SOUTHERN FIRST BANCSHARES INC
Form 10-K
March 24, 2008

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

FORM 10-K

x **Annual Report Pursuant To Section 13 Or 15(d) of The Securities Exchange Act Of 1934**
For The Fiscal Year December 31, 2007.
Or
p **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 000-27719

Southern First Bancshares, Inc.

(Exact name of registrant as specified in its charter)

South Carolina	**58-2459561**
(State of Incorporation)	(I.R.S. Employer Identification No.)
100 Verdae Boulevard, Greenville, SC	**29607**
(Address of principal executive offices)	(Zip Code)

864-679-9000
(Telephone Number)

Securities registered pursuant to Section 12(b) of the Act:

Title of class	Name of each exchange on which registered
Common Stock	**The NASDAQ Global Market**

Securities registered pursuant to Section 12(g) of the Act: None

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

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.
Yes No x

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 x No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.
Large accelerated filer Accelerated filer Non-accelerated filer x

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

The aggregate market value of the voting common stock held by non-affiliates of the registrant (computed by reference to the price
at which the common stock was recently sold) was $51,785,280 as of the last business day of the registrant's most recently

completed second fiscal quarter.

2,962,118 shares of the registrant's common stock were outstanding as of March 12, 2008

DOCUMENTS INCORPORATED BY REFERENCE

Proxy Statement for the Annual Meeting of Shareholders to be held on May 13, 2008.	Part III (Portions of Items 10-14)

CAUTIONARY STATEMENT REGARDING

FORWARD-LOOKING STATEMENTS

This Report, including information included or incorporated by reference in this document, contains statements which constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements are based on many assumptions and estimates and are not guarantees of future performance. Our actual results may differ materially from those anticipated in any forward-looking statements, as they will depend on many factors about which we are unsure, including many factors which are beyond our control. The words "may," "would," "could," "will," "expect," "anticipate," "believe," "intend," "plan," and "estimate," as well as similar expressions, are meant to identify such forward-looking statements. Potential risks and uncertainties that could cause our actual results to differ from those anticipated in any forward-looking statements include, but are not limited to, those described below under Item 1A- Risk Factors and the following:

significant increases in competitive pressure in the banking and financial services industries;

changes in the interest rate environment which could reduce anticipated or actual margins;

changes in political conditions or the legislative or regulatory environment;

general economic conditions, either nationally or regionally and especially in our primary service area, becoming less favorable than expected resulting in, among other things, a deterioration in credit quality;

changes occurring in business conditions and inflation;

changes in technology;

changes in monetary and tax policies;

the level of allowance for loan loss;

the rate of delinquencies and amounts of charge-offs;

the rates of loan growth and the lack of seasoning of our loan portfolio;

adverse changes in asset quality and resulting credit risk-related losses and expenses;

loss of consumer confidence and economic disruptions resulting from terrorist activities;

changes in the securities markets; and

other risks and uncertainties detailed from time to time in our filings with the Securities and Exchange Commission.

We undertake no obligation to publicly update or otherwise revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

PART I

Item 1. Business

General

Southern First Bancshares, Inc. (the "company") is a South Carolina corporation that owns all of the capital stock of Southern First Bank, N.A. (the "bank") and all of the stock of Greenville First Statutory Trust I and II (collectively (the "Trusts")). On July 2, 2007 the company and bank changed their name to Southern First Bancshares, Inc. and Southern First Bank, N.A., respectively. The bank is a national bank organized under the laws of the United States with offices located in Greenville and Richland Counties, South Carolina. The bank is primarily engaged in the business of accepting demand deposits and savings deposits insured by the Federal Deposit Insurance Corporation, and providing commercial, consumer and mortgage loans to the general public. The bank owns all of the capital stock of JB Properties. This subsidiary is for the purpose of owning real estate acquired in loan foreclosures. The Trusts are special purpose subsidiaries organized for the sole purpose of issuing trust preferred securities.

On October 26, 1999, the company sold 1,100,000 shares of its common stock at $10 per share and on November 30, 1999 sold 50,000 additional shares for a total of 1,150,000 shares (1,897,493 after adjustment for our 3 for 2 stock split in 2003 and subsequent 10% stock dividend in 2006). The offering raised approximately $10.6 million, net of underwriting discounts, commissions and offering expenses.

On June 26, 2003, Trust I offered and sold $6.0 million of floating rate securities. The company received the proceeds from the issuance of these securities and has reflected the obligation resulting from the receipt of the proceeds as junior subordinated debentures in the balance sheets. The company invested $186,000 in the Trust.

On November 17, 2003, shareholders of record as of November 3, 2003, received one additional share of stock for every two shares of stock owned prior to the 3 for 2 stock split. All fractional shares were paid in cash. On June 20, 2006, the company's Board of Directors approved a 10% stock dividend to the company's shareholders. The record date was July 24, 2006 and the distribution date was August 14, 2006. All fractional shares were paid in cash. Earnings per share and average shares outstanding have been adjusted to reflect the 3 for 2 stock split and the subsequent 10% stock dividend for all periods shown.

On September 24, 2004, the company received $14.3 million from the sale of 800,000 shares of common stock at a price of $17.875 (880,000 shares at a price of $16.25 after adjustment for the 10% stock dividend in 2006). On October 15, 2004, the company's underwriter exercised its option to purchase an additional 120,000 shares at the same price (132,000 shares after adjustment for the 10% stock dividend in 2006). The total gross proceeds were approximately $16.4 million. The net proceeds to the company after offering costs and underwriter's discount were approximately $14.9 million

On December 22, 2005, Trust II offered and sold $7.0 million of floating rate securities. The company received the proceeds from the issuance of these securities and has reflected the obligation resulting from the receipt of the proceeds as junior subordinated debentures in the company's balance sheets. The company invested $217,000 in the Trust.

Non-GAAP Financial Information

This report also contains financial information determined by methods other than in accordance with Generally Accepted Accounting Principles ("GAAP"). Management uses these non-GAAP measures to analyze the company's performance in comparison to prior years. The company incurred a one-time impairment charge of $1.5 million during 2005 which is discussed further in "Income Statement Review - Noninterest expenses." During 2007, the company recorded a $319,291 gain on sale of long lived assets. Management uses operating measures, which exclude the impairment charge, in the calculation of certain company ratios to analyze on a consistent basis and over a longer period of time, the performance of which it considers to be its core banking operations. These disclosures should not be viewed as a substitute for GAAP measures, and furthermore, the company's non-GAAP measures may not necessarily be comparable to non-GAAP performance measures of other companies. (See Item 6. Selected Financial Data.)

Marketing Focus

Greenville First Bank commenced operations in January 2000 and at that time was the first community bank organized in the city of Greenville, South Carolina in over 10 years. During the 1990s, several community banks operating in the Greenville market were acquired by larger regional financial institutions. We formed Greenville First to take advantage of market opportunities resulting from this continued consolidation of the financial services industry. Responding to this opportunity, we created a marketing plan focusing on the professional market in Greenville, including doctors, dentists, and small business owners. We serve this market with a client-focused structure called relationship teams, which provides each client with a specific banker contact and support team responsible for all of the client's banking needs. The purpose of this structure is to provide a consistent and superior level of professional service, and we believe it provides us with a distinct competitive advantage. We consider exceptional client service to be a critical part of our culture, which we refer to as "ClientFIRST." We emphasize this ClientFIRST culture in the training that we provide our employees, and we strive to reflect this ClientFIRST culture in all aspects of our business. During 2007, we opened an office in Columbia, South Carolina, broadening our market to include Richland and Lexington Counties and utilizing the same client-focused structure, culture, and marketing plan. In conjunction with our entrance into this new market, we changed the name of our bank to Southern First Bank; however, we continue to operate as Greenville First Bank in Greenville County.

