the weighted average common shares and all potential dilutive common shares outstanding during the period. Prior year and end of period per share amounts have been adjusted for the stock dividend which occurred in June of 2010. The following table sets forth the computation of basic and diluted earnings per common share (EPS) for the three-month and six-month periods ended June 30:

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
	<b>(In thousands)</b>			
Net income available to common stockholders	\$ 8,287	\$ 4,771	\$ 20,498	\$ 10,450
Average shares outstanding	28,320	21,877	28,299	21,863
Effect of common stock options	266	257	255	270
Diluted shares outstanding	28,586	22,134	28,554	22,133
Basic earnings per common share	\$ 0.29	\$ 0.22	\$ 0.72	\$ 0.48
Diluted earnings per common share	\$ 0.29	\$ 0.22	\$ 0.72	\$ 0.47

Warrant to purchase 158,471.50 shares of common stock at \$23.664 (stock dividend adjusted) were outstanding at June 30, 2010 and June 30, 2009, but were not included in the computation of diluted EPS because the exercise prices were greater than the average market price of the common shares.

**2. Business Combinations*****Acquisition Old Southern Bank***

On March 12, 2010, Centennial Bank entered into a purchase and assumption agreement (Old Southern Agreement) with the FDIC, as receiver, pursuant to which the Bank acquired certain assets and assumed substantially all of the deposits and certain liabilities of Old Southern Bank (Old Southern).

Prior to the acquisition, Old Southern operated 7 banking centers in the Orlando, Florida metropolitan area. The Company plans to keep all of the branches except for one location in downtown Orlando. The downtown Orlando location will be closed during the third quarter of 2010. Excluding the effects of purchase accounting adjustments, Centennial Bank acquired \$335.3 million in assets and assumed approximately \$328.5 million of the deposits of Old Southern. Additionally, Centennial Bank purchased loans with an estimated fair value of \$179.1 million, \$3.0 million of foreclosed assets and \$30.4 million of investment securities.

Centennial Bank did not acquire the real estate, banking facilities, furniture and equipment of Old Southern as part of the purchase and assumption agreement but exercised its option late in the second quarter of 2010 to purchase these assets at fair market value from the FDIC. Fair market values for the real estate, facilities, furniture and equipment were based on current appraisals. Centennial Bank leased these facilities and equipment from the FDIC until it exercised its option. Late in the second quarter, Centennial Bank purchased \$5.3 million of bank premises and equipment from the FDIC.

**Table of Contents**

In connection with the Old Southern acquisition, Centennial Bank entered into loss sharing agreements with the FDIC that covers \$282.0 million of assets, based upon the seller's records, including single family residential mortgage loans, commercial real estate, commercial and industrial loans, and foreclosed assets (collectively, covered assets). Centennial Bank acquired other Old Southern assets that are not covered by the loss sharing agreements with the FDIC including interest-bearing deposits with other banks, investment securities purchased at fair market value and other tangible assets. Pursuant to the terms of the loss sharing agreements, the covered assets are subject to a stated loss threshold of \$110.0 million whereby the FDIC will reimburse Centennial Bank for 80% of losses of up to \$110.0 million, and 95% of losses in excess of this amount. Centennial Bank will reimburse the FDIC for its share of recoveries with respect to losses for which the FDIC paid Centennial Bank a reimbursement under the loss sharing agreements. The FDIC's obligation to reimburse Centennial Bank for losses with respect to covered assets begins with the first dollar of loss incurred.

The amounts covered by the loss sharing agreements are the pre-acquisition book values of the underlying covered assets, the contractual balance of unfunded commitments that were acquired, and certain future net direct costs. The loss sharing agreement applicable to single family residential mortgage loans provide for FDIC loss sharing and Centennial Bank reimbursement to the FDIC, in each case as described above, for ten years. The loss sharing agreement applicable to all other covered assets provide for FDIC loss sharing for five years and Centennial Bank reimbursement of recoveries to the FDIC for eight years, in each case as described above.

The loss sharing agreements are subject to certain servicing procedures as specified in agreements with the FDIC. The expected reimbursements under the loss sharing agreements were recorded as indemnification assets at their estimated fair values of \$73.5 million for the Old Southern Agreement, on the acquisition date. The indemnification assets reflect the present value of the expected net cash reimbursement related to the loss sharing agreements described above.

Centennial Bank has determined that the acquisition of the net assets of Old Southern constitute a business combination as defined by the FASB ASC Topic 805, *Business Combinations*. Accordingly, the assets acquired and liabilities assumed are presented at their fair values as required. Fair values were determined based on the requirements of FASB ASC Topic 820, *Fair Value Measurements*. In many cases, the determination of these fair values required management to make estimates about discount rates, future expected cash flows, market conditions and other future events that are highly subjective in nature and subject to change. These fair value estimates are considered preliminary, and are subject to change for up to one year after the closing date of the acquisition as additional information relative to closing date fair values becomes available. Centennial Bank and the FDIC are engaged in on-going discussions that may impact which assets and liabilities are ultimately acquired or assumed by Centennial Bank and/or the purchase prices. In addition, the tax treatment of the FDIC-assisted acquisition is complex and subject to interpretations that may result in future adjustments of deferred taxes as of the acquisition date.

Centennial Bank recorded a preliminary one-time gain of \$9.7 million based upon the initial estimated fair value of the assets acquired and liabilities assumed of Old Southern. Subsequent to the initial fair value estimate calculations reported in the first quarter of 2010, additional information was obtained about the fair value of assets acquired and liabilities assumed as of March 12, 2010, which resulted in an adjustment to the initial fair value estimates. Most significantly, additional information (as of the acquisition date) was obtained about the collectability of a loss sharing item with the FDIC. This adjustment resulted in a \$2.5 million decrease to the first quarter initial FDIC indemnification asset and a related \$2.5 million decrease to the first quarter 2010 initial one-time gain of \$9.7 million. Thus, the new preliminary first quarter 2010 gain is \$7.3 million related to the fair value of the acquired assets and assumed liabilities of Old Southern.

**Table of Contents**

The following schedule is a breakdown of the revised assets and liabilities acquired as of the acquisition date.

	Acquired from the FDIC	Old Southern Fair Value Adjustments (Dollars in thousands)	As Recorded by HBI
<b>Assets</b>			
Cash and due from banks	\$ 1,759	\$ 30,675	\$ 32,434
Interest-bearing deposits with other banks	16,563		16,563
Investment securities	30,401		30,401
Federal funds sold	3,079		3,079
Loans receivable covered by loss share	273,166	(94,101)	179,065
Total loans receivable	273,166	(94,101)	179,065
Bank premises and equipment, net	44		44
Foreclosed assets held for sale covered by loss share	8,781	(5,821)	2,960
FDIC indemnification asset		73,544	73,544
Core deposit intangibles		2,400	2,400
Other assets	1,505	633	2,138
Total assets acquired	\$ 335,298	\$ 7,330	\$ 342,628
<b>Liabilities</b>			
Deposits			
Demand and non-interest-bearing	\$ 25,178	\$	\$ 25,178
Savings and interest-bearing transaction accounts	124,071		124,071
Time deposits	179,208		179,208
Total deposits	328,457		328,457
Accrued interest payable and other liabilities	375	6,535	6,910
Total liabilities assumed	\$ 328,832	\$ 6,535	\$ 335,367
Gain on acquisition			\$ 7,261

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

**Cash and due from banks, interest-bearing deposits with other banks and federal funds sold** The carrying amount of these assets is a reasonable estimate of fair value based on the short-term nature of these assets. The \$30.7 million adjustment is the first pro-forma cash settlement received from the FDIC on Monday following the closing weekend.

**Investment Securities** Investment securities were acquired from the FDIC at fair market value.

**Loans** Fair values for loans were based on a discounted cash flow methodology that considered factors including the type of loan and related collateral, classification status, fixed or variable interest rate, term of loan and whether or not the loan was amortizing, and current discount rates. The discount rates used for loans are based on current market rates for new originations of comparable loans and include adjustments for liquidity concerns. The discount rate does

not include a factor for credit losses as that has been included in the estimated cash flows.

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

## **Table of Contents**

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

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

**Deposits** The fair values used for the demand and savings deposits that comprise the transaction accounts acquired, by definition equal the amount payable on demand at the acquisition date. No fair value adjustment was applied for time deposits as the Bank was able to reset deposit rates to market rates currently offered.

The Company's operating results for the period ended June 30, 2010, include the operating results of the acquired assets and assumed liabilities subsequent to the March 12, 2010 acquisition date. Due to the significant fair value adjustments recorded, as well as the nature of the FDIC loss sharing agreements in place, Old Southern's historical results are not believed to be relevant to the Company's results, and thus no pro forma information is presented.

### ***Acquisition Key West Bank***

On March 26, 2010, Centennial Bank, entered into separate purchase and assumption agreement (Key West Bank Agreement) with the FDIC, as receiver, pursuant to which Centennial Bank acquired certain assets and assumed substantially all of the deposits and certain liabilities of Key West Bank (Key West).

Prior to the acquisition, Key West operated one banking center located in Key West, Florida. Excluding the effects of purchase accounting adjustments, Centennial Bank acquired \$96.8 million in assets and assumed approximately \$66.7 million of the deposits of Key West. Additionally, Centennial Bank purchased loans with an estimated fair value of \$46.9 million, \$5.7 million of foreclosed assets and assumed \$20.0 million of FHLB advances.

Centennial Bank did not acquire the real estate, banking facilities, furniture and equipment of Key West as part of the purchase and assumption agreement but exercised its option late in the second quarter of 2010 to purchase these assets at fair market value from the FDIC. Fair market values for the real estate, facilities, furniture and equipment were based on current appraisals. Centennial Bank leased these facilities and equipment from the FDIC until it exercised its option. Late in the second quarter, Centennial Bank purchased \$1.0 million of bank premises and equipment from the FDIC.

In connection with the Key West acquisition, Centennial Bank entered into loss-sharing agreements with the FDIC that collectively cover approximately \$72.7 million of assets, based upon the seller's records, which include single family residential mortgage loans, commercial real estate, commercial and industrial loans and foreclosed assets (covered assets). Centennial Bank acquired other Key West assets that are not covered by loss sharing agreements with the FDIC including interest-bearing deposits with other banks and other tangible assets. Pursuant to the terms of the loss sharing agreements, the covered assets of Key West are subject to a stated loss threshold of \$23.0 million whereby the FDIC will reimburse Centennial Bank for 80% of losses of up to \$23.0 million, and 95% of losses in excess of this amount. Centennial Bank will reimburse the FDIC for its share of recoveries with respect to losses for which the FDIC paid Centennial Bank a reimbursement under the loss sharing agreements. The FDIC's obligation to reimburse Centennial Bank for losses with respect to covered assets begins with the first dollar of loss incurred.

**Table of Contents**

The amounts covered by the loss sharing agreements are the pre-acquisition book values of the underlying covered assets, the contractual balance of unfunded commitments that were acquired, and certain future net direct costs. The loss sharing agreement applicable to single family residential mortgage loans provide for FDIC loss sharing and Centennial Bank reimbursement to the FDIC, in each case as described above, for ten years. The loss sharing agreement applicable to all other covered assets provide for FDIC loss sharing for five years and Centennial Bank reimbursement of recoveries to the FDIC for eight years, in each case as described above.

The loss sharing agreements are subject to certain servicing procedures as specified in agreements with the FDIC. The expected reimbursements under the loss sharing agreements were recorded as indemnification assets at their estimated fair values of \$12.2 million for the Key West Agreement, on the acquisition date. The indemnification assets reflect the present value of the expected net cash reimbursement related to the loss sharing agreements described above.

Centennial Bank has determined that the acquisition of the net assets of Key West constitute a business combination as defined by the FASB ASC Topic 805, *Business Combinations*. Accordingly, the assets acquired and liabilities assumed are presented at their fair values as required. Fair values were determined based on the requirements of FASB ASC Topic 820, *Fair Value Measurements*. In many cases, the determination of these fair values required management to make estimates about discount rates, future expected cash flows, market conditions and other future events that are highly subjective in nature and subject to change. These fair value estimates are considered preliminary, and are subject to change for up to one year after the closing date of the acquisition as additional information relative to closing date fair values becomes available. Centennial Bank and the FDIC are engaged in on-going discussions that may impact which assets and liabilities are ultimately acquired or assumed by Centennial Bank and/or the purchase prices. In addition, the tax treatment of the FDIC-assisted acquisition is complex and subject to interpretations that may result in future adjustments of deferred taxes as of the acquisition date.

	Key West		
	Acquired from the FDIC	Fair Value  Adjustments (Dollars in thousands)	As Recorded by HBI
<b>Assets</b>			
Cash and due from banks	\$ 1,592	\$	\$ 1,592
Interest-bearing deposits with other banks	21,063		21,063
Loans receivable covered by loss share	65,256	(18,315)	46,941
Total loans receivable	65,256	(18,315)	46,941
Foreclosed assets held for sale covered by loss share	7,412	(1,700)	5,712
FDIC indemnification asset		12,200	12,200
Core deposit intangible		370	370
Other assets	1,438	276	1,714
Total assets acquired	\$96,761	\$ (7,169)	\$ 89,592
<b>Liabilities</b>			
Deposits			
Demand and non-interest-bearing	\$ 4,357	\$	\$ 4,357
Savings and interest-bearing transaction accounts	5,543		5,543
Time deposits	56,846		56,846

Edgar Filing: HOME BANCSHARES INC - Form 10-Q

Total deposits	66,746			66,746
FHLB borrowed funds	20,010			20,010
Accrued interest payable and other liabilities	593		170	763
Total liabilities assumed	\$ 87,349	\$	170	\$ 87,519
Gain on acquisition				\$ 2,073



**Table of Contents**

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

Cash and due from banks and interest-bearing deposits with other banks The carrying amount of these assets is a reasonable estimate of fair value based on the short-term nature of these assets.

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

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

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

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

Deposits The fair values used for the demand and savings deposits that comprise the transaction accounts acquired, by definition equal the amount payable on demand at the acquisition date. No fair value adjustment was applied for time deposits because the weighted average interest rate of Key West's CDs were at the market rates of similar funding at the time of acquisition.

The Company's operating results for the period ended June 30, 2010, include the operating results of the acquired assets and assumed liabilities subsequent to the March 26, 2010 acquisition date. Due to the significant fair value adjustments recorded, as well as the nature of the FDIC loss sharing agreements in place, Key West's historical results are not believed to be relevant to the Company's results, and thus no pro forma information is presented.

**3. Investment Securities**

The amortized cost and estimated market value of investment securities were as follows:

		<b>June 30, 2010</b>		
		<b>Available for Sale</b>		
	<b>Amortized</b>	<b>Gross</b>	<b>Gross</b>	<b>Estimated</b>
	<b>Cost</b>	<b>Unrealized</b>	<b>Unrealized</b>	<b>Fair</b>
		<b>Gains</b>	<b>(Losses)</b>	<b>Value</b>
		<b>(In thousands)</b>		
U.S. government-sponsored enterprises	\$ 88,498	\$ 2,019	\$	\$ 90,517
Mortgage-backed securities	94,448	3,367	(1,087)	96,728
State and political subdivisions	152,075	2,477	(871)	153,681
Other securities	5,770	1	(76)	5,695
Total	\$ 340,791	\$ 7,864	\$ (2,034)	\$ 346,621

**Table of Contents**

	<b>December 31, 2009</b>			
	<b>Available for Sale</b>			
	<b>Amortized</b>	<b>Gross Unrealized</b>	<b>Gross Unrealized</b>	<b>Estimated</b>
	<b>Cost</b>	<b>Gains</b>	<b>(Losses)</b>	<b>Fair Value</b>
	<b>(In thousands)</b>			
U.S. government-sponsored enterprises	\$ 56,439	\$ 130	\$ (463)	\$ 56,106
Mortgage-backed securities	114,464	2,813	(1,690)	115,587
State and political subdivisions	145,086	2,224	(1,375)	145,935
Other securities	5,837		(1,350)	4,487
<b>Total</b>	<b>\$ 321,826</b>	<b>\$ 5,167</b>	<b>\$ (4,878)</b>	<b>\$ 322,115</b>

Assets, principally investment securities, having a carrying value of approximately \$302.4 million and \$231.3 million at June 30, 2010 and December 31, 2009, respectively, were pledged to secure public deposits and for other purposes required or permitted by law. Also, investment securities pledged as collateral for repurchase agreements totaled approximately \$62.9 million and \$62.0 million at June 30, 2010 and December 31, 2009, respectively.

During the three-month and six-month periods ended June 30, 2010, no available for sale securities were sold.

During the three-month and six-month periods ended June 30, 2009, \$23.0 million in available for sale securities were sold. The gross realized gains and losses on these sales totaled \$890,000 and \$893,000, respectively. The income tax expense/benefit to net security gains and losses was 39.225% of the gross amounts.

The amortized cost and estimated fair value of securities at June 30, 2010, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	<b>Available-for-Sale</b>	
	<b>Amortized</b>	<b>Estimated</b>
	<b>Cost</b>	<b>Fair Value</b>
	<b>(In thousands)</b>	
Due in one year or less	\$ 110,782	\$ 111,897
Due after one year through five years	158,417	161,397
Due after five years through ten years	46,715	48,082
Due after ten years	24,877	25,245
<b>Total</b>	<b>\$ 340,791</b>	<b>\$ 346,621</b>

For purposes of the maturity tables, mortgage-backed securities, which are not due at a single maturity date, have been allocated over maturity groupings based on anticipated maturities. The mortgage-backed securities may mature earlier than their weighted-average contractual maturities because of principal prepayments.

**Table of Contents**

The Company evaluates all securities quarterly to determine if any unrealized losses are deemed to be other than temporary. In completing these evaluations the Company follows the requirements of FASB ASC 320, *Investments Debt and Equity Securities*. Certain investment securities are valued less than their historical cost. These declines are primarily the result of the rate for these investments yielding less than current market rates. Based on evaluation of available evidence, management believes the declines in fair value for these securities are temporary. The Company does not intend to sell or believe it will be required to sell these investments before recovery of their amortized cost bases, which may be maturity. Should the impairment of any of these securities become other than temporary, the cost basis of the investment will be reduced and the resulting loss recognized in net income in the period the other-than-temporary impairment is identified.

No securities were deemed by management to have other-than-temporary impairment for the three and six month periods ended June 30, 2010, besides securities for which impairment was taken in prior periods.

For the period ended June 30, 2010, the Company had \$2.0 million in unrealized losses, which have been in continuous loss positions for more than twelve months. Included in the \$2.0 million in unrealized losses are \$1.1 million in unrealized losses, which were associated with government-sponsored mortgage-back securities. Excluding impairment write downs taken in prior periods, the Company's assessments indicated that the cause of the market depreciation was primarily the change in interest rates and not the issuer's financial condition, or downgrades by rating agencies. In addition, approximately 79.0% of the Company's investment portfolio matures in five years or less. As a result, the Company has the ability and intent to hold such securities until maturity.