Location and Service Area

Historically, our primary market was Greenville County, South Carolina. In January 2007, however, we entered into the Columbia market which includes Richland and Lexington Counties.

Greenville County is located in the upstate region of South Carolina, approximately midway between Atlanta and Charlotte on the heavily traveled I-85 business corridor. It is South Carolina's most populous county with approximately 421,000 residents. Greenville is also one of the state's wealthiest counties, with average household income of $51,794 as of June 30, 2007. In the past decade, Greenville County has attracted more than $6 billion in new business investments and 43,000 new jobs and is now considered the "economic engine of South Carolina." Greenville was also recognized by Expansion Management Magazine in 2007 as the 3rd top real estate market in the country for expanding and relocating businesses.

We opened our first branch office, located on The Parkway near Thornblade Country Club in Greenville, on March 14, 2005 and our second branch office, located in the mature and historic Augusta Road area of Greenville, on November 4, 2005. We believe that the demographics and growth characteristics of these locations will provide us with significant opportunities to further develop existing client relationships and expand our client base. We plan to open our third branch office in Greenville County on Woodruff Road during the second quarter of 2008.

Columbia, South Carolina is the State capital and largest city in the State. Columbia is home to Fort Jackson, the largest and most active initial entry training center of the United States Army. Richland County is the 2nd largest county in the State with a population of approximately 357,000 residents, while Lexington County is the 5th largest county with a population of approximately 244,000. From 2000 to 2007, the combined estimated population of Richland and neighboring Lexington counties grew 12.0% to approximately 601,000 with FDIC deposits increasing to $12.5 billion as of June 31, 2007. The average household income for Richland and Lexington Counties combined was $53,251 as of June 30, 2007.

In January 2007, we opened our first office in Columbia as a loan production office which became a full-service branch in July 2007. We plan to open a second branch office in Lexington during the third quarter of 2008.

Lending Activities

General. We emphasize a range of lending services, including real estate, commercial, and equity-line consumer loans to individuals and small- to medium-sized businesses and professional firms that are located in or conduct a substantial portion of their business in our market area. Our underwriting standards vary for each type of loan, as described below. Since loans typically provide higher interest yields than other types of interest-earning assets, we invest a substantial percentage of our earning assets in our loan portfolio. At December 31, 2007, we had net loans of $503.1 million, representing 80.1% of our total assets.

We have focused our lending activities primarily on the professional markets in Greenville and Columbia, including doctors, dentists, and small business owners. By focusing on this client base and by serving each client with a consistent relationship team of bankers, we have generated a loan portfolio with larger average loan amounts than we believe is typical for a community bank. As of December 31, 2007, our average loan size was approximately $210,000. Excluding home equity lines of credit, the average loan size was approximately $239,000. At the same time, we have strived to maintain a diversified loan portfolio and limit the amount of our loans to any single client. As of December 31, 2007, our 10 largest client loan relationships represented approximately $78.4 million, or 15.4% of our loan portfolio.

Loan Approval. Certain credit risks are inherent in making loans. These include prepayment risks, risks resulting from uncertainties in the future value of collateral, risks resulting from changes in economic and industry conditions, and risks inherent in dealing with individual borrowers. We attempt to mitigate repayment risks by adhering to internal credit policies and procedures. These policies and procedures include officer and client lending limits, a multi-layered approval process for larger loans, documentation examination, and follow-up procedures for any exceptions to credit policies. Our loan approval policies provide for various levels of officer lending authority. When the amount of aggregate loans to a single borrower exceeds an individual officer's lending authority, the loan request will be considered by an officer with a higher lending limit or by the officers' loan committee, which is comprised of our four most senior lenders and our chief credit officer. The officers' loan committee has pre-determined lending limits, and any loans in excess of this lending limit will be submitted for approval by the finance committee of our board or by the full board. We do not make any loans to any director or executive officer of the bank unless the loan is approved by the board of directors of the bank and all loans to directors, officers and employees are on terms not more favorable to such person than would be available to a person not affiliated with the bank, consistent with federal banking regulations.

Management monitors exposure to credit risk from potential concentrations of loans to particular borrowers or groups of borrowers, industries and geographic regions, as well as concentrations of lending products and practices such as loans that subject borrowers to substantial payment increases (e.g. principal deferral periods, loans with initial interest-only periods, etc.), and loans with high loan-to-value ratios. As of December 31, 2007, approximately $57.3 million, or 11.3% of our loans had loan-to-value ratios which exceeded regulatory supervisory limits, of which 71 loans totaling approximately $16.6 million had loan-to-value ratios of 100% or more. These types of loans are subject to strict underwriting standards and are more closely monitored than a loan with a low loan-to-value ratio. In addition, our allowance for loan loss model considers and allocates a higher reserve for these types of loans. Furthermore, there are industry practices that could subject the company to increased credit risk should economic conditions change over the course of a loan's life. For example, the company makes variable rate loans and fixed rate principal-amortizing loans with maturities prior to the loan being fully paid (i.e. balloon payment loans). The various types of loans are individually underwritten and monitored to manage the associated risks.

Credit Administration and Loan Review. We maintain a continuous loan review system. We also apply a credit grading system to each loan, and we use an independent process to review the loan files on a test basis to assess the grading of each loan. The bank has a chief credit officer that reviews performance benchmarks established by management in the areas of nonperforming assets, charge-offs, past dues, and loan documentation. Each loan officer is responsible for each loan he or she makes, regardless of whether other individuals or committees joined in the approval. This responsibility continues until the loan is repaid or until the loan is officially assigned to another officer.

Lending Limits. Our lending activities are subject to a variety of lending limits imposed by federal law. In general, the bank is subject to a legal limit on loans to a single borrower equal to 15% of the bank's capital and unimpaired surplus. Our internal lending limit is tiered based on our assessment of the lending relationship. Generally, our limit represents approximately 70% of the bank's legal lending limit. The board of directors will adjust the internal lending limit as deemed necessary to continue to mitigate risk and serve the bank's clients. Based upon the capitalization of the bank at December 31, 2007, the maximum amount we would lend to one borrower is $7.0 million. The bank's legal lending limit will increase or decrease in response to increases or decreases in the bank's level of capital. We are able to sell participations in our larger loans to other financial institutions, which allow us to manage the risk involved in these loans and to meet the lending needs of our clients requiring extensions of credit in excess of these limits.

Real Estate Mortgage Loans. The principal component of our loan portfolio is loans secured by real estate mortgages. We obtain a security interest in real estate whenever possible, in addition to any other available collateral, in order to increase the likelihood of the ultimate repayment of the loan. At December 31, 2007, loans secured by first or second mortgages on real estate made up approximately 81.3% of our loan portfolio.

These loans will generally fall into one of four categories: commercial real estate loans, construction and development loans, residential real estate loans, or home equity loans. Most of our real estate loans are secured by residential or commercial property. Interest rates for all categories may be fixed or adjustable, and will more likely be fixed for shorter-term loans. We generally charge an origination fee for each loan which is taken into income over the life of the loan as an adjustment to the loan yield. Other loan fees consist primarily of late charge fees. Real estate loans are subject to the same general risks as other loans and are particularly sensitive to fluctuations in the value of real estate. Fluctuations in the value of real estate, as well as other factors arising after a loan has been made, could negatively affect a borrower's cash flow, creditworthiness, and ability to repay the loan. Although, the loans are collateralized by real estate, the primary source of repayment may not be the sale of real estate.

Commercial Real Estate Loans. At December 31, 2007, our individual commercial real estate loans ranged in size from approximately $13,000 to $5.3 million, with an average loan size of approximately $476,000. These loans generally have terms of five years or less, although payments may be structured on a longer amortization basis. We evaluate each borrower on an individual basis and attempt to determine the business risks and credit profile of each borrower. We attempt to reduce credit risk in the commercial real estate portfolio by emphasizing loans on owner-occupied office and retail buildings where the loan-to-value ratio, established by independent appraisals, does not exceed 85%. We also generally require that a borrower's cash flow exceeds 115% of monthly debt service obligations. In order to ensure secondary sources of payment and liquidity to support a loan request, we typically review all of the personal financial statements of the principal owners and require their personal guarantees. At December 31, 2007, commercial real estate loans (other than construction loans) amounted to $261.7 million, or approximately 51.4% of our loan portfolio. Of our commercial real estate loan portfolio, $147.5 million in loans were not owner-occupied properties, representing 49.1% of our commercial real estate portfolio and 29.0% of our total loan portfolio. The remainder of our commercial real estate loan portfolio, $114.2 million in loans or 38.0% of the commercial loan portfolio, were owner-occupied. Owner-occupied loans represented 22.4% of our total loan portfolio.

Construction and Development Real Estate Loans. We offer adjustable and fixed rate residential and commercial construction loans to builders and developers and to consumers who wish to build their own homes. At December 31, 2007, our commercial construction and development real estate loans ranged in size from approximately $68,000 to $4.9 million, with an average loan size of approximately $648,000. At December 31, 2007, our individual residential construction and development real estate loans ranged in size from approximately $40,000 to $946,000, with an average loan size of approximately $377,000. The duration of our construction and development loans generally is limited to 18 months, although payments may be structured on a longer amortization basis. Commercial construction and development loans generally carry a higher degree of risk than long-term financing of existing properties because repayment depends on the ultimate completion of the project and sometimes on the sale of the property. Specific risks include:

- cost overruns;
- mismanaged construction;
- inferior or improper construction techniques;
- economic changes or downturns during construction;
- a downturn in the real estate market;
- rising interest rates which may prevent sale of the property; and
- failure to sell completed projects in a timely manner.

We attempt to reduce the risk associated with construction and development loans by obtaining personal guarantees where possible and by keeping the loan-to-value ratio of the completed project at or below 80%. At December 31, 2007, total construction loans amounted to $45.6 million, or 9.0% of our loan portfolio. Included in the $45.6 million was $38.5 million, or 7.6% of our loan portfolio, that were commercial construction, and $7.2 million, or 1.4% of our loan portfolio, that were consumer construction loans.

Residential Real Estate Loans and Home Equity Loans. We do not generally originate traditional long term residential mortgages, but we do issue traditional second mortgage residential real estate loans and home equity lines of credit. At December 31, 2007, our individual residential real estate loans ranged in size from $3,600 to $2.7 million, with an average loan size of approximately $281,000. Generally, we limit the loan-to-value ratio on our residential real estate loans to 85%. We offer fixed and adjustable rate residential real estate loans with terms of up to 30 years. We typically offer these fixed rate loans through a third party rather than originating and retaining these loans ourselves. We also offer home equity lines of credit. At December 31, 2007, our individual home equity lines of credit ranged in size from $1,000 to $1.9 million, with an average of approximately $96,000. Our underwriting criteria and the risks associated with home equity loans and lines of credit are generally the same as those for first mortgage loans. Home equity lines of credit typically have terms of five years or less. We generally limit the extension of credit to 90% of the available equity of each property, although we may extend up to 100% of the available equity. At December 31, 2007, residential real estate loans (other than construction loans) amounted to $106.6 million, or 21.0% of our loan portfolio. Included in the residential real estate loans was $59.8 million, or 11.7% of our loan portfolio, in first and second mortgages on individuals' homes, and $46.8 million, or 9.2% of our loan portfolio, in home equity loans.

Commercial Business Loans. We make loans for commercial purposes in various lines of businesses, including the manufacturing, service industry, and professional service areas. At December 31, 2007, our individual commercial business loans ranged in size from approximately $4,000 to $3.0 million, with an average loan size of approximately $142,000. Commercial loans are generally considered to have greater risk than first or second mortgages on real estate because commercial loans may be unsecured, or if they are secured, the value of the collateral may be difficult to assess and more likely to decrease than real estate. At December 31, 2007, commercial business loans amounted to $86.9 million, or 17.1% of our loan portfolio.

We are eligible to offer small business loans utilizing government enhancements such as the Small Business Administration's ("SBA") 7(a) program and SBA's 504 programs. These loans typically are partially guaranteed by the government, which helps to reduce their risk. Government guarantees of SBA loans do not exceed, and are generally less than, 80% of the loan. As of December 31, 2007, we had not originated any small business loans utilizing government enhancements.

Consumer Loans. We make a variety of loans to individuals for personal and household purposes, including secured and unsecured installment loans and revolving lines of credit. Consumer loans are underwritten based on the borrower's income, current debt level, past credit history, and the availability and value of collateral. Consumer rates are both fixed and variable, with terms negotiable. At December 31, 2007, our individual consumer loans ranged in size from $200 to $469,000, with an average loan size of approximately $18,000. Our installment loans typically amortize over periods up to 60 months. We will offer consumer loans with a single maturity date when a specific source of repayment is available. We typically require monthly payments of interest and a portion of the principal on our revolving loan products. Consumer loans are generally considered to have greater risk than first or second mortgages on real estate because they may be unsecured, or, if they are secured, the value of the collateral may be difficult to assess and more likely to decrease in value than real estate. At December 31, 2007, consumer loans amounted to $9.1 million, or 1.8% of our loan portfolio.

Deposit Services

Our principal source of funds is core deposits. We offer a full range of deposit services, including checking accounts, commercial checking accounts, savings accounts, and other time deposits of various types, ranging from daily money market accounts to long-term certificates of deposit. Because of the historically low interest rate environment in the last three years, we have chosen to obtain a portion of our deposits from outside our local markets. Our out-of-market, or wholesale, certificates of deposits represented 37.6% of total deposits at December 31, 2007. The deposits obtained outside of our market area generally have lower rates than rates being offered for certificates of deposits in our local market. This funding strategy allowed us to operate in only four locations, maintain a smaller staff, and not incur significant marketing costs to advertise deposit rates, which in turn has allowed us to maintain our focus on growing our loan portfolio. In an effort to obtain lower costing deposits, we are focusing on expanding our retail deposit program. Accordingly, we plan to open two new retail deposit offices, one in the second quarter of 2008 and the other in the third quarter of 2008, which will assist us in obtaining low cost transaction accounts that are less affected by rising rates. Deposit rates are reviewed regularly by senior management of the bank. We believe that the rates we offer are competitive with those offered by other financial institutions in our area. We focus on customer service and our ClientFIRST culture to attract and retain deposits.