The following shows gross unrealized losses and estimated fair value of investment securities available for sale aggregated by investment category and length of time that individual investment securities have been in a continuous loss position as of the periods ended June 30, 2010 and December 31, 2009:

	<b>June 30, 2010</b>					
	<b>Less Than 12 Months</b>		<b>12 Months or More</b>		<b>Total</b>	
	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>
	<b>(In thousands)</b>					
U.S. Government-sponsored enterprises	\$	\$	\$	\$	\$	\$
Mortgage-backed securities	224	(1)	4,143	(1,086)	4,367	(1,087)
State and political subdivisions	9,691	(79)	15,820	(792)	25,511	(871)
Other securities			2,663	(76)	2,663	(76)
<b>Total</b>	<b>\$ 9,915</b>	<b>\$ (80)</b>	<b>\$ 22,626</b>	<b>\$ (1,954)</b>	<b>\$ 32,541</b>	<b>\$ (2,034)</b>

	<b>December 31, 2009</b>					
	<b>Less Than 12 Months</b>		<b>12 Months or More</b>		<b>Total</b>	
	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>
	<b>(In thousands)</b>					
U.S. Government-sponsored enterprises	\$ 41,078	\$ (463)	\$	\$	\$ 41,078	\$ (463)
Mortgage-backed securities	10,837	(205)	4,411	(1,485)	15,248	(1,690)
State and political subdivisions	10,647	(146)	17,957	(1,229)	28,604	(1,375)
Other securities			1,562	(1,350)	1,562	(1,350)

Total	\$ 62,562	\$ (814)	\$ 23,930	\$ (4,064)	\$ 86,492	\$ (4,878)
-------	-----------	----------	-----------	------------	-----------	------------

**Table of Contents****4: Loans Receivable Not Covered by Loss Share and Allowance for Loan Losses**

The various categories of loans not covered by loss share are summarized as follows:

	<b>June 30, 2010</b>	<b>December 31, 2009</b>
	<b>(In thousands)</b>	
Real estate:		
Commercial real estate loans		
Non-farm/non-residential	\$ 823,465	\$ 808,983
Construction/land development	365,779	368,723
Agricultural	26,989	33,699
Residential real estate loans		
Residential 1-4 family	376,196	382,504
Multifamily residential	65,147	62,609
Total real estate	1,657,576	1,656,518
Consumer	33,566	39,084
Commercial and industrial	222,403	219,847
Agricultural	23,307	10,280
Other	28,637	24,556
Loans receivable not covered by loss share	\$ 1,965,489	\$ 1,950,285

The following is a summary of activity within the allowance for loan losses:

	<b>2010</b>	<b>2009</b>
	<b>(In thousands)</b>	
Balance, beginning of year	\$ 42,968	\$ 40,385
Additions		
Provision charged to expense	6,850	3,750
Net loans charged off		
Losses charged to allowance, net of recoveries of \$1,568 and \$1,008 for the first six months of 2010 and 2009, respectively	6,204	2,331
Balance, June 30	\$ 43,614	41,804
Additions		
Provision charged to expense		7,400
Net loans charged off		
Losses charged to allowance, net of recoveries of \$894 for the last six months of 2009		6,236
Balance, end of year		\$ 42,968

At June 30, 2010 and December 31, 2009, accruing loans not covered by loss share delinquent 90 days or more totaled \$53,000 and \$2.9 million, respectively. Non-accruing loans not covered by loss share at June 30, 2010 and December 31, 2009 were \$38.1 million and \$37.1 million, respectively.

During the three-month and six-month periods ended June 30, 2010, the Company sold \$247.5 of the guaranteed portion of certain SBA loans, which resulted in a gain of \$18,000. The Company did not sell any of the guaranteed portions of SBA loans during 2009.

**Table of Contents**

Mortgage loans held for sale of approximately \$5.5 million and \$4.8 million at June 30, 2010 and December 31, 2009, respectively, are included in residential 1-4 family loans. Mortgage loans held for sale are carried at the lower of cost or fair value, determined using an aggregate basis. Gains and losses resulting from sales of mortgage loans are recognized when the respective loans are sold to investors. Gains and losses are determined by the difference between the selling price and the carrying amount of the loans sold, net of discounts collected or paid. The Company obtains forward commitments to sell mortgage loans to reduce market risk on mortgage loans in the process of origination and mortgage loans held for sale. The forward commitments acquired by the Company for mortgage loans in process of origination are not mandatory forward commitments. These commitments are structured on a best efforts basis; therefore the Company is not required to substitute another loan or to buy back the commitment if the original loan does not fund. Typically, the Company delivers the mortgage loans within a few days after the loans are funded. These commitments are derivative instruments and their fair values at June 30, 2010 and December 31, 2009 were not material.

At June 30, 2010 and December 31, 2009, non-covered impaired loans totaled \$58.1 million and \$44.4 million, respectively. As of June 30, 2010 and 2009, average non-covered impaired loans were \$51.5 million and \$38.3 million, respectively. All non-covered impaired loans had designated reserves for possible loan losses. Reserves relative to non-covered impaired loans were \$21.4 million and \$12.7 million at June 30, 2010 and December 31, 2009, respectively. Interest recognized on non-covered impaired loans during the six months ended June 30, 2010 and 2009 was approximately \$1.2 million and \$910,000, respectively.

**5: Loans Receivable Covered by FDIC Loss Share**

The Company evaluated loans purchased in conjunction with the acquisitions of Old Southern and Key West described in Note 2, Business Combinations, for impairment in accordance with the provisions of FASB ASC Topic 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality*. Purchased covered loans are considered impaired if there is evidence of credit deterioration since origination and if it is probable that not all contractually required payments will be collected. The following table reflects the carrying value of all purchased covered impaired loans as of June 30, 2010 for both the Old Southern and Key West FDIC-assisted transactions:

	<b>Loans Receivable Covered by FDIC Loss Share (In thousands)</b>
Real estate:	
Commercial real estate loans	
Non-farm/non-residential	\$ 82,137
Construction/land development	65,330
Agricultural	1,637
Residential real estate loans	
Residential 1-4 family	43,320
Multifamily residential	8,158
Total real estate	200,582
Consumer	271
Commercial and industrial	17,423
Agricultural	
Other	7
Total loans receivable covered by FDIC loss share (1)	\$ 218,283

- (1) These loans were not classified as nonperforming assets at June 30, 2010, as the loans are accounted for on a pooled basis and the pools are considered to be performing. Therefore, interest income, through accretion of the difference between the carrying amount of the loans and the expected cash flows, is being recognized on all purchased impaired loans.



**Table of Contents**

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

The following is a summary of the covered impaired loans acquired in the acquisitions during 2010 as of the dates of acquisition.

	<b>Old Southern</b>	<b>Key West</b>
	<b>(In thousands)</b>	
Contractually required principal and interest at acquisitions	\$ 301,797	\$ 100,146
Non-accretable difference (expected losses and foregone interest)	(93,930)	(32,699)
Cash flows expected to be collected at acquisition	207,867	67,447
Accretable yield	(28,802)	(20,506)
Basis in acquired loans at acquisition	\$ 179,065	\$ 46,941

As of the respective acquisition dates, the preliminary estimates of contractually required payments receivable, including interest, for all covered impaired loans acquired in the Old Southern and Key West transactions were \$401.9 million. The cash flows expected to be collected as of the acquisition dates for these loans were \$275.3 million, including interest. These amounts were determined based upon the estimated remaining life of the underlying loans, which includes the effects of estimated prepayments.

Changes in the carrying amount of the accretable yield for purchased impaired and non-impaired loans were as follows for the six months ended June 30, 2010 for both Old Southern and Key West.

	<b>Accretable Yield</b>	<b>Carrying Amount of Loans</b>
	<b>(In thousands)</b>	
Balance at beginning of period	\$	\$
Additions	49,308	226,006
Accretion	(4,456)	4,456
Payments received, net		(12,179)
Balance at end of period	\$ 44,852	\$ 218,283

There were no allowances for loan losses related to the purchased impaired loans at June 30, 2010.

Due to the short time period between the execution of the respective purchase and assumption agreements and June 30, 2010, certain amounts related to the purchased impaired loans are preliminary estimates. Additionally, Centennial Bank and the FDIC are engaged in on-going discussions that may impact which assets and liabilities are ultimately acquired or assumed by Centennial Bank and/or the purchase prices. The estimated fair values for the purchased impaired loans were based upon the FDIC's estimated data for excluded loans. Centennial Bank anticipates the final determination of the excluded loans will be completed in the third quarter of 2010 and expects to finalize its analysis of these loans when this occurs.

**Table of Contents****6: Goodwill and Core Deposits and Other Intangibles**

Changes in the carrying amount and accumulated amortization of the Company's goodwill and core deposits and other intangibles for the six-month period ended June 30, 2010 and for the year ended December 31, 2009, were as follows:

	<b>June 30, 2010</b>	<b>December 31, 2009</b>
	<b>(In thousands)</b>	
<b>Goodwill</b>		
Balance, beginning of period	\$ 53,039	\$ 50,038
Acquisition of Centennial Bancshares, Inc.		3,100
Charter consolidation		(99)
Balance, end of period	\$ 53,039	\$ 53,039
	<b>2010</b>	<b>2009</b>
	<b>(In thousands)</b>	
<b>Core Deposit and Other Intangibles</b>		
Balance, beginning of period	\$ 4,698	\$ 6,547
FDIC-assisted acquisitions	2,770	
Amortization expense	(1,062)	(925)
Balance, June 30	\$ 6,406	5,622
Amortization expense		(924)
Balance, end of year		\$ 4,698

The carrying basis and accumulated amortization of core deposits and other intangibles at June 30, 2010 and December 31, 2009 were:

	<b>June 30, 2010</b>	<b>December 31, 2009</b>
	<b>(In thousands)</b>	
Gross carrying amount	\$ 16,921	\$ 14,151
Accumulated amortization	10,515	9,453
Net carrying amount	\$ 6,406	\$ 4,698

Core deposit and other intangible amortization was approximately \$1.1 million and \$925,000 for each of the six-months ended June 30, 2010 and 2009, respectively. Including all of the mergers completed, HBI's estimated amortization expense of core deposits and other intangibles for each of the years 2010 through 2014 is: 2010 \$2.2 million; 2011 \$1.5 million; 2012 \$1.1 million; 2013 \$1.1 million; and 2014 \$953,000.

Goodwill is tested annually for impairment during the fourth quarter. If the implied fair value of goodwill is lower than its carrying amount, goodwill impairment is indicated and goodwill is written down to its implied fair value. Subsequent increases in goodwill value are not recognized in the financial statements.

## 7: Deposits

The aggregate amount of time deposits with a minimum denomination of \$100,000 was \$640.6 million and \$482.6 million at June 30, 2010 and December 31, 2009, respectively. Interest expense applicable to certificates in excess of \$100,000 totaled \$5.5 million and \$3.6 million for the three months ended June 30, 2010 and 2009, respectively. As of June 30, 2010 and December 31, 2009, brokered deposits were \$85.7 million and \$71.0 million, respectively.

**Table of Contents**

Deposits totaling approximately \$239.6 million and \$206.6 million at June 30, 2010 and December 31, 2009, respectively, were public funds obtained primarily from state and political subdivisions in the United States.

**8: Securities Sold Under Agreements to Repurchase**

From time to time, primarily as a short-term financing arrangement for investment or liquidity purposes, the Company has entered into repurchase agreements with certain business customers. This involves the selling of one or more of the securities in the Company's investment portfolio and by entering into an agreement to repurchase that same security at an agreed upon later date. A rate of interest is paid by the Company for the subject period of time. At June 30, 2010 and December 31, 2009, securities sold under agreements to repurchase totaled \$62.9 million and \$62.0 million, respectively.

**9: FHLB Borrowed Funds**

The Company's FHLB borrowed funds were \$232.4 million and \$264.4 million at June 30, 2010 and December 31, 2009, respectively. All of the outstanding balance for June 30, 2010 and December 31, 2009 includes long-term advances. The FHLB advances mature from the current year to 2025 with fixed interest rates ranging from 2.020% to 5.076% and are secured by loans and investments securities. As of June 30, 2010, the Company has four short-term rate advances associated with the Key West Acquisition with a rates ranging from 0.46% to 0.65%. Expected maturities will differ from contractual maturities, because FHLB may have the right to call or prepay certain obligations.

**10: Subordinated Debentures**

Subordinated Debentures at June 30, 2010 and December 31, 2009 consisted of guaranteed payments on trust preferred securities with the following components:

	<b>June 30, 2010</b>	<b>December 31, 2009</b>
	<b>(In thousands)</b>	
Subordinated debentures, issued in 2003, due 2033, fixed at 6.40%, during the first five years and at a floating rate of 3.15% above the three-month LIBOR rate, reset quarterly, thereafter, currently callable without penalty	\$ 20,619	\$ 20,619
Subordinated debentures, issued in 2000, due 2030, fixed at 10.60%, callable in the third quarter of 2010 with a penalty ranging from 5.30% to 0.53% depending on the year of prepayment, callable in 2020 without penalty	3,107	3,152
Subordinated debentures, issued in 2003, due 2033, floating rate of 3.15% above the three-month LIBOR rate, reset quarterly, currently callable without penalty	5,155	5,155
Subordinated debentures, issued in 2005, due 2035, fixed rate of 6.81% during the first ten years and at a floating rate of 1.38% above the three-month LIBOR rate, reset quarterly, thereafter, callable in the fourth quarter of 2010 without penalty	15,465	15,465
Subordinated debentures, issued in 2006, due 2036, fixed rate of 6.75% during the first five years and at a floating rate of 1.85% above the three-month LIBOR rate, reset quarterly, thereafter, callable in the fourth quarter of 2011 without penalty	3,093	3,093
Total subordinated debt	\$ 47,439	\$ 47,484

**Table of Contents**

The trust preferred securities are tax-advantaged issues that qualify for Tier 1 capital treatment subject to certain limitations. Distributions on these securities are included in interest expense. Each of the trusts is a statutory business trust organized for the sole purpose of issuing trust securities and investing the proceeds thereof in junior subordinated debentures of the Company, the sole asset of each trust. The preferred trust securities of each trust represent preferred beneficial interests in the assets of the respective trusts and are subject to mandatory redemption upon payment of the junior subordinated debentures held by the trust. The Company wholly owns the common securities of each trust. Each trust's ability to pay amounts due on the trust preferred securities is solely dependent upon the Company making payment on the related junior subordinated debentures. The Company's obligations under the junior subordinated securities and other relevant trust agreements, in aggregate, constitute a full and unconditional guarantee by the Company of each respective trust's obligations under the trust securities issued by each respective trust.

Presently, the funds raised from the trust preferred offerings qualify as Tier 1 capital for regulatory purposes, subject to the applicable limit, with the balance qualifying as Tier 2 capital.

The Company holds two trust preferred securities which are currently callable without penalty based on the terms of the specific agreements. The 2009 agreement between the Company and the Treasury limits our ability to retire any of our qualifying capital. As a result, the notes previously mentioned are not currently eligible to be paid off.

**11: Income Taxes**

The following is a summary of the components of the provision for income taxes for the three-month and six-month periods ended June 30:

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
	<b>(In thousands)</b>			
Current:				
Federal	\$ 4,045	\$ 454	\$ 7,187	\$ 3,876
State	732	42	1,377	690
Total current	4,777	496	8,564	4,566
Deferred:				
Federal	(260)	1,440	2,460	454
State	(9)	286	492	91
Total deferred	(269)	1,726	2,952	545
Provision for income taxes	\$ 4,508	\$ 2,222	\$ 11,516	\$ 5,111

The reconciliation between the statutory federal income tax rate and effective income tax rate is as follows for the three-month and six-month periods ended June 30:

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
Statutory federal income tax rate	35.00%	35.00%	35.00%	35.00%
Effect of nontaxable interest income	(4.30)	(6.54)	(3.44)	(5.77)
Cash value of life insurance	(0.90)	(2.62)	(0.82)	(2.19)
State income taxes, net of federal benefit	3.49	2.78	3.64	3.02
Other	0.19	0.38	0.15	0.37

Effective income tax rate	33.48%	29.00%	34.53%	30.43%
---------------------------	--------	--------	--------	--------

24

---

**Table of Contents**

The types of temporary differences between the tax basis of assets and liabilities and their financial reporting amounts that give rise to deferred income tax assets and liabilities, and their approximate tax effects, are as follows:

	<b>June 30, 2010</b>	<b>December 31, 2009</b>
	<b>(In thousands)</b>	
Deferred tax assets:		
Allowance for loan losses	\$ 17,065	\$ 16,760
Deferred compensation	936	937
Stock options	361	389
Non-accrual interest income	1,207	1,115
Impairment of investment securities	39	39
Real estate owned	503	504
Other	200	633
Gross deferred tax assets	20,311	20,377
Deferred tax liabilities:		
Accelerated depreciation on premises and equipment	2,202	2,501
Unrealized gain on securities	2,287	114
Core deposit intangibles	1,448	1,823
Gain on acquisition	3,662	
FHLB dividends	859	850
Other	201	312
Gross deferred tax liabilities	10,659	5,600
Net deferred tax assets	\$ 9,652	\$ 14,777

**12: Common Stock and Stock Compensation Plans**

On April 22, 2010, our Board of Directors declared a 10% stock dividend which was paid June 4, 2010 to shareholders of record as of May 14, 2010. Except for fractional shares, the holders of our common stock received 10% additional common stock on June 4, 2010. The common shareholders did not receive fractional shares; instead they received cash at a rate equal to the closing price of a share on June 4, 2010 times the fraction of a share they otherwise would have been entitled to.

All share and per share amounts have been restated to reflect the retroactive effect of the stock dividend. After issuance, this stock dividend lowered our total capital position by approximately \$11,000 as a result of the cash paid in lieu of fractional shares. Our financial statements reflect an increase in the number of outstanding shares of common stock, an increase in surplus and reduction of retained earnings.

In September 2009, the Company raised common equity through an underwritten public offering by issuing 5,445,000 shares of common stock at \$18.05. The net proceeds of the offering after deducting underwriting discounts and commissions and offering expenses were \$93.3 million. In October 2009, the underwriters of our stock offering exercised and completed their option to purchase an additional 816,750 shares of common stock at \$18.05 to cover over-allotments. The net proceeds of the exercise of the over-allotment option after deducting underwriting discounts and commissions were \$14.0 million. The total net proceeds of the offering after deducting underwriting discounts and commissions and offering expenses were \$107.3 million.

On January 16, 2009, we issued and sold, and the United States Department of the Treasury purchased, (1) 50,000 shares of the Company's Fixed Rate Cumulative Perpetual Preferred Stock Series A, liquidation preference of \$1,000

per share, and (2) a ten-year warrant to purchase up to 316,943 shares of the Company's common stock, par value \$0.01 per share, at an exercise price of \$23.664 per share, for an aggregate purchase price of \$50.0 million in cash. Cumulative dividends on the Preferred Shares will accrue on the liquidation preference at a rate of 5% per annum for the first five years, and at a rate of 9% per annum thereafter. As a result of the recent public stock offering, the number of shares of common stock underlying the ten-year warrant held by the Treasury, has been reduced by half to 158,471.50 shares of our common stock at an exercise price of \$23.664 per share.



**Table of Contents**

These preferred shares will qualify as Tier 1 capital. The preferred shares will be callable at par after three years. Prior to the end of three years, the preferred shares may be redeemed with the proceeds from a qualifying equity offering of any Tier 1 perpetual preferred or common stock. The Treasury must approve any quarterly cash dividend on our common stock above \$0.0545 per share (stock dividend adjusted) or share repurchases until three years from the date of the investment unless the shares are paid off in whole or transferred to a third party.

***Stock Compensation Plans***

The Company has a stock option and performance incentive plan. The purpose of the plan is to attract and retain highly qualified officers, directors, key employees, and other persons, and to motivate those persons to improve our business results. This plan provides for the granting of incentive nonqualified options to purchase up to 1,782,000 of common stock in the Company.

Total unrecognized compensation cost, net of income tax benefit, related to non-vested awards, which are expected to be recognized over the vesting periods, is approximately \$76,000 as of June 30, 2010. The intrinsic value of the stock options outstanding and stock options vested at June 30, 2010 was \$9.5 million and \$9.3 million, respectively. The intrinsic value of the stock options exercised during the three-month and six-month periods ended June 30, 2010 was approximately \$881,000 and \$998,000, respectively.

The table below summarized the transactions under the Company's stock option plans at June 30, 2010 and December 31, 2009 and changes during the six-month period and year then ended, respectively:

	<b>For the Six Months Ended June 30, 2010</b>		<b>For the Year Ended December 31, 2009</b>	
	<b>Shares (000)</b>	<b>Weighted Average Exercisable Price</b>	<b>Shares (000)</b>	<b>Weighted Average Exercisable Price</b>
Outstanding, beginning of year	835	\$ 10.47	1,176	\$ 10.65
Granted				
Forfeited/Expired			201	11.93
Exercised	66	9.97	140	9.95
Outstanding, end of period	769	10.51	835	10.46
Exercisable, end of period	726	\$ 10.05	779	\$ 9.93

Stock-based compensation expense for all stock-based compensation awards granted after January 1, 2006, is based on the grant date fair value. For stock option awards, the fair value is estimated at the date of grant using the Black-Scholes option-pricing model. This model requires the input of highly subjective assumptions, changes to which can materially affect the fair value estimate. Additionally, there may be other factors that would otherwise have a significant effect on the value of employee stock options granted but are not considered by the model. Accordingly, while management believes that the Black-Scholes option-pricing model provides a reasonable estimate of fair value, the model does not necessarily provide the best single measure of fair value for the Company's employee stock options. There were no options granted during the six-months ended June 30, 2010. There were no options granted during the year-ended December 31, 2009.