Other Banking Services

We offer other bank services including safe deposit boxes, traveler's checks, direct deposit, United States Savings Bonds, and banking by mail. We earn fees for most of these services, including debit and credit card transactions, sales of checks, and wire transfers. We also receive ATM transaction fees from transactions performed by our clients. We are associated with the Honor, Cirrus, and Master-Money ATM networks, which are available to our clients throughout the country. Since we outsource our ATM services, we are charged related transaction fees from our ATM service provider. We have contracted with Fidelity Integrated Financial Solutions, an outside computer service company, to provide our core data processing services and our ATM processing. By outsourcing these services, we believe we are able to reduce our overhead by matching the expense in each period to the transaction volume that occurs during the period, as a significant portion of the fee charged is directly related to the number of loan and deposit accounts and the related number of transactions we have during the period. We believe that by being associated with a shared network of ATMs, we are better able to serve our clients and are able to attract clients who are accustomed to the convenience of using ATMs, although we do not believe that maintaining this association is critical to our success. We also offer Internet banking services, bill payment services, and cash management services. We do not expect to exercise trust powers during our next few years of operations.

Competition

The banking business is highly competitive, and we experience competition in our market from many other financial institutions. Competition among financial institutions is based upon interest rates offered on deposit accounts, interest rates charged on loans, other credit and service charges relating to loans, the quality and scope of the services rendered, the convenience of banking facilities, and, in the case of loans to commercial borrowers, relative lending limits. We compete with commercial banks, credit unions, savings and loan associations, mortgage banking firms, consumer finance companies, securities brokerage firms, insurance companies, money market funds, and other mutual funds, as well as other super-regional, national, and international financial institutions that operate offices in Greenville and Richland Counties and elsewhere.

As of June 30, 2007, there were 29 financial institutions other than us in our primary market, Greenville County and 28 other financial institutions in the Columbia market. We compete with these institutions both in attracting deposits and in making loans. In addition, we have to attract our customer base from other existing financial institutions and from new residents. Many of our competitors are well-established, larger financial institutions with substantially greater resources and lending limits, such as BB&T, Bank of America, Wachovia, and Carolina First Bank. These institutions offer some services, such as extensive and established branch networks and trust services that we do not provide. In addition, many of our non-bank competitors are not subject to the same extensive federal regulations that govern bank holding companies and federally insured banks.

We believe our commitment to quality and personalized banking services through our ClientFIRST culture is a factor that contributes to our competitiveness and success.

Market Share

As of June 30, 2007, the most recent date for which market data is available, total deposits in the bank's primary service area, Greenville County, were over $9.6 billion, which represented a 14.3% deposit increase from 2006. At June 30, 2007, the bank represented 4.1% of the market.

Our Columbia location did not become full-service branch until after June 30, 2007; therefore, the most recent market data reflects no market share in the Columbia market. Our service area in the Columbia market will include both Lexington and Richland counties which combined represented over $11.3 billion in deposits as of June 30, 2007.

Employees

At March 17, 2008, we employed a total of 81 full-time and 2 part-time employees. We believe that our relations with our employees are good.

SUPERVISION AND REGULATION

Both the company and the bank are subject to extensive state and federal banking laws and regulations that impose specific requirements or restrictions on and provide for general regulatory oversight of virtually all aspects of our operations. These laws and regulations are generally intended to protect depositors, not shareholders. The following summary is qualified by reference to the statutory and regulatory provisions discussed. Changes in applicable laws or regulations may have a material effect on our business and prospects. Our operations may be affected by legislative changes and the policies of various regulatory authorities. We cannot predict the effect that fiscal or monetary policies, economic control, or new federal or state legislation may have on our business and earnings in the future.

The following discussion is not intended to be a complete list of all the activities regulated by the banking laws or of the impact of such laws and regulations on our operations. It is intended only to briefly summarize some material provisions.

Southern First Bancshares, Inc.

We own 100% of the outstanding capital stock of the bank, and therefore we are considered to be a bank holding company under the federal Bank Holding Company Act of 1956 (the "Bank Holding Company Act"). As a result, we are primarily subject to the supervision, examination and reporting requirements of the Board of Governors of the Federal Reserve (the "Federal Reserve") under the Bank Holding Company Act and its regulations promulgated thereunder. Moreover, as a bank holding company of a bank located in South Carolina, we also are subject to the South Carolina Banking and Branching Efficiency Act.

Permitted Activities. Under the Bank Holding Company Act, a bank holding company is generally permitted to engage in, or acquire direct or indirect control of more than 5% of the voting shares of any company engaged in, the following activities:

banking or managing or controlling banks;

furnishing services to or performing services for our subsidiaries; and

any activity that the Federal Reserve determines to be so closely related to banking as to be a proper incident to the business of banking.

Activities that the Federal Reserve has found to be so closely related to banking as to be a proper incident to the business of banking include:

- factoring accounts receivable;
- making, acquiring, brokering or servicing loans and usual related activities;
- leasing personal or real property;
- operating a non-bank depository institution, such as a savings association;
- trust company functions;
- financial and investment advisory activities;
- conducting discount securities brokerage activities;
- underwriting and dealing in government obligations and money market instruments;
- providing specified management consulting and counseling activities;
- performing selected data processing services and support services;
- acting as agent or broker in selling credit life insurance and other types of insurance in connection with credit transactions; and
- performing selected insurance underwriting activities.

As a bank holding company we also can elect to be treated as a "financial holding company," which would allow us to engage in a broader array of activities. In summary, a financial holding company can engage in activities that are financial in nature or incidental or complimentary to financial activities, including insurance underwriting, sales and brokerage activities, providing financial and investment advisory services, underwriting services and limited merchant banking activities. We have not sought financial holding company status, but may elect such status in the future as our business matures. If we were to elect financial holding company status, each insured depository institution we control would have to be well capitalized, well managed and have at least a satisfactory rating under the CRA (discussed below).

The Federal Reserve has the authority to order a bank holding company or its subsidiaries to terminate any of these activities or to terminate its ownership or control of any subsidiary when it has reasonable cause to believe that the bank holding company's continued ownership, activity or control constitutes a serious risk to the financial safety, soundness or stability of it or any of its bank subsidiaries.

Change in Control. In addition, and subject to certain exceptions, the Bank Holding Company Act and the Change in Bank Control Act, together with regulations promulgated there under, require Federal Reserve approval prior to any person or company acquiring "control" of a bank holding company. Control is conclusively presumed to exist if an individual or company acquires 25% or more of any class of voting securities of a bank holding company. Control is rebuttably presumed to exist if a person acquires 10% or more, but less than 25%, of any class of voting securities and either the company has registered securities under Section 12 of the Securities Exchange Act of 1934 or no other person owns a greater percentage of that class of voting securities immediately after the transaction. Our common stock is registered under Section 12 of the Securities Exchange Act. The regulations provide a procedure for rebutting control when ownership of any class of voting securities is below 25%.

Source of Strength. In accordance with Federal Reserve Board policy, we are expected to act as a source of financial strength to the bank and to commit resources to support the bank in circumstances in which we might not otherwise do so. Under the Bank Holding Company Act, the Federal Reserve Board may require a bank holding company to terminate any activity or relinquish control of a non-bank subsidiary, other than a non-bank subsidiary of a bank, upon the Federal Reserve's determination that such activity or control constitutes a serious risk to the financial soundness or stability of any depository institution subsidiary of a bank holding company. Additionally, federal bank regulatory authorities have additional discretion to require a bank holding company to divest itself of any bank or non-bank subsidiaries if the agency determines that divestiture may aid the depository institution's financial condition. Further, any loans by bank holding company to a subsidiary bank are subordinate in right of payment to deposits and certain other indebtedness of the subsidiary bank. In the event of a bank holding company's bankruptcy, any commitment by the bank holding company to a federal bank regulatory agency to maintain the capital of a subsidiary bank at a certain level would be assumed by the bankruptcy trustee and entitled to priority payment

Capital Requirements. The Federal Reserve Board imposes certain capital requirements on the bank holding company under the Bank Holding Company Act, including a minimum leverage ratio and a minimum ratio of "qualifying" capital to risk-weighted assets. These requirements are described below under "Southern First Bank - Capital Regulations." Subject to our capital requirements and certain other restrictions, we are able to borrow money to make capital contributions to the bank, and these loans may be repaid from dividends paid from the bank to the company. Our ability to pay dividends is subject to regulatory restrictions as described below in "Southern First Bank - Dividends." We are also able to raise capital for contribution to the bank by issuing securities without having to receive regulatory approval, subject to compliance with federal and state securities laws.

South Carolina State Regulation. As a South Carolina bank holding company under the South Carolina Banking and Branching Efficiency Act, we are subject to limitations on sale or merger and to regulation by the South Carolina Board of Financial Institutions (the "S.C. Board"). We are not required to obtain the approval of the S.C. Board prior to acquiring the capital stock of a national bank, but we must notify them at least 15 days prior to doing so. We must receive the Board's approval prior to engaging in the acquisition of a South Carolina state chartered bank or another South Carolina bank holding company.

Southern First Bank, N.A.

The bank operates as a national banking association incorporated under the laws of the United States and subject to examination by the Office of the Comptroller of the Currency (the "OCC"). Deposits in the bank are insured by the Federal Deposit Insurance Corporation ("FDIC") up to a maximum amount, which is currently $100,000 for each non-retirement depositor and $250,000 for certain retirement-account depositors. The OCC and the FDIC regulate or monitor virtually all areas of the bank's operations, including

- security devices and procedures;
- adequacy of capitalization and loss reserves;
- loans;
- investments;
- borrowings;
- deposits;
- mergers;
- issuances of securities;
- payment of dividends;
- interest rates payable on deposits;
- interest rates or fees chargeable on loans;
- establishment of branches;

corporate reorganizations;

maintenance of books and records; and

adequacy of staff training to carry on safe lending and deposit gathering practices.

The OCC requires the bank to maintain specified capital ratios and imposes limitations on the bank's aggregate investment in real estate, bank premises, and furniture and fixtures. Two categories of regulatory capital are used in calculating these ratios-Tier 1 capital and total capital. Tier 1 capital generally includes common equity, retained earnings, a limited amount of qualifying preferred stock, and qualifying minority interests in consolidated subsidiaries, reduced by goodwill and certain other intangible assets, such as core deposit intangibles, and certain other assets. Total capital generally consists of Tier 1 capital plus Tier 2 capital, which includes the allowance for loan losses, preferred stock that did not qualify as Tier 1 capital, certain types of subordinated debt and a limited amount of other items.

The bank is required to calculate three ratios: the ratio of Tier 1 capital to risk-weighted assets, the ratio of Total capital to risk-weighted assets, and the "leverage ratio," which is the ratio of Tier 1 capital to assets on a non-risk-adjusted basis. For the two ratios of capital to risk-weighted assets, certain assets, such as cash and U.S. Treasury securities, have a zero risk weighting. Others, such as commercial and consumer loans, have a 100% risk weighting. Some assets, notably purchase-money loans secured by first-liens on residential real property, are risk-weighted at 50%. Assets also include amounts that represent the potential funding of off-balance sheet obligations such as loan commitments and letters of credit. These potential assets are assigned to risk categories in the same manner as funded assets. The total assets in each category are multiplied by the appropriate risk weighting to determine risk-adjusted assets for the capital calculations.

The minimum capital ratios for both the company and the bank are generally 8% for total capital, 4% for Tier 1 capital and 4% for leverage. To be eligible to be classified as "well-capitalized," the bank must generally maintain a total capital ratio of 10% or more, a Tier 1 capital ratio of 6% or more, and a leverage ratio of 5% or more. Certain implications of the regulatory capital classification system is discussed in greater detail below.

The OCC also requires the bank to prepare annual reports on the bank's financial condition and to conduct an annual audit of its financial affairs in compliance with its minimum standards and procedures

All insured institutions must undergo regular on-site examinations by their appropriate banking agency. The cost of examinations of insured depository institutions and any affiliates may be assessed by the appropriate federal banking agency against each institution or affiliate as it deems necessary or appropriate. Insured institutions are required to submit annual reports to the FDIC, their federal regulatory agency, and state supervisor when applicable. The FDIC has developed a method for insured depository institutions to provide supplemental disclosure of the estimated fair market value of assets and liabilities, to the extent feasible and practicable, in any balance sheet, financial statement, report of condition or any other report of any insured depository institution. The federal banking regulatory agencies to prescribe, by regulation, standards for all insured depository institutions and depository institution holding companies relating, among other things, to the following:

- internal controls;
- information systems and audit systems;
- loan documentation;
- credit underwriting;
- interest rate risk exposure; and
- asset quality.

Prompt Corrective Action. As an insured depository institution, the bank is required to comply with the capital requirements promulgated under the Federal Deposit Insurance Act and the OCCr's prompt corrective action regulations thereunder, which set forth five capital categories, each with specific regulatory consequences. Under these regulations, the categories are:

Well Capitalized - The institution exceeds the required minimum level for each relevant capital measure. A well capitalized institution is one (i) having a total capital ratio of 10% or greater, (ii) having a tier 1 capital ratio of 6% or greater, (iii) having a leverage capital ratio of 5% or greater and (iv) that is not subject to any order or written directive to meet and maintain a specific capital level for any capital measure.

Adequately Capitalized - The institution meets the required minimum level for each relevant capital measure. No capital distribution may be made that would result in the institution becoming undercapitalized. An adequately capitalized institution is one (i) having a total capital ratio of 8% or greater, (ii) having a tier 1 capital ratio of 4% or greater and (iii) having a leverage capital ratio of 4% or greater or a leverage capital ratio of 3% or greater if the institution is rated composite 1 under the CAMELS (Capital, Assets, Management, Earnings, Liquidity and Sensitivity to market risk) rating system.

Undercapitalized - The institution fails to meet the required minimum level for any relevant capital measure. An undercapitalized institution is one (i) having a total capital ratio of less than 8% or (ii) having a tier 1 capital ratio of less than 4% or (iii) having a leverage capital ratio of less than 4%, or if the institution is rated a composite 1 under the CAMEL rating system, a leverage capital ratio of less than 3%.

Significantly Undercapitalized - The institution is significantly below the required minimum level for any relevant capital measure. A significantly undercapitalized institution is one (i) having a total capital ratio of less than 6% or (ii) having a tier 1 capital ratio of less than 3% or (iii) having a leverage capital ratio of less than 3%.

Critically Undercapitalized - The institution fails to meet a critical capital level set by the appropriate federal banking agency. A critically undercapitalized institution is one having a ratio of tangible equity to total assets that is equal to or less than 2%.

If the OCC determines, after notice and an opportunity for hearing, that the bank is in an unsafe or unsound condition, the regulator is authorized to reclassify the bank to the next lower capital category (other than critically undercapitalized) and require the submission of a plan to correct the unsafe or unsound condition.