**Table of Contents**

The following is a summary of currently outstanding and exercisable options at June 30, 2010:

	Options Outstanding			Options Exercisable	
	Options Outstanding	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Options Exercisable Shares (000)	Weighted-Average Exercise Price
Exercise Prices	Shares (000)	(in years)			
\$5.17 to \$5.63	3	1.59	\$ 5.28	3	\$ 5.28
\$6.17 to \$7.01	174	2.29	6.23	174	6.23
\$7.85 to \$8.68	96	3.18	8.55	96	8.55
\$9.55 to \$9.83	52	5.06	9.63	52	9.63
\$10.66 to \$10.66	147	6.34	10.66	147	10.66
\$11.09 to \$11.09	189	5.71	11.09	189	11.09
\$16.65 to \$17.82	60	7.19	17.30	30	17.34
\$18.50 to \$18.62	19	6.85	18.57	10	18.56
\$20.33 to \$22.74	29	6.89	20.78	25	20.44
	769			726	

During the third quarter of 2009, the Company granted 7,040 shares of restricted common stock to its President and Chief Operating Officer. Due to the death of this officer, these shares of restricted shares became fully vested. The amount of expense during the first quarter of 2010 associated with the vesting of the 7,040 shares was approximately \$144,000. These restricted shares are also limited by the 2009 agreement between the Company and the Treasury. This Treasury agreement has additional provisions concerning the transferability of the shares and the continuation of performing substantial services for the Company.

During the fourth quarter of 2009, the Company granted 4,999 shares of restricted common stock. The restricted shares will vest equally each year over three years beginning on the third anniversary of the grant.

During the first quarter of 2010, the Company granted 18,810 shares of restricted common stock. The restricted shares will vest equally each year over three years beginning on the first anniversary of the grant. Of the 18,810 shares of restricted stock granted, 14,960 shares are also limited by the 2009 agreement between the Company and the Treasury. This Treasury agreement has additional provisions concerning the transferability of the shares and the continuation of performing substantial services for the Company. Due to the death of the Company's President, 1,760 of the restricted shares became fully vested. The amount of expense during the first quarter of 2010 associated with the vesting of the 1,760 shares was approximately \$39,000.

**Table of Contents****13. Non-Interest Expense**

The table below shows the components of non-interest expense for three and six months ended June 30, 2010 and 2009:

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
	<b>(In thousands)</b>			
Salaries and employee benefits	\$ 9,080	\$ 8,432	\$ 17,614	\$ 17,376
Occupancy and equipment	2,973	2,667	5,772	5,344
Data processing expense	954	813	1,816	1,590
Other operating expenses:				
Advertising	453	856	819	1,456
Merger expenses	258	896	1,317	1,638
Amortization of intangibles	583	462	1,062	925
Amortization of mortgage servicing rights	218	218	436	365
Electronic banking expense	496	889	973	1,752
Directors' fees	181	237	326	521
Due from bank service charges	103	107	193	207
FDIC and state assessment	986	1,949	1,884	2,914
Insurance	296	271	596	568
Legal and accounting	356	368	744	803
Mortgage servicing expense	76	78	160	150
Other professional fees	368	250	681	509
Operating supplies	207	192	393	405
Postage	164	173	314	349
Telephone	152	181	290	359
Other expense	1,086	1,228	2,155	2,298
Total other operating expenses	5,983	8,355	12,343	15,219
Total non-interest expense	\$ 18,990	\$ 20,267	\$ 37,545	\$ 39,529

**14: Concentration of Credit Risks**

The Company's primary market area is in central Arkansas, north central Arkansas, northwest Arkansas, southern Arkansas, central Florida, southwest Florida and the Florida Keys (Monroe County). The Company primarily grants loans to customers located within these geographical areas unless the borrower has an established relationship with the Company.

The diversity of the Company's economic base tends to provide a stable lending environment. Although the Company has a loan portfolio that is diversified in both industry and geographic area, a substantial portion of its debtors' ability to honor their contracts is dependent upon real estate values, tourism demand and the economic conditions prevailing in its market areas.

**15: Significant Estimates and Concentrations**

Accounting principles generally accepted in the United States of America require disclosure of certain significant estimates and current vulnerabilities due to certain concentrations. Estimates related to the allowance for loan losses and certain concentrations of credit risk are reflected in Note 4, while deposit concentrations are reflected in Note 7.

## **Table of Contents**

Although the Company has a diversified loan portfolio, at June 30, 2010 and December 31, 2009, non-covered commercial real estate loans represented 61.9% and 62.1% of gross non-covered loans and 249.7% and 260.5% of total stockholders' equity, respectively. Non-covered residential real estate loans represented 22.5% and 22.8% of gross loans and 90.6% and 95.7% of total stockholders' equity at June 30, 2010 and December 31, 2009, respectively.

The current economic environment presents financial institutions with unprecedented circumstances and challenges which in some cases have resulted in large declines in the fair values of investments and other assets, constraints on liquidity and significant credit quality problems, including severe volatility in the valuation of real estate and other collateral supporting loans. The financial statements have been prepared using values and information currently available to the Company.

Given the volatility of current economic conditions, the values of assets and liabilities recorded in the financial statements could change rapidly, resulting in material future adjustments in asset values, the allowance for loan losses and capital that could negatively impact the Company's ability to meet regulatory capital requirements and maintain sufficient liquidity.

### **16: Commitments and Contingencies**

In the ordinary course of business, the Company makes various commitments and incurs certain contingent liabilities to fulfill the financing needs of their customers. These commitments and contingent liabilities include lines of credit and commitments to extend credit and issue standby letters of credit. The Company applies the same credit policies and standards as it does in the lending process when making these commitments. The collateral obtained is based on the assessed creditworthiness of the borrower.

At June 30, 2010 and December 31, 2009, commitments to extend credit of \$295.0 million and \$299.4 million, respectively, were outstanding. A percentage of these balances are participated out to other banks; therefore, the Company can call on the participating banks to fund future draws. Since some of these commitments are expected to expire without being drawn upon, the total commitment amount does not necessarily represent future cash requirements.

Outstanding standby letters of credit are contingent commitments issued by the Company, generally to guarantee the performance of a customer in third-party borrowing arrangements. The term of the guarantee is dependent upon the credit worthiness of the borrower, some of which are long-term. The amount of collateral obtained, if deemed necessary, is based on management's credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment, commercial real estate and residential real estate. Management uses the same credit policies in granting lines of credit as it does for on-balance-sheet instruments. The maximum amount of future payments the Company could be required to make under these guarantees at June 30, 2010 and December 31, 2009, is \$13.2 million and \$15.6 million, respectively.

The Company and/or its subsidiary bank have various unrelated legal proceedings, most of which involve loan foreclosure activity pending, which, in the aggregate, are not expected to have a material adverse effect on the financial position and results of operations of the Company.

**Table of Contents****17: Regulatory Matters**

The Bank is subject to a legal limitation on dividends that can be paid to the parent company without prior approval of the applicable regulatory agencies. Arkansas bank regulators have specified that the maximum dividend limit state banks may pay to the parent company without prior approval is 75% of the current year earnings plus 75% of the retained net earnings of the preceding year. Since, the Bank is also under supervision of the Federal Reserve, they are further limited if the total of all dividends declared in any calendar year by the Bank exceeds the Bank's net profits to date for that year combined with its retained net profits for the preceding two years. In 2009, the Company received a dividend for \$2.1 million from its banking subsidiary. During the first six months of 2010, the Company did not request any dividends from its banking subsidiary. As a result of the additional common equity raised through an underwritten public offering during September 2009, the Company does not anticipate requesting dividends from its banking subsidiary during 2010.

The Federal Reserve Board's risk-based capital guidelines include the definitions for (1) a well-capitalized institution, (2) an adequately-capitalized institution, and (3) and undercapitalized institution. The criteria for a well-capitalized institution are: a 5% Tier 1 leverage capital ratio, a 6% Tier 1 risk-based capital ratio, and a 10% total risk-based capital ratio. As of June 30, 2010, the Bank met the capital standards for a well-capitalized institution. The Company's Tier 1 leverage capital ratio, Tier 1 risk-based capital ratio, and total risk-based capital ratio were 15.73%, 19.95%, and 21.21%, respectively, as of June 30, 2010.

**18: Additional Cash Flow Information**

The following is summary of the Company's additional cash flow information during the three and six months ended:

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
	<b>(In thousands)</b>			
Interest paid	\$8,921	\$10,513	\$17,294	\$21,810
Income taxes paid	3,400		7,350	
Assets acquired by foreclosure	3,693	2,969	6,873	12,394

In connection with the Old Southern Acquisition and Key West Acquisition, accounted for by using the purchase method, the Company acquired approximately \$345.1 million and \$89.6 million in assets, assumed \$335.4 million and \$87.5 million in liabilities, and received net funds of \$9.7 million and \$2.1 million, respectively during March 2010. The following is a summary of the Company's additional cash flow information during the three and six months ended:

	<b>Three and Six Months Ended June 30, 2010</b>
	<b>(In thousands)</b>
<b>Acquisitions:</b>	
Assets acquired Old Southern	\$ 342,628
Liabilities assumed Old Southern	335,367
Bargain purchase gain	\$ 7,261
Assets acquired Key West	\$ 89,592
Liabilities assumed Key West	87,519
Bargain purchase gain	\$ 2,073



## **Table of Contents**

### **19: Financial Instruments**

FASB ASC 820 *Fair Value Measurements and Disclosures* defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. FASB ASC 820 also 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 in active markets for identical assets or liabilities

**Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in active markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

**Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

Available-for-sale securities are the only material instruments valued on a recurring basis which are held by the Company at fair value. The Company does not have any Level 1 securities. Primarily all of the Company's securities are considered to be Level 2 securities. These Level 2 securities consist of U.S. government-sponsored enterprises, mortgage-backed securities plus state and political subdivisions. As of June 30, 2010, Level 3 securities were immaterial.

Impaired loans that are collateral dependent are the only material financial assets valued on a non-recurring basis which are held by the Company at fair value. Loan impairment is reported when full payment under the loan terms is not expected. Impaired loans are carried at the fair value of collateral if the loan is collateral dependent. A portion of the allowance for loan losses is allocated to impaired loans if the value of such loans is deemed to be less than the unpaid balance. If these allocations cause the allowance for loan losses to require increase, such increase is reported as a component of the provision for loan losses. Loan losses are charged against the allowance when management believes the uncollectability of a loan is confirmed. Non-covered impaired loans, net of specific allowance, were \$36.7 million and \$27.8 million as of June 30, 2010 and December 31, 2009, respectively. This valuation would be considered Level 3, consisting of appraisals of underlying collateral.

Foreclosed assets held for sale are the only material non-financial assets valued on a non-recurring basis which are held by the Company at fair value, less estimated costs to sell. At foreclosure, if the fair value, less estimated costs to sell, of the real estate acquired is less than the Company's recorded investment in the related loan, a write-down is recognized through a charge to the allowance for loan losses. Additionally, valuations are periodically performed by management and any subsequent reduction in value is recognized by a charge to income. The fair value of foreclosed assets held for sale is estimated using Level 2 inputs based on observable market data. As of June 30, 2010 and December 31, 2009, the fair value of foreclosed assets held for sale not covered by loss share, less estimated costs to sell was \$11.6 million and \$16.5 million, respectively.

### **Fair Values of Financial Instruments**

The following methods and assumptions were used by the Company in estimating fair values of financial instruments as disclosed in these notes:

*Cash and cash equivalents and federal funds sold* For these short-term instruments, the carrying amount is a reasonable estimate of fair value.

## **Table of Contents**

*Net loans receivable not covered by loss share, net of non-covered impaired loans* For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are assumed to approximate the carrying amounts. The fair values for fixed-rate loans are estimated using discounted cash flow analysis, based on interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Loan fair value estimates include judgments regarding future expected loss experience and risk characteristics.

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

*FDIC indemnification asset* Although this asset is a contractual receivable from the FDIC, there is no effective interest rate. The Bank will collect this asset over the next several years. The amount ultimately collected will depend on the timing and amount of collections and charge-offs on the acquired assets covered by the loss sharing agreement. While this asset was recorded at its estimated fair value at acquisition date, it is not practicable to complete a fair value analysis on a quarterly or annual basis. This would involve preparing a fair value analysis of the entire portfolio of loans and foreclosed assets covered by the loss sharing agreement on a quarterly or annual basis in order to estimate the fair value of the FDIC indemnification asset.

*Accrued interest receivable* The carrying amount of accrued interest receivable approximates its fair value.

*Deposits and securities sold under agreements to repurchase* The fair values of demand, savings deposits and securities sold under agreements to repurchase are, by definition, equal to the amount payable on demand and therefore approximate their carrying amounts. The fair values for time deposits are estimated using a discounted cash flow calculation that utilizes interest rates currently being offered on time deposits with similar contractual maturities.

*Federal funds purchased* The carrying amount of federal funds purchased approximates its fair value.

*FHLB and other borrowed funds* For short-term instruments, the carrying amount is a reasonable estimate of fair value. The fair value of long-term debt is estimated based on the current rates available to the Company for debt with similar terms and remaining maturities.

*Accrued interest payable* The carrying amount of accrued interest payable approximates its fair value.

*Subordinated debentures* The fair value of subordinated debentures is estimated using the rates that would be charged for subordinated debentures of similar remaining maturities.

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

The following table presents the estimated fair values of the Company's financial instruments. The fair values of certain of these instruments were calculated by discounting expected cash flows, which involves significant judgments by management and uncertainties. Fair value is the estimated amount at which financial assets or liabilities could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale. Because no market exists for certain of these financial instruments and because management does not intend to sell these financial instruments, the Company does not know whether the fair values shown below represent values at which the respective financial instruments could be sold individually or in the aggregate.



**Table of Contents**

	<b>June 30, 2010</b>	
	<b>Carrying</b>	<b>Fair Value</b>
	<b>Amount</b>	<b>(In thousands)</b>
Financial assets:		
Cash and cash equivalents	\$ 188,214	\$ 188,214
Federal funds sold	8,665	8,665
Loans receivable not covered by loss share, net of non-covered impaired loans and allowance	1,885,197	1,883,721
Loans receivable covered by FDIC loss share	218,283	218,283
FDIC indemnification asset	83,262	83,262
Accrued interest receivable	13,071	13,071
Financial liabilities:		
Deposits:		
Demand and non-interest bearing	\$ 337,073	\$ 337,073
Savings and interest-bearing transaction accounts	833,912	833,912
Time deposits	1,015,507	1,021,583
Federal funds purchased		
Securities sold under agreements to repurchase	62,869	62,869
FHLB and other borrowed funds	232,416	236,830
Accrued interest payable	2,961	2,961
Subordinated debentures	47,439	51,465
	<b>December 31, 2009</b>	
	<b>Carrying</b>	<b>Fair Value</b>
	<b>Amount</b>	<b>(In thousands)</b>
Financial assets:		
Cash and cash equivalents	\$ 173,490	\$ 173,490
Federal funds sold	11,760	11,760
Loans receivable not covered by loss share, net of non-covered impaired loans and allowance	1,879,544	1,876,544
Accrued interest receivable	13,137	13,137
Financial liabilities:		
Deposits:		
Demand and non-interest bearing	\$ 302,228	\$ 302,228
Savings and interest-bearing transaction accounts	714,744	714,744
Time deposits	818,451	823,139
Federal funds purchased		
Securities sold under agreements to repurchase	62,000	62,000
FHLB and other borrowed funds	264,360	265,246
Accrued interest payable	3,245	3,245
Subordinated debentures	47,484	52,325

## **Table of Contents**

### **20: Recent Accounting Pronouncements**

In June 2009, FASB issued FASB ASC 860, *Transfers and Servicing*. The objective of FASB ASC 860 is to improve the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets; the effects of a transfer on its financial position, financial performance, and cash flows; and a transferor's continuing involvement in transferred financial assets. FASB ASC 860 shall be effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period, and for interim and annual reporting periods thereafter. The adoption of ASC 860 did not have a material effect on the Company's consolidated financial statements.

In June 2009, FASB issued FASB ASC 810, *Consolidation*. The objective of FASB ASC 810 is to improve financial reporting by enterprises involved with variable interest entities and to provide more relevant and reliable information to users of financial statements. FASB ASC 810 shall be effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period, and for interim and annual reporting periods thereafter. Earlier application is prohibited. The adoption of ASC 810 did not have a material effect on the Company's consolidated financial statements.

In January 2010, FASB issued an amendment to FASB ASC 820, *Fair Value Measurements and Disclosures*. The objective of this amendment requires new disclosures regarding significant transfers in and out of Level 1 and 2 fair value measurements and the reasons for the transfers. This amendment also requires that a reporting entity should present information separately about purchases, sales, issuances and settlements, on a gross basis rather than a net basis for activity in Level 3 fair value measurements using significant unobservable inputs. This amendment also clarifies existing disclosures on the level of disaggregation, in that the reporting entity needs to use judgment in determining the appropriate classes of assets and liabilities, and that a reporting entity should provide disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements for Level 2 and 3. The new disclosures and clarifications of existing disclosures for ASC 820 are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the rollforward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The adoption of ASC 820 did not have a material effect on the Company's consolidated financial statements.

### **21. Subsequent Events**

On July 30, 2010, Centennial Bank entered into purchase and assumption agreements with the FDIC, as receiver, pursuant to which Centennial Bank acquired certain assets and assumed substantially all of the deposits and certain liabilities of Coastal Community Bank (Coastal) and Bayside Savings Bank (Bayside). These two institutions had been under common ownership of Coastal Community Investments, Inc.

Prior to the acquisition, Coastal and Bayside operated 13 branch offices in the Florida Panhandle. Excluding the effects of purchase accounting adjustments, Centennial Bank acquired approximately \$424.9 million in assets and assumed approximately \$422.3 million of the deposits of Coastal and Bayside. Additionally, excluding the effect of purchase accounting adjustments Centennial Bank purchased loans of approximately \$324.8 million, \$23.0 million of foreclosed assets and \$19.2 million of investment securities.

**Table of Contents**

**Report of Independent Registered Public Accounting Firm**

Audit Committee, Board of Directors and Stockholders

Home BancShares, Inc.

Conway, Arkansas

We have reviewed the accompanying condensed consolidated balance sheet of Home BancShares, Inc. as of June 30, 2010 and the related condensed consolidated statements of income for the three-month and six-month periods ended June 30, 2010 and 2009 and consolidated statements of stockholders' equity and cash flows for the six-month periods ended June 30, 2010 and 2009. These interim financial statements are the responsibility of the Company's management.

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

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

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2009, and the related consolidated statements of income, stockholders' equity and cash flows for the year then ended (not presented herein); and in our report dated March 5, 2010, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2009, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ BKD, LLP

Little Rock, Arkansas

August 9, 2010

**Table of Contents****Item 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion should be read in conjunction with our Form 10-K, filed with the Securities and Exchange Commission on March 5, 2010, which includes the audited financial statements for the year ended December 31, 2009. *Unless the context requires otherwise, the terms "Company", "us", "we", and "our" refer to Home BancShares, Inc. on a consolidated basis.*

**General**

We are a bank holding company headquartered in Conway, Arkansas, offering a broad array of financial services through our wholly owned bank subsidiary, Centennial Bank. As of June 30, 2010, we had, on a consolidated basis, total assets of \$3.04 billion, loans receivable not covered by loss share of \$1.97 billion, total deposits of \$2.19 billion, and stockholders' equity of \$487.1 million.