If the bank is not well capitalized, it cannot accept brokered deposits without prior FDIC approval and, if approval is granted, cannot offer an effective yield in excess of 75 basis points on interests paid on deposits of comparable size and maturity in such institution's normal market area for deposits accepted from within its normal market area, or national rate paid on deposits of comparable size and maturity for deposits accepted outside the bank's normal market area. Moreover, if the bank becomes less than adequately capitalized, it must adopt a capital restoration plan acceptable to the OCC that is subject to a limited performance guarantee by the corporation. The bank also would become subject to increased regulatory oversight, and is increasingly restricted in the scope of its permissible activities. Each company having control over an undercapitalized institution also must provide a limited guarantee that the institution will comply with its capital restoration plan. Except under limited circumstances consistent with an accepted capital restoration plan, an undercapitalized institution may not grow. An undercapitalized institution may not acquire another institution, establish additional branch offices or engage in any new line of business unless determined by the appropriate Federal banking agency to be consistent with an accepted capital restoration plan, or unless the FDIC determines that the proposed action will further the purpose of prompt corrective action. The appropriate federal banking agency may take any action authorized for a significantly undercapitalized institution if an undercapitalized institution fails to submit an acceptable capital restoration plan or fails in any material respect to implement a plan accepted by the agency. A critically undercapitalized institution is subject to having a receiver or conservator appointed to manage its affairs and for loss of its charter to conduct banking activities.

An insured depository institution may not pay a management fee to a bank holding company controlling that institution or any other person having control of the institution if, after making the payment, the institution, would be undercapitalized. In addition, an institution cannot make a capital distribution, such as a dividend or other distribution that is in substance a distribution of capital to the owners of the institution if following such a distribution the institution would be undercapitalized. Thus, if payment of such a management fee or the making of such would cause the bank to become undercapitalized, it could not pay a management fee or dividend to us.

As of December 31, 2007, the bank was deemed to be "well capitalized."

Standards for Safety and Soundness. The FDIA also requires the federal banking regulatory agencies to prescribe, by regulation or guideline, operational and managerial standards for all insured depository institutions relating to: (i) internal controls, information systems and internal audit systems; (ii) loan documentation; (iii) credit underwriting; (iv) interest rate risk exposure; and (v) asset growth. The agencies also must prescribe standards for asset quality, earnings, and stock valuation, as well as standards for compensation, fees and benefits. The federal banking agencies have adopted regulations and Interagency Guidelines Prescribing Standards for Safety and Soundness ("Guidelines") to implement these required standards. The Guidelines set forth the safety and soundness standards that the federal banking agencies use to identify and address problems at insured depository institutions before capital becomes impaired. Under the regulations, if the OCC determines that the bank fails to meet any standards prescribed by the Guidelines, the agency may require the bank to submit to the agency an acceptable plan to achieve compliance with the standard, as required by the OCC. The final regulations establish deadlines for the submission and review of such safety and soundness compliance plans.

Deposit Insurance and Assessments. Deposits at the bank are insured by the Deposit Insurance Fund (the "DIF") as administered by the FDIC, up to the applicable limits established by law - generally $100,000 per accountholder and $250,000 for certain retirement accountholders. In accordance with regulations adopted to implement the Federal Deposit Insurance Reform Act of 2005 ("FDIRA"), deposit insurance premium assessments are based upon perceived risks to the DIF, by evaluating an institution's supervisory ratios and other financial ratios and then determining insurance premiums based upon the likelihood an institution could be downgraded to a CAMELS 3 or worse in the succeeding year. As a result, institutions deemed to pose less risk, pay lower premiums than those institutions deemed to pose more risk, which pay more.

FDIRA caps the amount of the DIF at 1.50% of domestic deposits. The FDIC must issue cash dividends, awarded on a historical basis, for the amount of the DIF over the 1.50% ratio. Additionally, if the DIF exceeds 1.35% of domestic deposits at year-end, the FDIC is required to issue cash dividends, awarded on a historical basis, for half of the amount of the excess. Pursuant to the FDIRA, the FDIC will begin to indexing deposit insurance coverage levels for inflation beginning in 2012. Moreover, if we become undercapitalized we cannot accept employee benefit plan deposits.

In November 2006, the FDIC adopted final regulations that set the deposit insurance assessment rates that took effect in 2007. The FDIC uses a risk-based assessment system that assigns insured depository institutions to one of four risk categories based on three primary sources of information-supervisory risk ratings for all institutions, financial ratios for most institutions, including the company, and long-term debt issuer ratings for large institutions that have such ratings. The new premium rate structure imposes a minimum assessment of from five to seven cents for every $100 of domestic deposits on institutions that are assigned to the lowest risk category. This category is expected to encompass substantially all insured institutions, including the bank. A one time assessment credit is available to offset up to 100% of the 2007 assessment. Any remaining credit can be used to offset up to 90% of subsequent annual assessments through 2010. For institutions assigned to higher risk categories, the premium that took effect in 2007 ranges from ten cents to forty-three cents per $100 of deposits.

The FDIC also collects a deposit-based assessment from insured financial institutions on behalf of The Financing Corporation (FICO). The funds from these assessments are used to service debt issued by FICO in its capacity as a financial vehicle for the Federal Savings & Loan Insurance Corporation. The FICO assessment rate is set quarterly and in 2006 ranged from 1.32 cents to 1.24 cents per $100 of assessable deposits. For the first quarter of 2007, the FICO assessment rate was 1.22 cents per $100 of assessable deposits.

Transactions with Affiliates and Insiders. The bank is subject to the provisions of Section 23A of the Federal Reserve Act, which places limits on the amount of loans or extensions of credit to, or investments in, or certain other transactions with, affiliates and on the amount of advances to third parties collateralized by the securities or obligations of affiliates. The aggregate of all covered transactions is limited in amount, as to any one affiliate, to 10% of the bank's capital and surplus and, as to all affiliates combined, to 20% of the bank's capital and surplus. Furthermore, within the foregoing limitations as to amount, each covered transaction must meet specified collateral requirements. Compliance is also required with certain provisions designed to avoid the taking of low quality assets.

The bank also is subject to the provisions of Section 23B of the Federal Reserve Act which, among other things, prohibits an institution from engaging in certain transactions with certain affiliates unless the transactions are on terms substantially the same, or at least as favorable to such institution or its subsidiaries, as those prevailing at the time for comparable transactions with nonaffiliated companies. The bank is subject to certain restrictions on extensions of credit to executive officers, directors, certain principal shareholders, and their related interests. Such extensions of credit (i) must be made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with third parties and (ii) must not involve more than the normal risk of repayment or present other unfavorable features.

The Federal Reserve Board has issued Regulation W, which codifies prior regulations under Sections 23A and 23B of the Federal Reserve Act and interpretative guidance with respect to affiliate transactions. Regulation W incorporates the exemption from the affiliate transaction rules but expands the exemption to cover the purchase of any type of loan or extension of credit from an affiliate. In addition, under Regulation W:

- a bank and its subsidiaries may not purchase a low-quality asset from an affiliate;
- covered transactions and other specified transactions between a bank or its subsidiaries and an affiliate must be on terms and conditions that are consistent with safe and sound banking practices; and
- with some exceptions, each loan or extension of credit by a bank to an affiliate must be secured by collateral with a market value ranging from 100% to 130%, depending on the type of collateral, of the amount of the loan or extension of credit.

Regulation W generally excludes all non-bank and non-savings association subsidiaries of banks from treatment as affiliates, except to the extent that the Federal Reserve Board decides to treat these subsidiaries as affiliates. The regulation also limits the amount of loans that can be purchased by a bank from an affiliate to not more than 100% of the bank's capital and surplus.

Dividends. A national bank may not pay cash dividends from its permanent capital. All cash dividends must be paid out of undivided profits then on hand, after deducting expenses, including reserves for losses and bad debts. In addition, a national bank is prohibited from declaring a cash dividend on its shares of common stock until its surplus equals its stated capital, unless there has been transferred to surplus no less than one-tenth of the bank's net profits of the preceding two consecutive half-year periods (in the case of an annual dividend). The approval of the OCC is required if the total of all cash dividends declared by a national bank in any calendar year exceeds the total of its net profits for that year combined with its retained net profits for the preceding two years, less any required transfers to surplus.