We generate most of our revenue from interest on loans and investments, service charges, and mortgage banking income. Deposits and FHLB borrowed funds are our primary sources of funding. Our largest expenses are interest on our funding sources and salaries and related employee benefits. We measure our performance by calculating our return on average common equity, return on average assets, and net interest margin. We also measure our performance by our efficiency ratio, which is calculated by dividing non-interest expense less amortization of core deposit intangibles by the sum of net interest income on a tax equivalent basis and non-interest income. Per share amounts have been adjusted for the 10% stock dividend which occurred in June of 2010.

**Key Financial Measures**

	<b>As of or for the Three Months Ended June 30,</b>		<b>As of or for the Six Months Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
	<b>(Dollars in thousands, except per share data)</b>			
Total assets	\$ 3,038,889	\$ 2,579,926	\$ 3,038,889	\$ 2,579,926
Loans receivable not covered by loss share	1,965,489	1,972,704	1,965,489	1,972,704
Loans receivable covered by FDIC loss share	218,283		218,283	
Total deposits	2,186,492	1,832,065	2,186,492	1,832,065
Net income	8,957	5,441	21,838	11,686
Net income available to common stockholders	8,287	4,771	20,498	10,450
Basic earnings per common share	0.29	0.22	0.72	0.48
Diluted earnings per common share	0.29	0.22	0.72	0.47
Diluted cash earnings per common share (1)	0.30	0.23	0.74	0.50
Annualized net interest margin FTE	4.30%	4.08%	4.28%	4.01%
Efficiency ratio	49.39	62.67	45.68	62.40
Annualized return on average assets	1.17	0.84	1.51	0.91
Annualized return on average common equity	7.69	6.53	9.72	7.26

(1) See Table 19  
Diluted Cash  
Earnings Per  
Share for a  
reconciliation to  
GAAP for  
diluted cash  
earnings per

share.

**Table of Contents****Overview*****Results of Operations for Three Months Ended June 30, 2010 and 2009***

Our net income increased 64.6% to \$9.0 million for the three-month period ended June 30, 2010, from \$5.4 million for the same period in 2009. On a diluted earnings per share basis, our earnings were \$0.29 and \$0.22 for the three-month periods ended June 30, 2010 and 2009, respectively. The \$3.5 million increase in net income is primarily associated with \$5.3 million of additional net interest income from a 22 basis point increase in net interest margin combined with the additional earning assets from our two FDIC-assisted transactions plus new income from FDIC indemnification accretion, reduced costs associated with mergers and acquisitions, FDIC assessments and advertising offset by the higher provision for loan losses, increased OREO losses and lower mortgage lending income.

Our annualized return on average assets was 1.17% for the three months ended June 30, 2010, compared to 0.84% for the same period in 2009. Our annualized return on average common equity was 7.69% for the three months ended June 30, 2010, compared to 6.53% for the same period in 2009, respectively. The improvements in annualized return on average assets and annualized return on average common equity were primarily due to the previously discussed changes in earnings and assets for the three months ended June 30, 2010, compared to the same period in 2009.

Our annualized net interest margin, on a fully taxable equivalent basis, was 4.30% for the three months ended June 30, 2010, compared to 4.08% for the same period in 2009. Our ability to improve pricing on our deposits and hold down the decline of interest rates on earning assets allowed the Company to expand net interest margin by 22 basis points.

Our efficiency ratio was 49.39% for the three months ended June 30, 2010, compared to 62.67% for the same period in 2009. This positive progress was primarily due to our ability to raise net interest margin and the continued improvement of our overall operations.

***Results of Operations for Six Months Ended June 30, 2010 and 2009***

Our net income increased 86.9% to \$21.8 million for the six-month period ended June 30, 2010, from \$11.7 million for the same period in 2009. On a diluted earnings per share basis, our earnings were \$0.72 and \$0.47 for the six-month periods ended June 30, 2010 and 2009, respectively. The \$10.2 million increase in net income is primarily associated with an \$9.3 million pre-tax gain on the first quarter 2010 FDIC-assisted acquisitions, \$8.4 million of additional net interest income from a 27 basis point increase in net interest margin combined with the additional earning assets from our two FDIC-assisted transactions plus new income from FDIC indemnification accretion, reduced costs associated with mergers and acquisitions, FDIC assessments and advertising offset by the higher provision for loan losses, increased OREO losses and lower mortgage lending income.

In addition to the \$9.3 million pre-tax gain on the acquisitions, the Company incurred \$1.3 million of acquisition expenses for the transactions during the first six months of 2010. The combined financial impact of these items to the Company on an after-tax basis is a profit of \$4.9 million or \$0.17 diluted earnings per common share (stock dividend adjusted). If adjusted for these non core items, the announced profit for the first six months of 2010 would reflect core net income of \$17.0 million or \$0.55 diluted earnings per share.

Our annualized return on average assets was 1.51% for the six months ended June 30, 2010, compared to 0.91% for the same period in 2009. Our annualized return on average common equity was 9.72% for the six months ended June 30, 2010, compared to 7.26% for the same period in 2009, respectively. The improvements in annualized return on average assets and annualized return on average common equity were primarily due to the previously discussed changes in earnings and assets for the six months ended June 30, 2010, compared to the same period in 2009.

**Table of Contents**

Our annualized net interest margin, on a fully taxable equivalent basis, was 4.28% for the six months ended June 30, 2010, compared to 4.01% for the same period in 2009. Our ability to improve pricing on our deposits and hold down the decline of interest rates on earning assets allowed the Company to expand net interest margin by 27 basis points.

Our efficiency ratio was 45.68% for the six months ended June 30, 2010, compared to 62.40% for the same period in 2009. This positive progress was primarily due to the gains earned on acquisitions, our ability to raise net interest margin and the continued improvement of our overall operations. Excluding the \$8.0 million pre-tax combined profit on the FDIC-assisted acquisitions and \$245,000 of losses on OREO, our core efficiency ratio for the six-months ended June 30, 2010 would have been 49.69%.

***Financial Condition as of and for the Period Ended June 30, 2010 and December 31, 2009***

Our total assets as of June 30, 2010 increased \$354.0 million, an annualized growth of 26.6%, to \$3.04 billion from the \$2.68 billion reported as of December 31, 2009. Our loan portfolio not covered by loss share increased slightly by \$15.2 million, an annualized growth of 1.6%, to \$1.97 billion as of June 30, 2010, from \$1.95 billion as of December 31, 2009. Stockholders' equity increased \$22.1 million to \$487.1 million as of June 30, 2010, compared to \$465.0 million as of December 31, 2009. The increase in assets is primarily associated with assets acquired in our recent FDIC-assisted acquisitions. The increase in stockholders' equity is primarily associated with the \$25.2 million of comprehensive income less the \$4.3 million of dividends paid for 2010. The annualized growth in stockholders' equity for the first six months of 2010 was 9.6%.

As of June 30, 2010, our non-performing non-covered loans slightly improved to \$38.1 million, or 1.94%, of total non-covered loans from \$39.9 million, or 2.05%, of total non-covered loans as of December 31, 2009. The allowance for loan losses as a percent of non-performing loans increased to 114.41% as of June 30, 2010, compared to 107.57% as of December 31, 2009. Non-performing non-covered loans in Florida were \$26.0 million at June 30, 2010 compared to \$30.2 million as of December 31, 2009.

As of June 30, 2010, our non-performing non-covered assets improved to \$50.1 million, or 1.83%, of total non-covered assets from \$56.8 million, or 2.12%, of total non-covered assets as of December 31, 2009. Non-performing non-covered assets in Florida were \$32.3 million at June 30, 2010 compared to \$40.8 million as of December 31, 2009.

**Table of Contents****Critical Accounting Policies**

*Overview.* We prepare our consolidated financial statements based on the selection of certain accounting policies, generally accepted accounting principles and customary practices in the banking industry. These policies, in certain areas, require us to make significant estimates and assumptions. Our accounting policies are described in detail in the notes to our consolidated financial statements in Note 1 of the audited consolidated financial statements included in our Form 10-K, filed with the Securities and Exchange Commission.

We consider a policy critical if (i) the accounting estimate requires assumptions about matters that are highly uncertain at the time of the accounting estimate; and (ii) different estimates that could reasonably have been used in the current period, or changes in the accounting estimate that are reasonably likely to occur from period to period, would have a material impact on our financial statements. Using these criteria, we believe that the accounting policies most critical to us are those associated with our lending practices, including the accounting for the allowance for loan losses, investments, intangible assets, income taxes and stock options.

*Investments.* Securities available for sale are reported at fair value with unrealized holding gains and losses reported as a separate component of stockholders' equity and other comprehensive income (loss). Securities that are held as available for sale are used as a part of our asset/liability management strategy. Securities that may be sold in response to interest rate changes, changes in prepayment risk, the need to increase regulatory capital, and other similar factors are classified as available for sale.

*Loans Receivable Not Covered by Loss Share and Allowance for Loan Losses.* Substantially all of our loans receivable not covered by loss share are reported at their outstanding principal balance adjusted for any charge-offs, as it is management's intent to hold them for the foreseeable future or until maturity or payoff, except for mortgage loans held for sale. Interest income on loans is accrued over the term of the loans based on the principal balance outstanding.

The allowance for loan losses is established through a provision for loan losses charged against income. The allowance represents an amount that, in management's judgment, will be adequate to absorb probable credit losses on identifiable loans that may become uncollectible and probable credit losses inherent in the remainder of the loan portfolio. The amounts of provisions for loan losses are based on management's analysis and evaluation of the loan portfolio for identification of problem credits, internal and external factors that may affect collectability, relevant credit exposure, particular risks inherent in different kinds of lending, current collateral values and other relevant factors.

The allowance consists of allocated and general components. The allocated component relates to loans that are classified as impaired. For those loans that are classified as impaired, an allowance is established when the discounted cash flows, or collateral value or observable market price of the impaired loan is lower than the carrying value of that loan. The general component covers non-classified loans and is based on historical charge-off experience and expected loss given default derived from the Bank's internal risk rating process. Other adjustments may be made to the allowance for pools of loans after an assessment of internal or external influences on credit quality that are not fully reflected in the historical loss or risk rating data.

Loans considered impaired, under FASB ASC 310-10-35 (formerly SFAS No. 114, *Accounting by Creditors for Impairment of a Loan*, as amended by SFAS No. 118, *Accounting by Creditors for Impairment of a Loan-Income Recognition and Disclosures*), are loans for which, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. The Company applies this policy even if delays or shortfalls in payment are expected to be insignificant. The aggregate amount of impairment of loans is utilized in evaluating the adequacy of the allowance for loan losses and amount of provisions thereto. Losses on impaired loans are charged against the allowance for loan losses when in the process of collection it appears likely that such losses will be realized. The accrual of interest on impaired loans is discontinued when, in management's opinion, the borrower may be unable to meet payments as they become due. When accrual of interest is discontinued, all unpaid accrued interest is reversed.



**Table of Contents**

Groups of loans with similar risk characteristics, including individually evaluated loans not determined to be impaired, are collectively evaluated for impairment based on the group's historical loss experience adjusted for changes in trends, conditions and other relevant factors that affect repayment of the loans. Accordingly, the Company does not separately identify individual consumer and residential loans for impairment measurements.

Loans are placed on non-accrual status when management believes that the borrower's financial condition, after giving consideration to economic and business conditions and collection efforts, is such that collection of interest is doubtful, or generally when loans are 90 days or more past due. Loans are charged against the allowance for loan losses when management believes that the collectability of the principal is unlikely. Accrued interest related to non-accrual loans is generally charged against the allowance for loan losses when accrued in prior years and reversed from interest income if accrued in the current year. Interest income on non-accrual loans may be recognized to the extent cash payments are received, although the majority of payments received are usually applied to principal. Non-accrual loans are generally returned to accrual status when principal and interest payments are less than 90 days past due, the customer has made required payments for at least six months, and we reasonably expect to collect all principal and interest.

*Acquisition Accounting, Covered Loans and Related Indemnification Asset.* Beginning in 2009, the Company accounts for its acquisitions under ASC Topic 805, *Business Combinations*, which requires the use of the purchase method of accounting. All identifiable assets acquired, including loans, are recorded at fair value. No allowance for loan losses related to the acquired loans is recorded on the acquisition date as the fair value of the loans acquired incorporates assumptions regarding credit risk. Loans acquired are recorded at fair value in accordance with the fair value methodology prescribed in ASC Topic 820, exclusive of the shared-loss agreements with the Federal Deposit Insurance Corporation (FDIC). The fair value estimates associated with the loans include estimates related to expected prepayments and the amount and timing of undiscounted expected principal, interest and other cash flows.

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

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

The shared-loss agreements continue to be measured on the same basis as the related indemnified loans. Because the acquired loans are subject to the accounting prescribed by ASC Topic 310, subsequent changes to the basis of the shared-loss agreements also follow that model. Deterioration in the credit quality of the loans (immediately recorded as an adjustment to the allowance for loan losses) would immediately increase the basis of the shared-loss agreements, with the offset recorded through the consolidated statement of income. Increases in the credit quality or cash flows of loans (reflected as an adjustment to yield and accreted into income over the remaining life of the loans) decrease the basis of the shared-loss agreements, with such decrease being accreted into income over 1) the same period or 2) the life of the shared-loss agreements, whichever is shorter. Loss assumptions used in the basis of the indemnified loans are consistent with the loss assumptions used to measure the indemnification asset. Fair value accounting incorporates into the fair value of the indemnification asset an element of the time value of money, which is accreted back into income over the life of the shared-loss agreements.

Upon the determination of an incurred loss the indemnification asset will be reduced by the amount owed by the FDIC. A corresponding, claim receivable is recorded until cash is received from the FDIC.

**Table of Contents**

*Intangible Assets.* Intangible assets consist of goodwill and core deposit intangibles. Goodwill represents the excess purchase price over the fair value of net assets acquired in business acquisitions. The core deposit intangible represents the excess intangible value of acquired deposit customer relationships as determined by valuation specialists. The core deposit intangibles are being amortized over 84 to 114 months on a straight-line basis. Goodwill is not amortized but rather is evaluated for impairment on at least an annual basis. We perform an annual impairment test of goodwill and core deposit intangibles as required by FASB ASC 350, *Intangibles - Goodwill and Other* in the fourth quarter.

*Income Taxes.* The Company accounts for income taxes in accordance with income tax accounting guidance (ASC 740, *Income Taxes*). The income tax accounting guidance results in two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by applying the provisions of the enacted tax law to the taxable income or excess of deductions over revenues. The Company determines deferred income taxes using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and enacted changes in tax rates and laws are recognized in the period in which they occur.

Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances and information available at the reporting date and is subject to the management's judgment. Deferred tax assets are reduced by a valuation allowance if, based on the weight of evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized.

The Company and its subsidiary file consolidated tax returns. Its subsidiary provides for income taxes on a separate return basis, and remits to the Company amounts determined to be currently payable.

*Stock Options.* In accordance with FASB ASC 718, *Compensation - Stock Compensation* and FASB ASC 505-50, *Equity-Based Payments to Non-Employees*, the fair value of each option award is estimated on the date of grant. The Company recognizes compensation expense for the grant-date fair value of the option award over the vesting period of the award.

**Acquisitions*****Acquisition Old Southern Bank***

On March 12, 2010, Centennial Bank entered into a purchase and assumption agreement (Old Southern Agreement) with the FDIC, as receiver, pursuant to which Centennial Bank acquired certain assets and assumed substantially all of the deposits and certain liabilities of Old Southern Bank (Old Southern).

Prior to the acquisition, Old Southern operated 7 banking centers in the Orlando, Florida metropolitan area. Excluding the effects of purchase accounting adjustments, Centennial Bank acquired \$335.3 million in assets and assumed approximately \$328.5 million of the deposits of Old Southern. Additionally, Centennial Bank purchased loans with an estimated fair value of \$179.1 million, \$3.0 million of foreclosed assets and \$30.4 million of investment securities.

See Note 2 Business Combinations to the Consolidated Financial Statements for an additional discussion for the acquisition of Old Southern.

## **Table of Contents**

### ***Acquisition Key West Bank***

On March 26, 2010, Centennial Bank, entered into separate purchase and assumption agreements (Key West Bank Agreement) with the FDIC, as receiver, pursuant to which Centennial Bank acquired certain assets and assumed substantially all of the deposits and certain liabilities of Key West Bank (Key West).

Prior to the acquisition, Key West operated one banking center located in Key West, Florida. Excluding the effects of purchase accounting adjustments, Centennial Bank acquired \$96.8 million in assets and assumed approximately \$66.7 million of the deposits of Key West. Additionally, Centennial Bank purchased loans with an estimated fair value of \$46.9 million, \$5.7 million of foreclosed assets and assumed \$20.0 million of FHLB advances.

See Note 2 Business Combinations to the Consolidated Financial Statements for an additional discussion for the acquisition of Key West.

### ***Future Acquisitions***

In our continuing evaluation of our growth plans for the Company, we believe properly priced bank acquisitions can complement our organic growth and de novo branching growth strategies. In the near term, our principal acquisition focus will be to expand our presence in Florida, Arkansas and other nearby markets through pursuing additional FDIC-assisted acquisition opportunities. While we seek to be a successful bidder to the FDIC on one or more additional failed depository institutions within our targeted markets, there is no assurance that we will be the winning bidder on other FDIC-assisted transactions.

We will continue evaluating all types of potential bank acquisitions to determine what is in the best interest of our Company. Our goal in making these decisions is to maximize the return to our investors.

### **Branches**

We intend to continue to open new (commonly referred to as de novo) branches in our current markets and in other attractive market areas if opportunities arise. Presently, we are evaluating additional opportunities but have no firm commitments for any additional de novo branch locations.

During 2010, Centennial Bank entered into two loss sharing agreements with the FDIC. Through these two transactions, we added a total of eight branch locations in Florida. These branch locations include three in Orlando, one in Winter Park, two in Longwood, one in Clermont and one in Key West. The Company plans to keep all of these branches except for one location in downtown Orlando. The downtown Orlando location will be closed during the third quarter of 2010.

### **Charter Consolidation**

During 2009, we combined the charters of our subsidiary banks into a single charter and adopted Centennial Bank as the common name. In the fourth quarter of 2008, First State Bank and Marine Bank consolidated and adopted Centennial Bank as its new name. Community Bank and Bank of Mountain View were completed in the first quarter of 2009, and Twin City Bank and the original Centennial Bank finished the process in June of 2009.

All of our banks now have the same name, logo and charter, allowing for a more customer-friendly banking experience and seamless transactions across our entire banking network. We remain committed, however, to our community banking philosophy and will continue to rely on local community bank boards and management built around experienced bankers with strong local relationships.

**Table of Contents****Results of Operations*****For Three Months Ended June 30, 2010 and 2009***

Our net income increased 64.6% to \$9.0 million for the three-month period ended June 30, 2010, from \$5.4 million for the same period in 2009. On a diluted earnings per share basis, our earnings were \$0.29 and \$0.22 for the three-month periods ended June 30, 2010 and 2009, respectively. The \$3.5 million increase in net income is primarily associated with \$5.4 million of additional net interest income from a 22 basis point increase in net interest margin combined with the additional earning assets from our two FDIC-assisted transactions plus new income from FDIC indemnification accretion, reduced costs associated with mergers and acquisitions, FDIC assessments and advertising offset by the higher provision for loan losses, increased OREO losses and lower mortgage lending income.

***For Six Months Ended June 30, 2010 and 2009***

Our net income increased 86.9% to \$21.8 million for the six-month period ended June 30, 2010, from \$11.7 million for the same period in 2009. On a diluted earnings per share basis, our earnings were \$0.72 and \$0.47 for the six-month periods ended June 30, 2010 and 2009, respectively. The \$10.2 million increase in net income is primarily associated with an \$9.3 million pre-tax gain on the first quarter 2010 FDIC-assisted acquisitions, \$8.4 million of additional net interest income from a 27 basis point increase in net interest margin combined with the additional earning assets from our two FDIC-assisted transactions plus new income from FDIC indemnification accretion, reduced costs associated with mergers and acquisitions, FDIC assessments and advertising offset by the higher provision for loan losses, increased OREO losses and lower mortgage lending income.