Branching. National banks are required by the National Bank Act to adhere to branch office banking laws applicable to state banks in the states in which they are located. Under current South Carolina law, the bank may open branch offices throughout South Carolina with the prior approval of the OCC. In addition, with prior regulatory approval, the bank is able to acquire existing banking operations in South Carolina. Furthermore, federal legislation permits interstate branching, including out-of-state acquisitions by bank holding companies, interstate branching by banks if allowed by state law, and interstate merging by banks. However, South Carolina law, with limited exceptions, currently permits branching across state lines only through interstate mergers.

Anti-Tying Restrictions. Under amendments to the Bank Holding Company Act and Federal Reserve regulations, a bank is prohibited from engaging in certain tying or reciprocity arrangements with its customers. In general, a bank may not extend credit, lease, sell property, or furnish any services or fix or vary the consideration for these arrangements on the condition that (i) the customer obtain or provide some additional credit, property, or services from or to the bank, the bank holding company or subsidiaries thereof or (ii) the customer may not obtain some other credit, property, or services from a competitor, except to the extent reasonable conditions are imposed to assure the soundness of the credit extended. Certain arrangements are permissible: a bank may offer combined-balance products and may otherwise offer more favorable terms if a customer obtains two or more traditional bank products; and certain foreign transactions are exempt from the general rule. A bank holding company or any bank affiliate also is subject to anti-tying requirements in connection with electronic benefit transfer services.

Community Reinvestment Act. The Community Reinvestment Act requires that the OCC evaluate the record of the bank in meeting the credit needs of its local community, including low and moderate income neighborhoods. These factors are also considered in evaluating mergers, acquisitions, and applications to open a branch or facility. Failure to adequately meet these criteria could impose additional requirements and limitations on our bank.

Finance Subsidiaries. Under the Gramm-Leach-Bliley Act (the "GLBA"), subject to certain conditions imposed by their respective banking regulators, national and state-chartered banks are permitted to form "financial subsidiaries" that may conduct financial or incidental activities, thereby permitting bank subsidiaries to engage in certain activities that previously were impermissible. The GLBA imposes several safeguards and restrictions on financial subsidiaries, including that the parent bank's equity investment in the financial subsidiary be deducted from the bank's assets and tangible equity for purposes of calculating the bank's capital adequacy. In addition, the GLBA imposes new restrictions on transactions between a bank and its financial subsidiaries similar to restrictions applicable to transactions between banks and non-bank affiliates.

Consumer Protection Regulations. Activities of the bank are subject to a variety of statutes and regulations designed to protect consumers. Interest and other charges collected or contracted for by the bank are subject to state usury laws and federal laws concerning interest rates. The bank's loan operations are also subject to federal laws applicable to credit transactions, such as:

the federal Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers;

the Home Mortgage Disclosure Act of 1975, requiring financial institutions to provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs of the community it serves;

the Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;

the Fair Credit Reporting Act of 1978, governing the use and provision of information to credit reporting agencies;

the Fair Debt Collection Act, governing the manner in which consumer debts may be collected by collection agencies; and

the rules and regulations of the various federal agencies charged with the responsibility of implementing such federal laws.

The deposit operations of the bank also are subject to:

- the Right to Financial Privacy Act, which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records; and

- the Electronic Funds Transfer Act and Regulation E issued by the Federal Reserve Board to implement that Act, which governs automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of automated teller machines and other electronic banking services.

Enforcement Powers. The bank and its "institution-affiliated parties," including its management, employees agents independent contractors and consultants such as attorneys and accountants and others who participate in the conduct of the financial institution's affairs, are subject to potential civil and criminal penalties for violations of law, regulations or written orders of a government agency. These practices can include the failure of an institution to timely file required reports or the filing of false or misleading information or the submission of inaccurate reports. Civil penalties may be as high as $1,000,000 a day for such violations. Criminal penalties for some financial institution crimes have been increased to twenty years. In addition, regulators are provided with greater flexibility to commence enforcement actions against institutions and institution-affiliated parties. Possible enforcement actions include the termination of deposit insurance. Furthermore, banking agencies' power to issue cease-and-desist orders were expanded. Such orders may, among other things, require affirmative action to correct any harm resulting from a violation or practice, including restitution, reimbursement, indemnifications or guarantees against loss. A financial institution may also be ordered to restrict its growth, dispose of certain assets, rescind agreements or contracts, or take other actions as determined by the ordering agency to be appropriate.

Anti-Money Laundering. Financial institutions must maintain anti-money laundering programs that include established internal policies, procedures, and controls; a designated compliance officer; an ongoing employee training program; and testing of the program by an independent audit function. The company and the bank are also prohibited from entering into specified financial transactions and account relationships and must meet enhanced standards for due diligence and "knowing your customer" in their dealings with foreign financial institutions and foreign customers. Financial institutions must take reasonable steps to conduct enhanced scrutiny of account relationships to guard against money laundering and to report any suspicious transactions, and recent laws provide law enforcement authorities with increased access to financial information maintained by banks. Anti-money laundering obligations have been substantially strengthened as a result of the USA Patriot Act, enacted in 2001 and renewed in 2006. Bank regulators routinely examine institutions for compliance with these obligations and are required to consider compliance in connection with the regulatory review of applications. The regulatory authorities have been active in imposing "cease and desist" orders and money penalty sanctions against institutions found to be violating these obligations.

USA PATRIOT Act. The USA PATRIOT Act became effective on October 26, 2001, amended, in part, the Bank Secrecy Act and provides, in part, for the facilitation of information sharing among governmental entities and financial institutions for the purpose of combating terrorism and money laundering by enhancing anti-money laundering and financial transparency laws, as well as enhanced information collection tools and enforcement mechanics for the U.S. government, including: (i) requiring standards for verifying customer identification at account opening; (ii) rules to promote cooperation among financial institutions, regulators, and law enforcement entities in identifying parties that may be involved in terrorism or money laundering; (iii) reports by nonfinancial trades and businesses filed with the Treasury Department's Financial Crimes Enforcement Network for transactions exceeding $10,000; and (iv) filing suspicious activities reports by brokers and dealers if they believe a customer may be violating U.S. laws and regulations and requires enhanced due diligence requirements for financial institutions that administer, maintain, or manage private bank accounts or correspondent accounts for non-U.S. persons. Bank regulators routinely examine institutions for compliance with these obligations and are required to consider compliance in connection with the regulatory review of applications.

Under the USA PATRIOT Act, the Federal Bureau of Investigation ("FBI") can send our banking regulatory agencies lists of the names of persons suspected of involvement in terrorist activities. The bank can be requested, to search its records for any relationships or transactions with persons on those lists. If the bank finds any relationships or transactions, it must file a suspicious activity report and contact the FBI.

The Office of Foreign Assets Control ("OFAC"), which is a division of the U.S. Department of the Treasury, is responsible for helping to insure that United States entities do not engage in transactions with "enemies" of the United States, as defined by various Executive Orders and Acts of Congress. OFAC has sent, and will send, our banking regulatory agencies lists of names of persons and organizations suspected of aiding, harboring or engaging in terrorist acts. If the bank finds a name on any transaction, account or wire transfer that is on an OFAC list, it must freeze such account, file a suspicious activity report and notify the FBI. The bank has appointed an OFAC compliance officer to oversee the inspection of its accounts and the filing of any notifications. The bank actively checks high-risk OFAC areas such as new accounts, wire transfers and customer files. The bank performs these checks utilizing software, which is updated each time a modification is made to the lists provided by OFAC and other agencies of Specially Designated Nationals and Blocked Persons.