In addition to the \$9.3 million pre-tax gain on the acquisitions, the Company incurred \$1.3 million of acquisition expenses for the transactions during the first six months of 2010. The combined financial impact of these items to the Company on an after-tax basis is a profit of \$4.9 million or \$0.17 diluted earnings per common share (stock dividend adjusted). If adjusted for these non core items, the announced profit for the first six months of 2010 would reflect core net income of \$17.0 million or \$0.55 diluted earnings per share.

***Net Interest Income***

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

The Federal Reserve Board sets various benchmark rates, including the Federal Funds rate, and thereby influences the general market rates of interest, including the deposit and loan rates offered by financial institutions. The Federal Funds rate, which is the cost to banks of immediately available overnight funds, began in 2008 at 4.25%. During 2008, the rate decreased by 75 basis points on January 22, 2008, 50 basis points on January 30, 2008, 75 basis points on March 18, 2008, 25 basis points on April 30, 2008 and 50 basis points to a rate of 1.50% as of October 8, 2008. The rate continued to fall 50 basis points on October 29, 2008 and 75 to 100 basis points to a low of 0.25% to 0% on December 16, 2008.

**Table of Contents**

Net interest income on a fully taxable equivalent basis increased \$5.4 million, or 22.9%, to \$29.1 million for the three-month period ended June 30, 2010, from \$23.6 million for the same period in 2009. This increase in net interest income was the result of a \$3.8 million increase in interest income combined with a \$1.6 million decrease in interest expense. The \$3.8 million increase in interest income was primarily the result of a higher level of earning assets combine with improved pricing of our earning assets. The higher level of earning assets resulted in an increase in interest income of \$3.7 million, while the repricing of our earning assets resulted in a \$134,000 increase in interest income for the three-month period ended June 30, 2010. The Company has worked diligently to hold the changes to interest rates on earning assets to a minimum during this lower rate environment. The \$1.6 million decrease in interest expense for the three-month period ended June 30, 2010, is primarily the result of our interest bearing liabilities repricing in the lower interest rate environment offset by an increase in our interest bearing liabilities. The repricing of our interest bearing liabilities in the lower interest rate environment resulted in a \$2.4 million decrease in interest expense. The higher level of our interest bearing liabilities resulted in additional interest expense of \$786,000.

Net interest income on a fully taxable equivalent basis increased \$8.7 million, or 18.7%, to \$55.0 million for the six-month period ended June 30, 2010, from \$46.3 million for the same period in 2009. This increase in net interest income was the result of a \$3.9 million increase in interest income combined with a \$4.7 million decrease in interest expense. The \$3.9 million increase in interest income was primarily the result of a higher level of earning assets offset by the repricing of our earning assets. The higher level of earning assets resulted in an increase in interest income of \$4.1 million, while the repricing of our earning assets resulted in a \$200,000 decrease in interest income for the six-month period ended June 30, 2010. The Company has worked diligently to hold the changes to interest rates on earning assets to a minimum during this lower rate environment. The \$4.7 million decrease in interest expense for the six-month period ended June 30, 2010, is primarily the result of our interest bearing liabilities repricing in the lower interest rate environment offset by an increase in our interest bearing liabilities. The repricing of our interest bearing liabilities in the lower interest rate environment resulted in a \$5.1 million decrease in interest expense. The higher level of our interest bearing liabilities resulted in additional interest expense of \$358,000.

Net interest margin, on a fully taxable equivalent basis, was 4.30% and 4.28% for the three and six months ended June 30, 2010 compared to 4.08% and 4.01% for the same periods in 2009, respectively. Our ability to improve pricing on our deposits and hold the changes of interest rates on earning assets to a minimum allowed the Company to expand net interest margin.

**Table of Contents**

Tables 1 and 2 reflect an analysis of net interest income on a fully taxable equivalent basis for the three-month and six-month periods ended June 30, 2010 and 2009, as well as changes in fully taxable equivalent net interest margin for the three-month and six-month periods ended June 30, 2010, compared to the same period in 2009.

**Table 1: Analysis of Net Interest Income**

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
	<b>(Dollars in thousands)</b>			
Interest income	\$ 36,657	\$ 32,996	\$ 69,719	\$ 66,104
Fully taxable equivalent adjustment	1,067	923	2,117	1,788
Interest income fully taxable equivalent	37,724	33,919	71,836	67,892
Interest expense	8,672	10,275	16,835	21,572
Net interest income fully taxable equivalent	\$ 29,052	\$ 23,644	\$ 55,001	\$ 46,320
Yield on earning assets fully taxable equivalent	5.58%	5.85%	5.59%	5.87%
Cost of interest-bearing liabilities	1.57	2.11	1.62	2.20
Net interest spread fully taxable equivalent	4.01	3.74	3.97	3.67
Net interest margin fully taxable equivalent	4.30	4.08	4.28	4.01

**Table 2: Changes in Fully Taxable Equivalent Net Interest Margin**

	<b>Three Months Ended June 30, 2010 vs. 2009</b>	<b>Six Months Ended June 30, 2010 vs. 2009</b>
	<b>(In thousands)</b>	
Increase (decrease) in interest income due to change in earning assets	\$ 3,671	\$ 4,144
Increase (decrease) in interest income due to change in earning asset yields	134	(200)
(Increase) decrease in interest expense due to change in interest-bearing liabilities	(786)	(358)
(Increase) decrease in interest expense due to change in interest rates paid on interest-bearing liabilities	2,389	5,095
Increase (decrease) in net interest income	\$ 5,408	\$ 8,681

**Table of Contents**

Table 3 shows, for each major category of earning assets and interest-bearing liabilities, the average amount outstanding, the interest income or expense on that amount and the average rate earned or expensed for the three-month and six-month periods ended June 30, 2010 and 2009. The table also shows the average rate earned on all earning assets, the average rate expensed on all interest-bearing liabilities, the net interest spread and the net interest margin for the same periods. The analysis is presented on a fully taxable equivalent basis. Non-accrual loans were included in average loans for the purpose of calculating the rate earned on total loans.

**Table 3: Average Balance Sheets and Net Interest Income Analysis**

	Three Months Ended June 30,					
	2010			2009		
	Average Balance	Income / Expense	Yield / Rate (Dollars in thousands)	Average Balance	Income / Expense	Yield / Rate
<b>ASSETS</b>						
Earnings assets						
Interest-bearing balances due from banks	\$ 155,563	\$ 81	0.21%	\$ 5,854	\$ 8	0.55%
Federal funds sold	5,948	5	0.34	11,513	4	0.14
Investment securities taxable	222,483	1,934	3.49	209,597	2,252	4.31
Investment securities non-taxable	137,420	2,427	7.08	120,364	2,146	7.15
Gross loans including covered loans and indemnification asset	2,188,297	33,277	6.10	1,979,837	29,509	5.98
Total interest-earning assets	2,709,711	37,724	5.58	2,327,165	33,919	5.85
Non-earning assets	348,243			263,118		
Total assets	\$ 3,057,954			\$ 2,590,283		
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>						
Liabilities						
Interest-bearing liabilities						
Savings and interest-bearing transaction accounts	\$ 861,757	\$ 1,305	0.61%	\$ 674,055	\$ 1,176	0.70%
Time deposits	1,004,269	4,567	1.82	872,895	5,955	2.74
Total interest-bearing deposits	1,866,026	5,872	1.26	1,546,950	7,131	1.85
Federal funds purchased	32		0.00	5,103	2	0.16
Securities sold under agreement to repurchase	60,803	118	0.78	72,037	124	0.69
FHLB borrowed funds	243,544	2,082	3.43	277,702	2,359	3.41

Edgar Filing: HOME BANCSHARES INC - Form 10-Q

Subordinated debentures	47,453	600	5.07	47,543	659	5.56
Total interest-bearing liabilities	2,217,858	8,672	1.57	1,949,335	10,275	2.11
Non-interest bearing liabilities						
Non-interest bearing deposits	338,208			285,637		
Other liabilities	20,070			13,219		
Total liabilities	2,576,136			2,248,191		
Stockholders' equity	481,818			342,092		
Total liabilities and stockholders' equity	\$ 3,057,954			\$ 2,590,283		
Net interest spread			4.01%			3.74%
Net interest income and margin		\$ 29,052	4.30%		\$ 23,644	4.08%



**Table of Contents****Table 3: Average Balance Sheets and Net Interest Income Analysis**

	Six Months Ended June 30,					
	2010			2009		
	Average Balance	Income / Expense	Yield / Rate (Dollars in thousands)	Average Balance	Income / Expense	Yield / Rate
<b>ASSETS</b>						
Earnings assets						
Interest-bearing balances due from banks	\$ 148,294	\$ 166	0.23%	\$ 7,221	\$ 20	0.56%
Federal funds sold	6,650	10	0.30	12,673	11	0.18
Investment securities taxable	208,482	3,562	3.45	220,130	4,905	4.49
Investment securities non-taxable	137,774	4,814	7.05	118,723	4,210	7.15
Gross loans including covered loans and indemnification asset	2,091,764	63,284	6.10	1,973,420	58,746	6.00
Total interest-earning assets	2,592,964	71,836	5.59	2,332,167	67,892	5.87
Non-earning assets	313,912			262,071		
Total assets	\$ 2,906,876			\$ 2,594,238		
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>						
Liabilities						
Interest-bearing liabilities						
Savings and interest-bearing transaction accounts	\$ 809,666	\$ 2,389	0.60%	\$ 670,687	\$ 2,461	0.74%
Time deposits	933,745	8,778	1.90	893,087	12,788	2.89
Total interest-bearing deposits	1,743,411	11,167	1.29	1,563,774	15,249	1.97
Federal funds purchased	38		0.00	4,450	4	0.18
Securities sold under agreement to repurchase	57,319	212	0.75	78,348	235	0.60
FHLB borrowed funds	245,518	4,259	3.50	279,280	4,749	3.43
Subordinated debentures	47,464	1,197	5.09	47,554	1,335	5.66
Total interest-bearing liabilities	2,093,750	16,835	1.62	1,973,406	21,572	2.20

Non-interest bearing liabilities				
Non-interest bearing deposits	322,157		275,175	
Other liabilities	16,192		10,517	
Total liabilities	2,432,099		2,259,098	
Stockholders' equity	474,777		335,140	
Total liabilities and stockholders' equity	\$ 2,906,876		\$ 2,594,238	
Net interest spread		3.97%		3.67%
Net interest income and margin	\$ 55,001	4.28%	\$ 46,320	4.01%

**Table of Contents**

Table 4 shows changes in interest income and interest expense resulting from changes in volume and changes in interest rates for the three-month and six-month periods ended June 30, 2010 compared to the same periods in 2009, on a fully taxable basis. The changes in interest rate and volume have been allocated to changes in average volume and changes in average rates, in proportion to the relationship of absolute dollar amounts of the changes in rates and volume.

**Table 4: Volume/Rate Analysis**

	Three Months Ended June 30, 2010 over 2009			Six Months Ended June 30, 2010 over 2009		
	Volume	Yield/Rate	Total (In thousands)	Volume	Yield/Rate	Total
Increase (decrease) in:						
Interest income:						
Interest-bearing balances due from banks	\$ 81	\$ (8)	\$ 73	\$ 165	\$ (19)	\$ 146
Federal funds sold	(3)	4	1	(7)	6	(1)
Investment securities taxable	132	(450)	(318)	(249)	(1,094)	(1,343)
Investment securities non-taxable	301	(20)	281	667	(63)	604
Loans receivable	3,160	608	3,768	3,568	970	4,538
Total interest income	3,671	134	3,805	4,144	(200)	3,944
Interest expense:						
Interest-bearing transaction and savings deposits	298	(169)	129	459	(531)	(72)
Time deposits	803	(2,191)	(1,388)	559	(4,569)	(4,010)
Federal funds purchased	(1)	(1)	(2)	(2)	(2)	(4)
Securities sold under agreement to repurchase	(21)	15	(6)	(71)	48	(23)
FHLB borrowed funds	(292)	15	(277)	(584)	94	(490)
Subordinated debentures	(1)	(58)	(59)	(3)	(135)	(138)
Total interest expense	786	(2,389)	(1,603)	358	(5,095)	(4,737)
Increase (decrease) in net interest income	\$ 2,885	\$ 2,523	\$ 5,408	\$ 3,786	\$ 4,895	\$ 8,681

**Provision for Loan Losses**

Our management assesses the adequacy of the allowance for loan losses by applying the provisions of FASB ASC 310-10-35 (formerly Statement of Financial Accounting Standards No. 5, *Accounting for Contingencies* and No. 114, *Accounting by Creditors for Impairment of a Loan*). Specific allocations are determined for loans considered to be impaired and loss factors are assigned to the remainder of the loan portfolio to determine an appropriate level in the allowance for loan losses. The allowance is increased, as necessary, by making a provision for loan losses. The specific allocations for impaired loans are assigned based on an estimated net realizable value after a thorough review of the credit relationship. The potential loss factors associated with the remainder of the loan portfolio are based on an internal net loss experience, as well as management's review of trends within the portfolio and related industries.

During these tough economic times, the Company continues to follow our historical conservative procedures for lending and evaluating the provision and allowance for loan losses. We have not and do not participate in higher risk lending such as subprime. Our practice continues to be primarily traditional real estate lending with strong loan-to-value ratios. While there have been declines in our collateral value, particularly Florida, these declines have been addressed in our assessment of the adequacy of the allowance for loan losses.

## **Table of Contents**

Generally, commercial, commercial real estate, and residential real estate loans are assigned a level of risk at origination. Thereafter, these loans are reviewed on a regular basis. The periodic reviews generally include loan payment and collateral status, the borrowers' financial data, and key ratios such as cash flows, operating income, liquidity, and leverage. A material change in the borrower's credit analysis can result in an increase or decrease in the loan's assigned risk grade. Aggregate dollar volume by risk grade is monitored on an on-going basis.

Our management reviews certain key loan quality indicators on a monthly basis, including current economic conditions, delinquency trends and ratios, portfolio mix changes, and other information management deems necessary. This review process provides a degree of objective measurement that is used in conjunction with periodic internal evaluations. To the extent that this review process yields differences between estimated and actual observed losses, adjustments are made to the loss factors used to determine the appropriate level of the allowance for loan losses.

During the first quarter of 2008, we began to experience a decline in our asset quality, particularly in the Florida market. In 2009, non-performing non-covered loans ended the year with a balance of \$39.9 million. As of June 30, 2010, non-performing non-covered loans are \$38.1 million.

The provision for loan losses represents management's determination of the amount necessary to be charged against the current period's earnings, to maintain the allowance for loan losses at a level that is considered adequate in relation to the estimated risk inherent in the loan portfolio. Our provision for loan losses increased \$1.0 million, or 36.4%, to \$3.8 million for the three-month period ended June 30, 2010, from \$2.8 million for the same period in 2009. Our provision for loan losses increased \$3.1 million, or 82.7%, to \$6.9 million for the six-month period ended June 30, 2010, from \$3.8 million for the same period in 2009. The net loans charged off for the three-month period ended June 30, 2010 were \$3.0 million compared to \$1.8 million for the same period in 2009. The net loans charged off for the six-month period ended June 30, 2010 were \$6.2 million compared to \$2.3 million for the same period in 2009. The increased provision for loan loss is a result of the higher charge-offs for 2010. The net charge-offs for the three-months ended were \$862,000 and \$2.1 million for Arkansas and Florida, respectively. The net charge-offs for the six-months ended were \$3.3 million and \$2.9 million for Arkansas and Florida, respectively.

### ***Non-Interest Income***

Total non-interest income was \$8.2 million for the three-month period ended June 30, 2010 compared to \$8.0 million for the same period in 2009. Total non-interest income was \$24.9 million for the six-month period ended June 30, 2010 compared to \$15.6 million for the same period in 2009. Our recurring non-interest income includes service charges on deposit accounts, other service charges and fees, mortgage lending, insurance, title fees, increase in cash value of life insurance, dividends and FDIC indemnification accretion.

Table 5 measures the various components of our non-interest income for the three-month and six-month periods ended June 30, 2010 and 2009, respectively, as well as changes for the three-month and six-month periods ended June 30, 2010 compared to the same period in 2009.

**Table of Contents****Table 5: Non-Interest Income**

	<b>Three Months Ended June 30,</b>		<b>2010 Change from 2009</b>		<b>Six Months Ended June 30,</b>		<b>2010 Change from 2009</b>	
	<b>2010</b>	<b>2009</b>			<b>2010</b>	<b>2009</b>		
<b>(Dollars in thousands)</b>								
Service charges on deposit accounts	\$ 3,583	\$ 3,633	\$ (50)	(1.4)%	\$ 6,724	\$ 7,007	\$ (283)	(4.0)%
Other service charges and fees	1,899	1,841	58	3.2	3,537	3,625	(88)	(2.4)
Mortgage lending income	650	815	(165)	(20.2)	1,062	1,695	(633)	(37.3)
Mortgage servicing income	154	191	(37)	(19.4)	314	391	(77)	(19.7)
Insurance commissions	309	198	111	56.1	656	455	201	44.2
Income from title services	148	151	(3)	(2.0)	255	291	(36)	(12.4)
Increase in cash value of life insurance	348	574	(226)	(39.4)	776	1,051	(275)	(26.2)
Dividends from FHLB, FRB & bankers bank	142	99	43	43.4	268	206	62	30.1
Gain on acquisitions				100.0	9,334		9,334	100.0
Gain on sale of SBA loans	18		18	100.0	18		18	100.0
Gain (loss) on sale of premises and equipment, net	12	(19)	31	(163.2)	219	(12)	231	(1,925.0)
Gain (loss) on OREO, net	(404)	(28)	(376)	1,342.9	(245)	(145)	(100)	69.0
Gain (loss) on securities, net		(3)	3	(100.0)		(3)	3	(100.0)
FDIC indemnification accretion	663		663	100.0	736		736	100.0
Other income	698	507	191	(37.7)	1,211	983	228	23.2
<b>Total non-interest income</b>	<b>\$ 8,220</b>	<b>\$ 7,959</b>	<b>\$ 261</b>	<b>3.3%</b>	<b>\$ 24,865</b>	<b>\$ 15,544</b>	<b>\$ 9,321</b>	<b>60.0%</b>

Non-interest income increased \$261,000, or 3.3%, to \$8.2 million for the three-month period ended June 30, 2010 from \$8.0 million for the same period in 2009. The primary factors that resulted in this increase are new income from FDIC indemnification accretion, increased insurance commissions and additional other income offset by the declines in mortgage lending income, lower income for cash value of life insurance and loss on OREO.

Non-interest income increased \$9.3 million, or 60.0%, to \$24.9 million for the six-month period ended June 30, 2010 from \$15.5 million for the same period in 2009. Excluding the gain on acquisitions, non-interest income for the

six-month period ended June 30, 2010 decreased \$13,000 or 0.1% for the same period in 2009. The primary factors that resulted in this decrease are the declines in mortgage lending income, lower income for cash value of life insurance and reduced service charges on deposit account offset by the new income from FDIC indemnification accretion, increased insurance commissions and additional other income.

Because the FDIC will reimburse us for certain acquired loans should we experience a loss, an indemnification asset was recorded at fair value at the acquisition date. The difference between the fair value recorded at the acquisition date and the gross reimbursements expected to be received from the FDIC are accreted into income over the life of the indemnification asset using an appropriate discount rate, which reflects counterparty credit risk and other uncertainties.

During the second quarter of 2010, we sold our mortgage servicing portfolio to a third party. This transaction resulted in a gain of approximately \$79,000 and was recorded as other income. The servicing portfolio historically did not provide a material amount of profit or loss nor was it expected to in the future. The sale will allow management to focus more of its time to community banking. Plus, it will reduce our balance sheet risk from exposure to an impairment of the mortgage servicing rights.

**Table of Contents*****Non-Interest Expense***

Non-interest expense consists of salaries and employee benefits, occupancy and equipment, data processing, and other expenses such as advertising, amortization of intangibles, amortization of mortgage servicing rights, electronic banking expense, FDIC and state assessment, mortgage servicing and legal and accounting fees.

Table 6 below sets forth a summary of non-interest expense for the three-month and six-month periods ended June 30, 2010 and 2009, as well as changes for the three-month and six-month periods ended June 30, 2010 compared to the same period in 2009.

**Table 6: Non-Interest Expense**

	<b>Three Months Ended June 30,</b>		<b>2010 Change from 2009</b>		<b>Six Months Ended June 30,</b>		<b>2010 Change from 2009</b>	
	<b>2010</b>	<b>2009</b>			<b>2010</b>	<b>2009</b>		
	<b>(Dollars in thousands)</b>							
Salaries and employee benefits	\$ 9,080	\$ 8,432	\$ 648	7.7%	\$ 17,614	\$ 17,376	\$ 238	1.4%
Occupancy and equipment	2,973	2,667	306	11.5	5,772	5,344	428	8.0
Data processing expense	954	813	141	17.3	1,816	1,590	226	14.2
Other operating expenses:								
Advertising	453	856	(403)	(47.1)	819	1,456	(637)	(43.8)
Merger and acquisition expenses	258	896	(638)	(71.2)	1,317	1,638	(321)	(19.6)
Amortization of intangibles	583	462	121	26.2	1,062	925	137	14.8
Amortization of mortgage servicing rights	218	218		0.0	436	365	71	19.5
Electronic banking expense	496	889	(393)	(44.2)	973	1,752	(779)	(44.5)
Directors' fees	181	237	(56)	(23.6)	326	521	(195)	(37.4)
Due from bank service charges	103	107	(4)	(3.7)	193	207	(14)	(6.8)
FDIC and state assessment	986	1,949	(963)	(49.4)	1,884	2,914	(1,030)	(35.3)
Insurance	296	271	25	9.2	596	568	28	4.9
Legal and accounting	356	368	(12)	(3.3)	744	803	(59)	(7.3)
Mortgage servicing expense	76	78	(2)	(2.6)	160	150	10	6.7
Other professional fees	368	250	118	47.2	681	509	172	33.8
Operating supplies	207	192	15	7.8	393	405	(12)	(3.0)
Postage	164	173	(9)	(5.2)	314	349	(35)	(10.0)
Telephone	152	181	(29)	(16.0)	290	359	(69)	(19.2)
Other expense	1,086	1,228	(142)	(11.6)	2,155	2,298	(143)	(6.2)



Total non-interest expense	\$ 18,990	\$ 20,267	\$ (1,277)	(6.3)%	\$ 37,545	\$ 39,529	\$ (1,984)	(5.0)%
----------------------------	-----------	-----------	------------	--------	-----------	-----------	------------	--------

The Board of Directors of the FDIC have increased insured institutions' normal recurring assessment and imposed a special assessment in 2009. We are generally unable to control the amount and timetable for payment of premiums that we are required to pay for FDIC insurance. These increased assessment fees from historical levels are in response to the current banking crisis in the United States. Our special assessment expense for the second quarter of 2009 was \$1.2 million.

Non-interest expense decreased \$1.3 million, or 6.3%, to \$19.0 million for the three-month period ended June 30, 2010, from \$20.3 million for the same period in 2009. Excluding our \$1.2 million special assessment and the merger and acquisition expenses, non-interest expense increased \$522,000 or 2.87%. This increase is primarily the result of the additional operating costs associated with the branch locations acquired from the two FDIC-assisted transactions in March 2010 and the normal increase in cost of doing business offset by cost savings from our recently completed efficiency study and charter consolidation.

**Table of Contents**

Non-interest expense decreased \$2.0 million, or 5.0%, to \$37.5 million for the six-month period ended June 30, 2010, from \$39.5 million for the same period in 2009. Excluding the \$1.2 million special assessment and the merger and acquisition expenses, non-interest expense decreased \$502,000 or 1.37%. This decrease is primarily the cost savings from our recently completed efficiency study and charter consolidation offset by the additional operating costs associated with the branch locations acquired from the two FDIC-assisted transactions in March 2010 and the normal increase in cost of doing business.

***Income Taxes***

The provision for income taxes increased \$2.3 million, or 102.9%, to \$4.5 million for the three-month period ended June 30, 2010, from \$2.2 million as of June 30, 2009. The provision for income taxes increased \$6.4 million, or 125.3%, to \$11.5 million for the six-month period ended June 30, 2010, from \$5.1 million as of June 30, 2009. The effective income tax rate was 33.48% and 34.53% for the three-month and six-month periods ended June 30, 2010, compared to 29.00% and 30.43% for the same periods in 2009, respectively. The primary cause of this increase is the result of our increase in the \$9.3 million gain on acquisitions plus overall improved earnings of the Company at our marginal tax rate of 39.225%

**Financial Condition as of and for the Period Ended June 30, 2010 and December 31, 2009**

Our total assets as of June 30, 2010 increased \$354.0 million, an annualized growth of 26.6%, to \$3.04 billion from the \$2.68 billion reported as of December 31, 2009. Our loan portfolio not covered by loss share increased slightly by \$15.2 million, an annualized growth of 1.6%, to \$1.97 billion as of June 30, 2010, from \$1.95 billion as of December 31, 2009. Stockholders' equity increased \$22.1 million to \$487.1 million as of June 30, 2010, compared to \$465.0 million as of December 31, 2009. The increase in assets is primarily associated with asset acquired in our recent FDIC-assisted acquisitions. The increase in stockholders' equity is primarily associated with the \$25.2 million of comprehensive income less the \$4.3 million of dividends paid for 2010. The annualized growth in stockholders' equity for the first six months of 2010 was 9.6%.

***Loans Receivable Not Covered by Loss Share***

Our non-covered loan portfolio averaged \$1.97 billion and \$1.96 billion during the three-month and six-month periods ended June 30, 2010. Non-covered loans were \$1.97 billion as of June 30, 2010, compared to \$1.95 billion as of December 31, 2009, a modest annualized increase of 1.6%. The slow down in loan growth from our historical expansion rates was not unexpected. Our customers have grown more cautious in this weaker economy.

The most significant components of the non-covered loan portfolio were commercial real estate, residential real estate, consumer, and commercial and industrial loans. These non-covered loans are primarily originated within our market areas of central Arkansas, north central Arkansas, northwest Arkansas, southern Arkansas, the Florida Keys, and southwest Florida and are generally secured by residential or commercial real estate or business or personal property within our market areas.

Certain credit markets have experienced difficult conditions and volatility during 2009 and 2010, particularly Florida. The Florida market currently is approximately 93.1% secured by real estate and 16.1% of our loan portfolio not covered by loss share.

**Table of Contents**

Table 7 presents our loan balances not covered by loss share by category as of the dates indicated.

**Table 7: Loan Portfolio Not Covered by Loss Share**

	As of June 30, 2010	As of December 31, 2009
	(In thousands)	
Real estate:		
Commercial real estate loans:		
Non-farm/non-residential	\$ 823,465	\$ 808,983
Construction/land development	365,779	368,723
Agricultural	26,989	33,699
Residential real estate loans:		
Residential 1-4 family	376,196	382,504
Multifamily residential	65,147	62,609
Total real estate	1,657,576	1,656,518
Consumer	33,566	39,084
Commercial and industrial	222,403	219,847
Agricultural	23,307	10,280
Other	28,637	24,556
Loans receivable not covered by loss share	\$ 1,965,489	\$ 1,950,285

*Non-Covered Commercial Real Estate Loans.* We originate non-farm and non-residential loans (primarily secured by commercial real estate), construction/land development loans, and agricultural loans, which are generally secured by real estate located in our market areas. Our commercial mortgage loans are generally collateralized by first liens on real estate and amortized over a 10 to 20 year period with balloon payments due at the end of one to five years. These loans are generally underwritten by addressing cash flow (debt service coverage), primary and secondary source of repayment, the financial strength of any guarantor, the strength of the tenant (if any), the borrower's liquidity and leverage, management experience, ownership structure, economic conditions and industry specific trends and collateral. Generally, we will loan up to 85% of the value of improved property, 65% of the value of raw land and 75% of the value of land to be acquired and developed. A first lien on the property and assignment of lease is required if the collateral is rental property, with second lien positions considered on a case-by-case basis.

As of June 30, 2010, non-covered commercial real estate loans totaled \$1.22 billion, or 61.9% of our non-covered loan portfolio, which is comparable to \$1.21 billion, or 62.1% of our non-covered loan portfolio, as of December 31, 2009. Florida non-covered commercial real estate loans are approximately 10.3% of our non-covered loan portfolio.

*Non-Covered Residential Real Estate Loans.* We originate one to four family, owner occupied residential mortgage loans generally secured by property located in our primary market area. The majority of our non-covered residential mortgage loans consist of loans secured by owner occupied, single family residences. Non-covered residential real estate loans generally have a loan-to-value ratio of up to 90%. These loans are underwritten by giving consideration to the borrower's ability to pay, stability of employment or source of income, debt-to-income ratio, credit history and loan-to-value ratio.

As of June 30, 2010, non-covered residential real estate loans totaled \$441.3 million, or 22.5% of our non-covered loan portfolio, which is comparable to \$445.1 million, or 22.8% of our non-covered loan portfolio, as of December 31, 2009. Florida non-covered residential real estate loans are approximately 4.7% of our non-covered loan portfolio.

*Non-Covered Consumer Loans.* Our non-covered consumer loan portfolio is composed of secured and unsecured loans originated by our banks. The performance of consumer loans will be affected by the local and regional economy as well as the rates of personal bankruptcies, job loss, divorce and other individual-specific characteristics.



**Table of Contents**

As of June 30, 2010, our non-covered installment consumer loan portfolio totaled \$33.6 million, or 1.7% of our total non-covered loan portfolio, compared to the \$39.1 million, or 2.0% of our non-covered loan portfolio as of December 31, 2009. This decrease is associated with normal payoffs and pay downs.

*Non-Covered Commercial and Industrial Loans.* Commercial and industrial loans are made for a variety of business purposes, including working capital, inventory, equipment and capital expansion. The terms for commercial loans are generally one to seven years. Commercial loan applications must be supported by current financial information on the borrower and, where appropriate, by adequate collateral. Commercial loans are generally underwritten by addressing cash flow (debt service coverage), primary and secondary sources of repayment, the financial strength of any guarantor, the borrower's liquidity and leverage, management experience, ownership structure, economic conditions and industry specific trends and collateral. The loan to value ratio depends on the type of collateral. Generally speaking, accounts receivable are financed at between 50% and 80% of accounts receivable less than 60 days past due. Inventory financing will range between 50% and 60% (with no work in process) depending on the borrower and nature of inventory. We require a first lien position for those loans.

As of June 30, 2010, non-covered commercial and industrial loans outstanding totaled \$222.4 million, or 11.3% of our non-covered loan portfolio, which is comparable to \$219.8 million, or 11.3% of our non-covered loan portfolio, as of December 31, 2009.

**Total Loans Receivable**

**Table 8: Total Loans Receivable**  
**As of June 30, 2010**

	<b>Loans Receivable Not Covered by Loss Share</b>	<b>Loans Receivable Covered by FDIC Loss Share (In thousands)</b>	<b>Total Loans Receivable</b>
Real estate:			
Commercial real estate loans			
Non-farm/non-residential	\$ 823,465	\$ 82,137	\$ 905,602
Construction/land development	365,779	65,330	431,109
Agricultural	26,989	1,637	28,626
Residential real estate loans			
Residential 1-4 family	376,196	43,320	419,516
Multifamily residential	65,147	8,158	73,305
Total real estate	1,657,576	200,582	1,858,158
Consumer	33,566	271	33,837
Commercial and industrial	222,403	17,423	239,826
Agricultural	23,307		23,307
Other	28,637	7	28,644
Total	\$ 1,965,489	\$ 218,283	\$ 2,183,772

**Non-Performing Assets Not Covered by Loss Share**

We classify our non-covered problem loans into three categories: past due loans, special mention loans and classified loans (accruing and non-accruing).

**Table of Contents**

When management determines that a loan is no longer performing, and that collection of interest appears doubtful, the loan is placed on non-accrual status. Loans that are 90 days past due are placed on non-accrual status unless they are adequately secured and there is reasonable assurance of full collection of both principal and interest. Our management closely monitors all loans that are contractually 90 days past due, treated as special mention or otherwise classified or on non-accrual status.

Table 9 sets forth information with respect to our non-performing non-covered assets as of June 30, 2010 and December 31, 2009. As of these dates, all non-performing non-covered restructured loans are included in non-accrual non-covered loans.

**Table 9: Non-performing Assets Not Covered by Loss Share**

	<b>As of June 30, 2010</b>	<b>As of December 31, 2009</b>
	<b>(Dollars in thousands)</b>	
Non-accrual non-covered loans	\$ 38,069	\$ 37,056
Non-covered loans past due 90 days or more (principal or interest payments)	53	2,889
 Total non-performing non-covered loans	 38,122	 39,945
 Other non-performing non-covered assets		
Non-covered foreclosed assets held for sale, net	11,638	16,484
Other non-performing non-covered assets	307	371
 Total other non-performing non-covered assets	 11,945	 16,855
 Total non-performing non-covered assets	 \$ 50,067	 \$ 56,800
  Allowance for loan losses to non-performing non-covered loans	  114.41%	  107.57%
Non-performing non-covered loans to total non-covered loans	1.94	2.05
Non-performing non-covered assets to total non-covered assets	1.83	2.12

Our non-performing non-covered loans are comprised of non-accrual non-covered loans and non-covered loans that are contractually past due 90 days. Our bank subsidiary recognizes income principally on the accrual basis of accounting. When loans are classified as non-accrual, the accrued interest is charged off and no further interest is accrued, unless the credit characteristics of the loan improves. If a loan is determined by management to be uncollectible, the portion of the loan determined to be uncollectible is then charged to the allowance for loan losses.

Since December 31, 2007, the weakened real estate market, particularly in Florida, has and may continue to increase our level of non-performing non-covered loans. While we believe our allowance for loan losses is adequate at June 30, 2010, as additional facts become known about relevant internal and external factors that affect loan collectability and our assumptions, it may result in us making additions to the provision for loan loss during 2010.

In this current real estate crisis the Nation in general and Florida in particular has been experiencing, it has become more common to restructure or modify the terms of certain loans under certain conditions. In those circumstances it may be beneficial to restructure the terms of a loan and work with the borrower for the benefit of both parties, versus forcing the property into foreclosure and having to dispose of it in an unfavorable and depressed real estate market. When we have modified the terms of a loan, we usually either reduce the monthly payment and/or interest rate for generally about three to twelve months. We have not forgiven any material principal amounts on any loan modifications to date. Only non performing restructured loans are included in our non-performing non-covered loans. As of June 30, 2010, we had \$79.1 million of non-covered restructured loans that are in compliance with the modified

terms and are not reported as past due or non-accrual in Table 9. Of the \$79.1 million in non-covered restructured loans, \$11.2 million are also reported as non-covered impaired loans. Our Florida market contains \$47.5 million of these non-covered restructured loans.

**Table of Contents**

Total foreclosed assets held for sale not covered by loss share were \$11.6 million as of June 30, 2010, compared to \$16.5 million as of December 31, 2009 for a decrease of \$4.8 million. The foreclosed assets held for sale not covered by loss share are comprised of \$6.3 million of assets located in Florida with the remaining \$5.3 million of assets located in Arkansas. During the second quarter of 2010 we sold one of the two large foreclosed housing developments in the Florida Keys. The remaining housing development has vacant lots and one completed model home. The property is currently listed for sale with a broker. The carrying value of this non covered property is \$4.0 million. No other foreclosed assets held for sale not covered by loss share have a carrying value greater than \$1.0 million.

At June 30, 2010, total foreclosed assets held for sale were 19.1 million. Table 10 shows the summary of foreclosed assets held for sale as of June 30, 2010.

**Table 10: Total Foreclosed Assets Held For Sale  
As of June 30, 2010**

	<b>Foreclosed Assets Held for Sale Not Covered by Loss Share</b>	<b>Foreclosed Assets Held for Sale Covered by FDIC Loss Share (In thousands)</b>	<b>Total Foreclosed Assets Held for Sale</b>
Commercial real estate loans			
Non-farm/non-residential	\$ 5,313	\$	\$ 5,313
Construction/land development	2,426	250	2,676
Residential real estate loans			
Residential 1-4 family	3,649	7,170	10,819
Multifamily residential	250		250
Total	\$ 11,638	\$ 7,420	\$ 19,058

Total non-performing non-covered loans were \$38.1 million as of June 30, 2010, which is comparable to the \$39.9 million as of December 31, 2009. As of June 30, 2010 and December 31, 2010, non-performing non-covered loans are \$26.0 million and \$30.2 million in the Florida market, respectively.

If the non-accrual non-covered loans had been accruing interest in accordance with the original terms of their respective agreements, interest income of approximately \$541,000 and \$403,000 for the three-month periods ended June 30, 2010 and 2009, respectively, and \$1.1 million and \$870,000 for the six-month periods ended June 30, 2010 and 2009, respectively, would have been recorded. The interest income recognized on the non-covered non-accrual loans for the three-month period ended June 30, 2010 and 2009 was considered immaterial.

A loan is considered impaired when it is probable that we will not receive all amounts due according to the contracted terms of the loans. Impaired loans may include non-performing loans (loans past due 90 days or more and non-accrual loans) and certain other loans identified by management that are still performing. As of June 30, 2010, average non-covered impaired loans were \$51.5 million compared to \$38.3 million as of June 30, 2009. As of June 30, 2010, non-covered impaired loans were \$58.1 million compared to \$44.4 million as of December 31, 2009 for an increase of \$13.7 million. This increase is the result of the underlying value of collateral on non-covered loans continuing to deteriorate in the current unfavorable economic conditions. As of June 30, 2010, our Florida market accounted for \$27.8 million of the non-covered impaired loans.



**Table of Contents**

We evaluated loans purchased in conjunction with the acquisitions of Old Southern and Key West for impairment in accordance with the provisions of FASB ASC Topic 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality. Purchased covered loans are considered impaired if there is evidence of credit deterioration since origination and if it is probable that not all contractually required payments will be collected. All loans acquired in these two transactions were deemed to be covered impaired loans. These loans were not classified as nonperforming assets at June 30, 2010, as the loans are accounted for on a pooled basis and the pools are considered to be performing. Therefore, interest income, through accretion of the difference between the carrying amount of the loans and the expected cash flows, is being recognized on all purchased impaired loans.

Non-performing loans and impaired loans are defined differently. Some loans may be included in both categories.

***Past Due and Non-Accrual Loans***

Table 11 shows the summary of past due and non-accrual loans as of June 30, 2010:

**Table 11: Past Due and Non-Accrual Loans**

	Assets Not Covered by Loss Share	June 30, 2010	
		Assets Covered by FDIC Loss Share (In thousands)	Total
Non-accrual loans	\$ 38,069	\$	\$ 38,069
Loans past due 90 days or more (principal or interest payments)	53	23,023	23,076
Total	\$ 38,122	\$ 23,023	\$ 61,145

The Company's total past due and non-accrual covered loans to total covered loans was 10.5% as of June 30, 2010.

***Allowance for Loan Losses***

*Overview.* The allowance for loan losses is maintained at a level which our management believes is adequate to absorb all probable losses on loans in the loan portfolio. The amount of the allowance is affected by: (i) loan charge-offs, which decrease the allowance; (ii) recoveries on loans previously charged off, which increase the allowance; and (iii) the provision of possible loan losses charged to income, which increases the allowance. In determining the provision for possible loan losses, it is necessary for our management to monitor fluctuations in the allowance resulting from actual charge-offs and recoveries and to periodically review the size and composition of the loan portfolio in light of current and anticipated economic conditions. If actual losses exceed the amount of allowance for loan losses, our earnings could be adversely affected.

## **Table of Contents**

As we evaluate the allowance for loan losses, we categorize it as follows: (i) specific allocations; (ii) allocations for classified assets with no specific allocation; (iii) general allocations for each major loan category; and (iv) miscellaneous allocations.

*Specific Allocations.* As a general rule, if a specific allocation is warranted, it is the result of an analysis of a previously classified credit or relationship. Our evaluation process in specific allocations includes a review of appraisals or other collateral analysis. These values are compared to the remaining outstanding principal balance. If a loss is determined to be reasonably possible, the possible loss is identified as a specific allocation. If the loan is not collateral dependent, the measurement of loss is based on the expected future cash flows of the loan.

*Allocations for Classified Assets with No Specific Allocation.* We establish allocations for loans rated special mention through loss in accordance with the guidelines established by the regulatory agencies. A percentage rate is applied to each loan category to determine the level of dollar allocation.

*General Allocations.* We establish general allocations for each major loan category. This section also includes allocations to loans, which are collectively evaluated for loss such as residential real estate, commercial real estate, consumer loans and commercial and industrial loans. The allocations in this section are based on a historical review of loan loss experience and past due accounts. We give consideration to trends, changes in loan mix, delinquencies, prior losses, and other related information.

*Miscellaneous Allocations.* Allowance allocations other than specific, classified, and general are included in our miscellaneous section.

*Charge-offs and Recoveries.* Total charge-offs increased to \$4.1 million for the three months ended June 30, 2010, compared to \$2.3 million for the same period in 2009. Total charge-offs increased to \$7.8 million for the six months ended June 30, 2010, compared to \$3.3 million for the same period in 2009. Total recoveries increased to \$1.1 million for the three months ended June 30, 2010, compared to \$556,000 for the same period in 2009. Total recoveries increased to \$1.6 for the six months ended June 30, 2010, compared to \$1.0 for the same period in 2009. For the three months ended June 30, 2010, the net charge-offs were \$862,000 and \$2.1 million for Arkansas and Florida, respectively. For the six months ended June 30, 2010, the net charge-offs were \$3.3 million and \$2.9 million for Arkansas and Florida, respectively. The increases in charge-offs, recoveries and net charge-offs are reflective of the proactive stance we take on asset quality issues.

**Table of Contents**

Table 12 shows the allowance for loan losses, charge-offs and recoveries as of and for the three-month and six-month periods ended June 30, 2010 and 2009.

**Table 12: Analysis of Allowance for Loan Losses**

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
	<b>(Dollars in thousands)</b>			
Balance, beginning of period	\$ 42,845	\$ 40,822	\$ 42,968	\$ 40,385
Loans charged off				
Real estate:				
Commercial real estate loans:				
Non-farm/non-residential	605	830	856	986
Construction/land development	156	605	951	640
Agricultural				
Residential real estate loans:				
Residential 1-4 family	1,971	331	2,749	675
Multifamily residential				
Total real estate	2,732	1,766	4,556	2,301
Consumer	1,275	338	1,564	740
Commercial and industrial	29	220	1,636	291
Agricultural				
Other	16		16	7
Total loans charged off	4,052	2,324	7,772	3,339
Recoveries of loans previously charged off				
Real estate:				
Commercial real estate loans:				
Non-farm/non-residential	715	104	748	107
Construction/land development	54	8	54	8
Agricultural	21	172	36	172
Residential real estate loans:				
Residential 1-4 family	144	130	383	423
Multifamily residential				
Total real estate	934	414	1,221	710
Consumer	129	111	305	258
Commercial and industrial	7	15	26	23
Agricultural				
Other	1	16	16	17
Total recoveries	1,071	556	1,568	1,008
Net loans charged off	2,981	1,768	6,204	2,331
Provision for loan losses	3,750	2,750	6,850	3,750
Balance, June 30	\$ 43,614	\$ 41,804	\$ 43,614	\$ 41,804

Edgar Filing: HOME BANCSHARES INC - Form 10-Q

Net charge-offs to average non-covered loans	0.61%	0.36%	0.63%	0.24%
Allowance for loan losses to period end non-covered loans	2.22	2.12	2.22	2.12
Allowance for loan losses to net charge-offs	365	590	349	889
	59			

---

**Table of Contents**

*Allocated Allowance for Loan Losses.* We use a risk rating and specific reserve methodology in the calculation and allocation of our allowance for loan losses. While the allowance is allocated to various loan categories in assessing and evaluating the level of the allowance, the allowance is available to cover charge-offs incurred in all loan categories. Because a portion of our portfolio has not matured to the degree necessary to obtain reliable loss data from which to calculate estimated future losses, the unallocated portion of the allowance is an integral component of the total allowance. Although unassigned to a particular credit relationship or product segment, this portion of the allowance is vital to safeguard against the imprecision inherent in estimating credit losses.

The changes for the period ended June 30, 2010 in the allocation of the allowance for loan losses for the individual types of loans are primarily associated with ordinary changes in asset quality, net charge-offs during 2010 and normal changes in the outstanding loan portfolio for those products from December 31, 2009.

Table 13 presents the allocation of allowance for loan losses as of June 30, 2010 and December 31, 2009.

**Table 13: Allocation of Allowance for Loan Losses**

	As of June 30, 2010		As of December 31, 2009	
	Allowance Amount	% of loans(1)	Allowance Amount	% of loans(1)
	(Dollars in thousands)			
Real estate:				
Commercial real estate loans:				
Non-farm/non-residential	\$ 12,939	41.9%	\$ 13,284	41.5%
Construction/land development	10,206	18.6	9,624	18.9
Agricultural	162	1.4	284	1.7
Residential real estate loans:				
Residential 1-4 family	12,406	19.1	10,654	19.6
Multifamily residential	1,838	3.3	694	3.2
Total real estate	37,551	84.3	34,540	84.9
Consumer	907	1.7	1,705	2.0
Commercial and industrial	4,782	11.3	6,067	11.3
Agricultural	304	1.2	279	0.5
Other		1.5		1.3
Unallocated	70		377	
Total	\$ 43,614	100.0%	\$ 42,968	100.0%

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

**Investments and Securities**

Our securities portfolio is the second largest component of earning assets and provides a significant source of revenue. Securities within the portfolio are classified as held-to-maturity, available-for-sale, or trading based on the intent and objective of the investment and the ability to hold to maturity. Fair values of securities are based on quoted market prices where available. If quoted market prices are not available, estimated fair values are based on quoted market prices of comparable securities. As of June 30, 2010, we had no held-to-maturity or trading securities.

Securities available-for-sale are reported at fair value with unrealized holding gains and losses reported as a separate component of stockholders' equity as other comprehensive income. Securities that are held as available-for-sale are used as a part of our asset/liability management strategy. Securities may be sold in response to interest rate changes, changes in prepayment risk, the need to increase regulatory capital, and other similar factors are classified as available for sale. Available-for-sale securities were \$346.6 million as of June 30, 2010, compared to \$322.1 million as of December 31, 2009. The estimated effective duration of our securities portfolio was 2.8 years as of June 30, 2010.

**Table of Contents**

As of June 30, 2010, \$96.7 million, or 27.9%, of our available-for-sale securities were invested in mortgage-backed securities, compared to \$115.6 million, or 35.9%, of our available-for-sale securities as of December 31, 2009. To reduce our income tax burden, \$153.7 million, or 44.3%, of our available-for-sale securities portfolio as of June 30, 2010, was primarily invested in tax-exempt obligations of state and political subdivisions, compared to \$145.9 million, or 45.3%, of our available-for-sale securities as of December 31, 2009. Also, we had approximately \$90.5 million, or 26.1%, invested in obligations of U.S. Government-sponsored enterprises as of June 30, 2010, compared to \$56.1 million, or 17.4%, of our available-for-sale securities as of December 31, 2009. The Company does not have any preferred securities issued by the Federal National Mortgage Association or the Federal Home Loan Mortgage Corporation.

Certain investment securities are valued at less than their historical cost. These declines are primarily the result of the rate for these investments yielding less than current market rates. Based on evaluation of available evidence, we believe the declines in fair value for these securities are temporary. It is our intent to hold these securities to recovery. Should the impairment of any of these securities become other than temporary, the cost basis of the investment will be reduced and the resulting loss recognized in net income in the period the other than temporary impairment is identified.

Table 14 presents the carrying value and fair value of investment securities as of June 30, 2010 and December 31, 2009.

**Table 14: Investment Securities**

	As of June 30, 2010			
	Amortized	Gross Unrealized	Gross Unrealized	Estimated Fair Value
	Cost	Gains	(Losses)	
	(In thousands)			
<b>Available-for-Sale</b>				
U.S. government-sponsored enterprises	\$ 88,498	\$ 2,019	\$	\$ 90,517
Mortgage-backed securities	94,448	3,367	(1,087)	96,728
State and political subdivisions	152,075	2,477	(871)	153,681
Other securities	5,770	1	(76)	5,695
Total	\$ 340,791	\$ 7,864	\$ (2,034)	\$ 346,621

		As of December 31, 2009		
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
		(In thousands)		
<b>Available-for-Sale</b>				
U.S. government-sponsored enterprises	\$ 56,439	\$ 130	\$ (463)	\$ 56,106
Mortgage-backed securities	114,464	2,813	(1,690)	115,587
State and political subdivisions	145,086	2,224	(1,375)	145,935
Other securities	5,837		(1,350)	4,487
Total	\$ 321,826	\$ 5,167	\$ (4,878)	\$ 322,115

**Table of Contents**

***Deposits***

Our deposits averaged \$2.20 billion and \$2.07 billion for the three-month and six-month periods ended June 30, 2010. Total deposits increased \$351.1 million, or an increase of 19.1%, to \$2.19 billion as of June 30, 2010, from \$1.84 billion as of December 31, 2009. Deposits are our primary source of funds. We offer a variety of products designed to attract and retain deposit customers. Those products consist of checking accounts, regular savings deposits, NOW accounts, money market accounts and certificates of deposit. Deposits are gathered from individuals, partnerships and corporations in our market areas. In addition, we obtain deposits from state and local entities and, to a lesser extent, U.S. Government and other depository institutions.

Our policy also permits the acceptance of brokered deposits. As of June 30, 2010 and December 31, 2009, brokered deposits were \$85.7 million and \$71.0 million, respectively. Included in these brokered deposits are \$38.8 million and \$36.8 million of Certificate of Deposit Account Registry Service (CDARS) as of June 30, 2010 and December 31, 2009, respectively. CDARS are deposits we have swapped our customer with other institutions. This gives our customer the potential for FDIC insurance of up to \$50 million.

The interest rates paid are competitively priced for each particular deposit product and structured to meet our funding requirements. We will continue to manage interest expense through deposit pricing and do not anticipate a significant change in total deposits unless our liquidity position changes. We believe that additional funds can be attracted and deposit growth can be accelerated through deposit pricing if we experience increased loan demand or other liquidity needs.

The Federal Reserve Board sets various benchmark rates, including the Federal Funds rate, and thereby influences the general market rates of interest, including the deposit and loan rates offered by financial institutions. The Federal Funds rate, which is the cost to banks of immediately available overnight funds, began in 2008 at 4.25%. During 2008, the rate decreased by 75 basis points on January 22, 2008, 50 basis points on January 30, 2008, 75 basis points on March 18, 2008, 25 basis points on April 30, 2008 and 50 basis points to a rate of 1.50% as of October 8, 2008. The rate continued to fall 50 basis points on October 29, 2008 and 75 to 100 basis points to a low of 0.25% to 0% on December 16, 2008.



**Table of Contents**

Table 15 reflects the classification of the average deposits and the average rate paid on each deposit category, which is in excess of 10 percent of average total deposits, for the three-month and six-month periods ended June 30, 2010 and 2009.

**Table 15: Average Deposit Balances and Rates**

	<b>Three Months Ended June 30,</b>			
	<b>2010</b>	<b>Average</b>	<b>2009</b>	<b>Average</b>
	<b>Average</b>	<b>Rate</b>	<b>Average</b>	<b>Rate</b>
	<b>Amount</b>	<b>Paid</b>	<b>Amount</b>	<b>Paid</b>
	<b>(Dollars in thousands)</b>			
Non-interest-bearing transaction accounts	\$ 338,208	%	\$ 285,637	%
Interest-bearing transaction accounts	786,705	0.63	609,736	0.70
Savings deposits	75,052	0.45	64,319	0.69
Time deposits:				
\$100,000 or more	643,265	1.81	508,715	2.72
Other time deposits	361,004	1.85	364,180	2.75
Total	\$ 2,204,234	1.08%	\$ 1,832,587	1.56%

  

	<b>Six Months Ended June 30,</b>			
	<b>2010</b>	<b>Average</b>	<b>2009</b>	<b>Average</b>
	<b>Average</b>	<b>Rate</b>	<b>Average</b>	<b>Rate</b>
	<b>Amount</b>	<b>Paid</b>	<b>Amount</b>	<b>Paid</b>
	<b>(Dollars in thousands)</b>			
Non-interest-bearing transaction accounts	\$ 322,157	%	\$ 275,175	%
Interest-bearing transaction accounts	737,165	0.61	608,739	0.75
Savings deposits	72,501	0.43	61,948	0.66
Time deposits:				
\$100,000 or more	585,989	1.88	502,411	2.85
Other time deposits	347,756	1.92	390,676	2.94
Total	\$ 2,065,568	1.09%	\$ 1,838,949	1.67%

**Table of Contents*****Securities Sold Under Agreements to Repurchase***

We enter into short-term purchases of securities under agreements to resell (resale agreements) and sales of securities under agreements to repurchase (repurchase agreements) of substantially identical securities. The amounts advanced under resale agreements and the amounts borrowed under repurchase agreements are carried on the balance sheet at the amount advanced. Interest incurred on repurchase agreements is reported as interest expense. Securities sold under agreements to repurchase increased \$869,000, or 1.4%, from \$62.0 million as of December 31, 2009 to \$62.9 million as of June 30, 2010.

***FHLB Borrowed Funds***

Our FHLB borrowed funds were \$232.4 million and \$264.4 million at June 30, 2010 and December 31, 2009, respectively. The outstanding balance for June 30, 2010 includes \$10.0 million of short-term advances and \$222.4 million of long-term advances. All of the outstanding balance for December 31, 2009 was long-term advances. Our remaining FHLB borrowing capacity was \$305.9 million and \$418.3 million as of June 30, 2010 and December 31, 2009, respectively. Expected maturities will differ from contractual maturities, because FHLB may have the right to call or prepay certain obligations. The December 31, 2009 remaining FHLB borrowing capacity is elevated as a result of higher eligibility rates from Centennial Bank (formerly First State Bank) being applied to the loans of the former charters which collapsed into Centennial Bank (formerly First State Bank) during 2009.

***Subordinated Debentures***

Subordinated debentures, which consist of guaranteed payments on trust preferred securities, were \$47.4 million as of June 30, 2010 and December 31, 2009.

Table 16 reflects subordinated debentures as of June 30, 2010 and December 31, 2009, which consisted of guaranteed payments on trust preferred securities with the following components:

**Table 16: Subordinated Debentures**

	<b>As of June 30, 2010</b>	<b>As of December 31, 2009</b>
	<b>(In thousands)</b>	
Subordinated debentures, issued in 2003, due 2033, fixed at 6.40%, during the first five years and at a floating rate of 3.15% above the three-month LIBOR rate, reset quarterly, thereafter, currently callable without penalty	\$ 20,619	\$ 20,619
Subordinated debentures, issued in 2000, due 2030, fixed at 10.60%, callable in the third quarter of 2010 with a penalty ranging from 5.30% to 0.53% depending on the year of prepayment, callable in 2020 without penalty	3,107	3,152
Subordinated debentures, issued in 2003, due 2033, floating rate of 3.15% above the three-month LIBOR rate, reset quarterly, currently callable without penalty	5,155	5,155
Subordinated debentures, issued in 2005, due 2035, fixed rate of 6.81% during the first ten years and at a floating rate of 1.38% above the three-month LIBOR rate, reset quarterly, thereafter, callable in the fourth quarter of 2010 without penalty	15,465	15,465
Subordinated debentures, issued in 2006, due 2036, fixed rate of 6.75% during the first five years and at a floating rate of 1.85% above the three-month LIBOR rate, reset quarterly, thereafter, callable in the fourth quarter of 2011 without penalty	3,093	3,093
<b>Total</b>	<b>\$ 47,439</b>	<b>\$ 47,484</b>

**Table of Contents**

The trust preferred securities are tax-advantaged issues that qualify for Tier 1 capital treatment subject to certain limitations. Distributions on these securities are included in interest expense. Each of the trusts is a statutory business trust organized for the sole purpose of issuing trust securities and investing the proceeds in our subordinated debentures, the sole asset of each trust. The trust preferred securities of each trust represent preferred beneficial interests in the assets of the respective trusts and are subject to mandatory redemption upon payment of the subordinated debentures held by the trust. We wholly own the common securities of each trust. Each trust's ability to pay amounts due on the trust preferred securities is solely dependent upon our making payment on the related subordinated debentures. Our obligations under the subordinated securities and other relevant trust agreements, in aggregate, constitute a full and unconditional guarantee by us of each respective trust's obligations under the trust securities issued by each respective trust.

Presently, the funds raised from the trust preferred offerings qualify as Tier 1 capital for regulatory purposes, subject to the applicable limit, with the balance qualifying as Tier 2 capital.

The Company holds two trust preferred securities which are currently callable without penalty based on the terms of the specific agreements. The 2009 agreement between the Company and the Treasury limits our ability to retire any of our qualifying capital. As a result, the notes previously mentioned are not currently eligible to be paid off.

***Stockholders' Equity***

Stockholders' equity was \$487.1 million at June 30, 2010 compared to \$465.0 million at December 31, 2009, an increase of 4.8%. As of June 30, 2010 and December 31, 2009 our common equity to asset ratio was 14.4% and 15.5%, respectively. Book value per common share was \$15.44 at June 30, 2010 compared to \$14.71 at December 31, 2009 (stock dividend adjusted).

*Stock Dividends.* On April 22, 2010, our Board of Directors declared a 10% stock dividend which was paid June 4, 2010 to shareholders of record as of May 14, 2010. Except for fractional shares, the holders of our common stock received 10% additional common stock on June 4, 2010. The common shareholders did not receive fractional shares; instead they received cash at a rate equal to the closing price of a share on June 4, 2010 times the fraction of a share they otherwise would have been entitled to.

All share and per share amounts have been restated to reflect the retroactive effect of the stock dividend. After issuance, this stock dividend lowered our total capital position by approximately \$11,000 as a result of the cash paid in lieu of fractional shares. Our financial statements reflect an increase in the number of outstanding shares of common stock, an increase in surplus and reduction of retained earnings.

*Stock Offering.* In September 2009, the Company raised common equity through an underwritten public offering by issuing 5,445,000 shares of common stock at \$18.05. The net proceeds of the offering after deducting underwriting discounts and commissions and offering expenses were \$93.3 million. In October 2009, the underwriters of our stock offering exercised and completed their option to purchase an additional 816,750 shares of common stock at \$18.05 to cover over-allotments. The net proceeds of the exercise of the over-allotment option after deducting underwriting discounts and commissions were \$14.0 million. The total net proceeds of the offering after deducting underwriting discounts and commissions and offering expenses were \$107.3 million.

*Troubled Asset Relief Program.* On January 16, 2009, we issued and sold, and the United States Department of the Treasury purchased, (1) 50,000 shares of the Company's Fixed Rate Cumulative Perpetual Preferred Stock Series A, liquidation preference of \$1,000 per share, and (2) a ten-year warrant to purchase up to 316,943 shares of the Company's common stock, par value \$0.01 per share, at an exercise price of \$23.664 per share, for an aggregate purchase price of \$50.0 million in cash. Cumulative dividends on the Preferred Shares will accrue on the liquidation preference at a rate of 5% per annum for the first five years, and at a rate of 9% per annum thereafter. As a result of the recent public stock offering, the number of shares of common stock underlying the ten-year warrant held by the Treasury, has been reduced by half to 158,471.50 shares of our common stock at an exercise price of \$23.664 per share.

## **Table of Contents**

These preferred shares will qualify as Tier 1 capital. The preferred shares will be callable at par after three years. Prior to the end of three years, the preferred shares may be redeemed with the proceeds from a qualifying equity offering of any Tier 1 perpetual preferred or common stock. The Treasury must approve any quarterly cash dividend on our common stock above \$0.0545 per share (stock dividend adjusted) or share repurchases until three years from the date of the investment unless the shares are paid off in whole or transferred to a third party.

*Cash Dividends.* We declared cash dividends on our common stock of \$0.0545 per share for the three-month periods ended June 30, 2010 and 2009, respectively. The common stock dividend payout ratio for the three months ended June 30, 2010 and 2009 was 17.24% and 21.93%, respectively. The common stock dividend payout ratio for the six months ended June 30, 2010 and 2009 was 14.14% and 20.41%, respectively. The 2009 agreement between the Company and the Treasury limits the payment of dividends on the Common Stock to a quarterly cash dividend of not more than \$0.0545 per share.

*Repurchase Program.* On January 18, 2008, we announced the adoption by our Board of Directors of a stock repurchase program. The program authorizes us to repurchase up to 1,188,000 shares of our common stock. Under the repurchase program, there is no time limit for the stock repurchases, nor is there a minimum number of shares that we intend to repurchase. The repurchase program may be suspended or discontinued at any time without prior notices. The timing and amount of any repurchases will be determined by management, based on its evaluation of current market conditions and other factors. The stock repurchase program will be funded using our cash balances, which we believe are adequate to support the stock repurchase program and our normal operations. As of June 30, 2010, we have not repurchased any shares in the program. The 2009 agreement between the Company and the Treasury limits our ability to repurchase common stock.

## **Liquidity and Capital Adequacy Requirements**

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

Quantitative measures established by regulation to ensure capital adequacy require us to maintain minimum amounts and ratios (set forth in the table below) of total and Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets. Management believes that, as of June 30, 2010 and December 31, 2009, we met all regulatory capital adequacy requirements to which we were subject.

**Table of Contents**

Table 17 presents our risk-based capital ratios as of June 30, 2010 and December 31, 2009.

**Table 17: Risk-Based Capital**

	<b>As of June 30, 2010 (Dollars in thousands)</b>	<b>As of December 31, 2009</b>
Tier 1 capital		
Stockholders' equity	\$ 487,115	\$ 464,973
Qualifying trust preferred securities	46,000	46,000
Goodwill and core deposit intangibles, net	(57,650)	(55,590)
Unrealized (gain) loss on available-for-sale securities	(3,543)	(176)
Servicing assets		(109)
Total Tier 1 capital	471,922	455,098
Tier 2 capital		
Qualifying allowance for loan losses	29,764	27,592
Total Tier 2 capital	29,764	27,592
Total risk-based capital	\$ 501,686	\$ 482,690
Average total assets for leverage ratio	\$ 3,000,304	\$ 2,611,964
Risk weighted assets	\$ 2,365,785	\$ 2,192,000
Ratios at end of period		
Leverage ratio	15.73%	17.42%
Tier 1 risk-based capital	19.95	20.76
Total risk-based capital	21.21	22.02
Minimum guidelines		
Leverage ratio	4.00%	4.00%
Tier 1 risk-based capital	4.00	4.00
Total risk-based capital	8.00	8.00

As of the most recent notification from regulatory agencies, our bank subsidiary was well-capitalized under the regulatory framework for prompt corrective action. To be categorized as well-capitalized, our banking subsidiary and we must maintain minimum leverage, Tier 1 risk-based capital, and total risk-based capital ratios as set forth in the table. There are no conditions or events since that notification that we believe have changed the bank subsidiary's category.

**Table of Contents**

Table 18 presents actual capital amounts and ratios as of June 30, 2010 and December 31, 2009, for our bank subsidiary and us.

**Table 18: Capital and Ratios**

	Actual		Minimum Capital Requirement		Minimum To Be Well Capitalized Under Prompt Corrective Action Provision	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars in thousands)					
As of June 30, 2010						
Leverage ratios:						
Home BancShares	\$471,922	15.73%	\$ 120,006	4.00%	\$ N/A	N/A%
Centennial Bank	324,317	10.81	120,006	4.00	150,008	5.00
Tier 1 capital ratios:						
Home BancShares	\$471,922	19.95%	\$ 94,621	4.00%	\$ N/A	N/A%
Centennial Bank	324,317	13.80	94,005	4.00	141,007	6.00
Total risk-based capital ratios:						
Home BancShares	\$501,686	21.21%	\$ 189,226	8.00%	\$ N/A	N/A%
Centennial Bank	353,893	15.06	187,991	8.00	234,989	10.00
As of December 31, 2009						
Leverage ratios:						
Home BancShares	\$455,098	17.42%	\$ 104,500	4.00%	\$ N/A	N/A%
Centennial Bank (Formerly FSB)	266,220	10.21	104,298	4.00	130,372	5.00
Tier 1 capital ratios:						
Home BancShares	\$455,098	20.76%	\$ 87,687	4.00%	\$ N/A	N/A%
Centennial Bank (Formerly FSB)	266,220	12.21	87,214	4.00	130,821	6.00
Total risk-based capital ratios:						
Home BancShares	\$482,690	22.02%	\$ 175,364	8.00%	\$ N/A	N/A%
Centennial Bank (Formerly FSB)	293,665	13.47	174,411	8.00	218,014	10.00
<b>Non-GAAP Financial Measurements</b>						

**Non-GAAP Financial Measurements**

We had \$59.4 million, \$57.7 million, and \$58.7 million total goodwill, core deposit intangibles and other intangible assets as of June 30, 2010, December 31, 2009 and June 30, 2009, respectively. Because of our level of intangible assets and related amortization expenses, management believes diluted cash earnings per share, tangible book value per common share, cash return on average assets, cash return on average tangible common equity and tangible common equity to tangible assets are useful in evaluating our company. These calculations, which are similar to the GAAP calculation of diluted earnings per share, book value, return on average assets, return on average common equity, and common equity to assets, are presented in Tables 19 through 23, respectively. Per share amounts have been adjusted for the stock dividend which occurred in June of 2010.

**Table 19: Diluted Cash Earnings Per Share****Six Months Ended**

	<b>Three Months Ended June 30,</b>		<b>June 30,</b>	
	<b>2010</b>	<b>2009</b>	<b>2010</b>	<b>2009</b>
	<b>(In thousands, except per share data)</b>			
GAAP net income available to common stockholders	\$ 8,287	\$ 4,771	\$ 20,498	\$ 10,450
Intangible amortization after-tax	354	281	645	562
Cash earnings available to common stockholders	\$ 8,641	\$ 5,052	\$ 21,143	\$ 11,012
GAAP diluted earnings per common share	\$ 0.29	\$ 0.22	\$ 0.72	\$ 0.47
Intangible amortization after-tax	0.01	0.01	0.02	0.03
Diluted cash earnings per common share	\$ 0.30	\$ 0.23	\$ 0.74	\$ 0.50

**Table of Contents****Table 20: Tangible Book Value Per Share**

	As of June 30, 2010 (Dollars in thousands, except per share data)	As of December 31, 2009
Book value per common share: A/B	\$ 15.44	\$ 14.71
Tangible book value per common share: (A-C-D)/B	13.35	12.67
(A) Total common equity	\$ 437,749	\$ 415,698
(B) Common shares outstanding	28,344	28,259
(C) Goodwill	53,039	53,039
(D) Core deposit and other intangibles	6,406	4,698

**Table 21: Cash Return on Average Assets**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
	(Dollars in thousands)			
Return on average assets: A/C	1.17%	0.84%	1.51%	0.91%
Cash return on average assets: B/(C-D)	1.25	0.91	1.59	0.97
(A) Net income available to all stockholders	\$ 8,957	\$ 5,441	\$ 21,838	\$ 11,686
Intangible amortization after-tax	354	281	645	562
(B) Cash earnings	\$ 9,311	\$ 5,722	\$ 22,483	\$ 12,248
(C) Average assets	\$ 3,057,954	\$ 2,590,283	\$ 2,906,876	\$ 2,594,238
(D) Average goodwill, core deposits and other intangible assets	59,731	58,977	58,897	58,804

**Table 22: Cash Return on Average Tangible Common Equity**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
	(Dollars in thousands)			
Return on average common equity: A/C	7.69%	6.53%	9.72%	7.26%
Return on average tangible common equity: B/(C-D)	9.30	8.66	11.63	9.57
(A) Net income available to common stockholders	\$ 8,287	\$ 4,771	\$ 20,498	\$ 10,450
(B) Cash earnings available to common stockholders	8,641	5,052	21,143	11,012
(C) Average common equity	432,480	292,935	425,462	290,079
(D) Average goodwill, core deposits and other intangible assets	59,731	58,977	58,897	58,010





**Table of Contents****Table 23: Tangible Common Equity to Tangible Assets**

	<b>As of June 30, 2010</b>	<b>As of December 31, 2009</b>
	<b>(Dollars in thousands)</b>	
Equity to assets: B/A	16.03%	17.32%
Common equity to assets: C/A	14.40	15.48
Tangible common equity to tangible assets: (C-D-E)/(A-D-E)	12.70	13.63
 (A) Total assets	 \$3,038,889	 \$2,684,865
(B) Total equity	487,115	464,973
(C) Total common equity	437,749	415,698
(D) Goodwill	53,039	53,039
(E) Core deposit and other intangibles	6,406	4,698

**Recently Issued Accounting Pronouncements**

See Note 20 to the Consolidated Financial Statements for a discussion of certain recently issued and recently adopted accounting pronouncements.

**Table of Contents**

**Item 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

***Liquidity and Market Risk Management***

*Liquidity Management.* Liquidity refers to the ability or the financial flexibility to manage future cash flows to meet the needs of depositors and borrowers and fund operations. Maintaining appropriate levels of liquidity allows us to have sufficient funds available for reserve requirements, customer demand for loans, withdrawal of deposit balances and maturities of deposits and other liabilities. Our primary source of liquidity at our holding company is dividends paid by our bank subsidiary. Applicable statutes and regulations impose restrictions on the amount of dividends that may be declared by our bank subsidiary. Further, any dividend payments are subject to the continuing ability of the bank subsidiary to maintain compliance with minimum federal regulatory capital requirements and to retain its characterization under federal regulations as a well-capitalized institution.

Our bank subsidiary has potential obligations resulting from the issuance of standby letters of credit and commitments to fund future borrowings to our loan customers. Many of these obligations and commitments to fund future borrowings to our loans customers are expected to expire without being drawn upon, therefore the total commitment amounts do not necessarily represent future cash requirements affecting our liquidity position.

Liquidity needs can be met from either assets or liabilities. On the asset side, our primary sources of liquidity include cash and due from banks, federal funds sold, available-for-sale investment securities and scheduled repayments and maturities of loans. We maintain adequate levels of cash and cash equivalents to meet our day-to-day needs. As of June 30, 2010, our cash and cash equivalents were \$188.2 million, or 6.2% of total assets, compared to \$173.5 million, or 6.5% of total assets, as of December 31, 2009. Our investment securities and federal funds sold were \$355.3 million as of June 30, 2010 and \$333.9 million as of December 31, 2009.

We may occasionally use our Fed funds lines of credit in order to temporarily satisfy short-term liquidity needs. We have Fed funds lines with three other financial institutions pursuant to which we could have borrowed up to \$17.5 million on an unsecured basis as of June 30, 2010 and December 31, 2009. These lines may be terminated by the respective lending institutions at any time.

We also maintain lines of credit with the Federal Home Loan Bank. Our FHLB borrowed funds were \$232.4 million and \$264.4 million at June 30, 2010 and December 31, 2009, respectively. These outstanding balances include \$10.0 million in short-term advances and \$222.4 million in long-term advances. Our FHLB borrowing capacity was \$305.9 million and \$418.3 million as of June 30, 2010 and December 31, 2009.

We believe that we have sufficient liquidity to satisfy our current operations.

*Market Risk Management.* Our primary component of market risk is interest rate volatility. Fluctuations in interest rates will ultimately impact both the level of income and expense recorded on a large portion of our assets and liabilities, and the market value of all interest-earning assets and interest-bearing liabilities, other than those which possess a short term to maturity. We do not hold market risk sensitive instruments for trading purposes. The information provided should be read in connection with our audited consolidated financial statements.

*Asset/Liability Management.* Our management actively measures and manages interest rate risk. The asset/liability committees of the boards of directors of our holding company and bank subsidiary are also responsible for approving our asset/liability management policies, overseeing the formulation and implementation of strategies to improve balance sheet positioning and earnings, and reviewing our interest rate sensitivity position.

## **Table of Contents**

One of the tools that our management uses to measure short-term interest rate risk is a net interest income simulation model. This analysis calculates the difference between net interest income forecasted using base market rates and using a rising and a falling interest rate scenario. The income simulation model includes various assumptions regarding the re-pricing relationships for each of our products. Many of our assets are floating rate loans, which are assumed to re-price immediately, and proportional to the change in market rates, depending on their contracted index. Some loans and investments include the opportunity of prepayment (embedded options), and accordingly the simulation model uses indexes to estimate these prepayments and reinvest their proceeds at current yields. Our non-term deposit products re-price more slowly, usually changing less than the change in market rates and at our discretion.

This analysis indicates the impact of changes in net interest income for the given set of rate changes and assumptions. It assumes the balance sheet remains static and that its structure does not change over the course of the year. It does not account for all factors that impact this analysis, including changes by management to mitigate the impact of interest rate changes or secondary impacts such as changes to our credit risk profile as interest rates change.

Furthermore, loan prepayment rate estimates and spread relationships change regularly. Interest rate changes create changes in actual loan prepayment rates that will differ from the market estimates incorporated in this analysis. Changes that vary significantly from the assumptions may have significant effects on our net interest income.

*Interest Rate Sensitivity.* Our primary business is banking and the resulting earnings, primarily net interest income, are susceptible to changes in market interest rates. It is management's goal to maximize net interest income within acceptable levels of interest rate and liquidity risks.

A key element in the financial performance of financial institutions is the level and type of interest rate risk assumed. The single most significant measure of interest rate risk is the relationship of the repricing periods of earning assets and interest-bearing liabilities. The more closely the repricing periods are correlated, the less interest rate risk we assume. We use repricing gap and simulation modeling as the primary methods in analyzing and managing interest rate risk.

Gap analysis attempts to capture the amounts and timing of balances exposed to changes in interest rates at a given point in time. Our gap position as of June 30, 2010 was asset sensitive with a one-year cumulative repricing gap of 20.6%. During these periods, the amount of change our asset base realizes in relation to the total change in market interest rate exceeds that of the liability base.

We have a portion of our securities portfolio invested in mortgage-backed securities. Mortgage-backed securities are included based on their final maturity date. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

**Table of Contents**

Table 24 presents a summary of the repricing schedule of our interest-earning assets and interest-bearing liabilities (gap) as of June 30, 2010.

**Table 24: Interest Rate Sensitivity**

	<b>Interest Rate Sensitivity Period</b>							
	<b>0-30 Days</b>	<b>31-90 Days</b>	<b>91-180 Days</b>	<b>181-365 Days</b>	<b>1-2 Years</b>	<b>2-5 Years</b>	<b>Over 5 Years</b>	<b>Total</b>
<b>(Dollars in thousands)</b>								
Earning assets								
Interest-bearing deposits due from banks	\$ 153,302	\$	\$	\$	\$	\$	\$	\$ 153,302
Federal funds sold	8,665							8,665
Investment securities	22,852	24,975	13,477	38,292	48,650	38,824	159,551	346,621
Loans receivable	680,249	253,060	287,800	416,237	296,579	211,393	38,454	2,183,772
Total earning assets	865,068	278,035	301,277	454,529	345,229	250,217	198,005	2,692,360
Interest-bearing liabilities								
Interest-bearing transaction and savings deposits	29,873	59,746	89,620	179,240	158,283	158,197	158,953	833,912
Time deposits	140,579	193,866	220,757	262,360	96,211	101,731	3	1,015,507
Federal funds purchased								
Securities sold under repurchase agreements	53,439				1,257	3,772	4,401	62,869
FHLB borrowed funds	10	45,025	10,128	27,168	9,531	55,857	84,697	232,416
Subordinated debentures	25,782	3,100		3,093			15,464	47,439
Total interest-bearing liabilities	249,683	301,737	320,505	471,861	265,282	319,557	263,518	2,192,143
Interest rate sensitivity gap	\$ 615,385	\$ (23,702)	\$ (19,228)	\$ (17,332)	\$ 79,947	\$ (69,340)	\$ (65,513)	\$ 500,217

Cumulative interest rate sensitivity gap	\$615,385	\$591,683	\$572,455	\$555,123	\$635,070	\$565,730	\$500,217
Cumulative rate sensitive assets to rate sensitive liabilities	346.5%	207.3%	165.7%	141.3%	139.5%	129.3%	122.8%
Cumulative gap as a % of total earning assets	22.9%	22.0%	21.3%	20.6%	23.6%	21.0%	18.6%

73

**Table of Contents**

**Item 4: CONTROLS AND PROCEDURES**

**Article I. Evaluation of Disclosure Controls**

Based on their evaluation as of the end of the period covered by this Quarterly Report on Form 10-Q, the Chief Executive Officer and Chief Financial Officer have concluded that the disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934) are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. Additionally, our disclosure controls and procedures were also effective in ensuring that information required to be disclosed in our Exchange Act report is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer to allow timely decisions regarding required disclosures.

**Article II. Changes in Internal Control Over Financial Reporting**

There have not been any changes in the Company's internal controls over financial reporting during the quarter ended June 30, 2010, which have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II: OTHER INFORMATION**

**Item 1. Legal Proceedings**

There are no material pending legal proceedings, other than ordinary routine litigation incidental to its business, to which Home BancShares, Inc. or its subsidiaries are a party or of which any of their property is the subject.

**Item 1A. Risk Factors**

Other than the risk factor described below resulting from our recent FDIC-assisted acquisitions, there were no material changes from the risk factors set forth in Part I, Item 1A, Risk Factors, of our Form 10-K for the year ended December 31, 2009. See the discussion of our risk factors in the Form 10-K, as filed with the SEC. The risks described are not the only risks facing the Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

***Our loss sharing agreements with the FDIC limit our ability to enter into certain change of control transactions, including the sale of significant amounts of our common stock by us or our shareholders, without the consent of the FDIC.***

The loss sharing agreements we entered into with the FDIC in connection with our acquisitions of Old Southern Bank and Key West Bank require the consent of the FDIC in connection with certain change of control transactions, including the sale by the Company or by any individual shareholder, or group of shareholders acting in concert, of shares of our common stock totaling more than 9% of our outstanding common stock. This requirement could restrict or delay our ability to raise additional capital to fund acquisition or growth opportunities or for other purposes, or to pursue a merger or consolidation transaction that management may believe is in the best interest of our shareholders. This could also restrict or delay the ability of our shareholders to sell a substantial amount of our shares. In addition, if such a transaction were to occur without the FDIC's consent, we could lose the benefit of the loss-share coverage provided by these agreements for certain covered assets.

**Table of Contents**

**Item 2: Unregistered Sales of Equity Securities and Use of Proceeds**

Not applicable.

**Item 3: Defaults Upon Senior Securities**

Not applicable.

**Item 4: (Reserved)**

**Item 5: Other Information**

Not applicable.

**Item 6: Exhibits**

12.1 Computation of Ratios of Earnings to Fixed Charges

15 Awareness of Independent Registered Public Accounting Firm

31.1 CEO Certification Pursuant Rule 13a-14(a)/15d-14(a)

31.2 CFO Certification Pursuant Rule 13a-14(a)/15d-14(a)

32.1 CEO Certification Pursuant 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes Oxley Act of 2002

32.2 CFO Certification Pursuant 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes Oxley Act of 2002



**Table of Contents**

**SIGNATURES**

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

**HOME BANCSHARES, INC.**

(Registrant)

Date: August 9, 2010

/s/ C. Randall Sims

C. Randall Sims, Chief Executive Officer

Date: August 9, 2010

/s/ Randy E. Mayor

Randy E. Mayor, Chief Financial Officer