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Privacy and Credit Reporting. Financial institutions are required to disclose their policies for collecting and protecting confidential information. Customers generally may prevent financial institutions from sharing nonpublic personal financial information with nonaffiliated third parties except under narrow circumstances, such as the processing of transactions requested by the consumer. Additionally, financial institutions generally may not disclose consumer account numbers to any nonaffiliated third party for use in telemarketing, direct mail marketing or other marketing to consumers. It is the bank's policy not to disclose any personal information unless required by law.

Like other lending institutions, the bank utilizes credit bureau data in its underwriting activities. Use of such data is regulated under the Federal Credit Reporting Act on a uniform, nationwide basis, including credit reporting, prescreening, sharing of information between affiliates, and the use of credit data. The Fair and Accurate Credit Transactions Act of 2003 (the "FACT Act") authorizes states to enact identity theft laws that are not inconsistent with the conduct required by the provisions of the FACT Act.

Check 21. The Check Clearing for the 21st Century Act gives "substitute checks," such as a digital image of a check and copies made from that image, the same legal standing as the original paper check. Some of the major provisions include:

- allowing check truncation without making it mandatory;
- demanding that every financial institution communicate to accountholders in writing a description of its substitute check processing program and their rights under the law;
- legalizing substitutions for and replacements of paper checks without agreement from consumers;
- retaining in place the previously mandated electronic collection and return of checks between financial institutions only when individual agreements are in place;
- requiring that when accountholders request verification, financial institutions produce the original check (or a copy that accurately represents the original) and demonstrate that the account debit was accurate and valid; and
- requiring the re-crediting of funds to an individual's account on the next business day after a consumer proves that the financial institution has erred.

Effect of Governmental Monetary Policies. Our earnings are affected by domestic economic conditions and the monetary and fiscal policies of the United States government and its agencies. The Federal Reserve Bank's monetary policies have had, and are likely to continue to have, an important impact on the operating results of commercial banks through its power to implement national monetary policy in order, among other things, to curb inflation or combat a recession. The monetary policies of the Federal Reserve Board have major effects upon the levels of bank loans, investments and deposits through its open market operations in United States government securities and through its regulation of the discount rate on borrowings of member banks and the reserve requirements against member bank deposits. It is not possible to predict the nature or impact of future changes in monetary and fiscal policies.

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

Item 1A. Risk Factors.

Our business, financial condition, and results of operations could be harmed by any of the following risks, or other risks that have not been identified or which we believe are immaterial or unlikely. Shareholders should carefully consider the risks described below in conjunction with the other information in this Form 10-K and the information incorporated by reference in this Form 10-K, including our consolidated financial statements and related notes.

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

We may not be able to sustain our historical rate of growth and may not even be able to continue to grow our business at all. Because of our relatively small size and short operating history, it may be difficult for us to generate similar earnings growth as we continue to expand, and consequently our historical results of operations will not necessarily be indicative of our future operations. Various factors, such as economic conditions, regulatory and legislative considerations, and competition, may also impede our ability to expand our market presence. If we experience a significant decrease in our historical rate of growth, our results of operations and financial condition may be adversely affected because a high percentage of our operating costs are fixed expenses.

Our decisions regarding credit risk and reserves for loan losses may materially and adversely affect our business.

Making loans and other extensions of credit is an essential element of our business. Although we seek to mitigate risks inherent in lending by adhering to specific underwriting practices, our loans and other extensions of credit may not be repaid. The risk of nonpayment is affected by a number of factors, including:

- the duration of the credit;
- credit risks of a particular customer;
- changes in economic and industry conditions; and
- in the case of a collateralized loan, risks resulting from uncertainties about the future value of the collateral.

We attempt to maintain an appropriate allowance for loan losses to provide for probable losses in our loan portfolio. We periodically determine the amount of the allowance based on consideration of several factors, including:

- an ongoing review of the quality, mix, and size of our overall loan portfolio;
- our historical loan loss experience;
- evaluation of economic conditions;
- regular reviews of loan delinquencies and loan portfolio quality; and
- the amount and quality of collateral, including guarantees, securing the loans.

There is no precise method of predicting credit losses; therefore, we face the risk that charge-offs in future periods may exceed our allowance for loan losses and that additional increases in the allowance for loan losses will be required. Additions to the allowance for loan losses would result in a decrease of our net income, and possibly our capital.

Lack of seasoning of our loan portfolio may increase the risk of credit defaults in the future.

Due to the rapid growth of our bank over the past several years and our relatively short operating history, a large portion of the loans in our loan portfolio and of our lending relationships are of relatively recent origin. In general, loans do not begin to show signs of credit deterioration or default until they have been outstanding for some period of time, a process we refer to as "seasoning." As a result, a portfolio of older loans will usually behave more predictably than a newer portfolio. Because our loan portfolio is relatively new, the current level of delinquencies and defaults may not be representative of the level that will prevail when the portfolio becomes more seasoned, which may be higher than current levels. If delinquencies and defaults increase, we may be required to increase our provision for loan losses, which would adversely affect our results of operations and financial condition.

An economic downturn, especially one affecting our service markets, could reduce our customer base, our level of deposits, and demand for financial products such as loans.

Our success significantly depends upon the growth in population, income levels, deposits, and housing starts in our markets. If the communities in which we operate do not grow or if prevailing economic conditions locally or nationally are unfavorable, our business may not succeed. An economic downturn would likely contribute to the deterioration of the quality of our loan portfolio and reduce our level of deposits, which in turn would hurt our business. Interest received on loans represented approximately 87.6% of our interest income for the year ended December 31, 2007. If an economic downturn occurs in the economy as a whole, borrowers may be less likely to repay their loans as scheduled. Moreover, the value of real estate or other collateral that may secure our loans could be adversely affected. Unlike many larger institutions, we are not able to spread the risks of unfavorable local economic conditions across a large number of diversified economies. An economic downturn could, therefore, result in losses that materially and adversely affect our business.

Our small- to medium-sized business target markets may have fewer financial resources to weather a downturn in the economy.

We target the banking and financial services needs of small- and medium-sized businesses. These businesses generally have fewer financial resources in terms of capital borrowing capacity than larger entities. If general economic conditions negatively impact these businesses in the markets in which we operate, our business, financial condition, and results of operation may be adversely affected.

We depend on the accuracy and completeness of information about clients and counterparties and our financial condition could be adversely affected if it relies on misleading information.

In deciding whether to extend credit or to enter into other transactions with clients and counterparties, we may rely on information furnished to us by or on behalf of clients and counterparties, including financial statements and other financial information, which we do not independently verify. We also may rely on representations of clients and counterparties as to the accuracy and completeness of that information and, with respect to financial statements, on reports of independent auditors. For example, in deciding whether to extend credit to clients, we may assume that a customer's audited financial statements conform with GAAP and present fairly, in all material respects, the financial condition, results of operations and cash flows of the customer. Our financial condition and results of operations could be negatively impacted to the extent we rely on financial statements that do not comply with GAAP or are materially misleading.

Changes in prevailing interest rates may reduce our profitability.

Our results of operations depend in large part upon the level of our net interest income, which is the difference between interest income from interest-earning assets, such as loans and investment securities, and interest expense on interest-bearing liabilities, such as deposits and other borrowings. Depending on the terms and maturities of our assets and liabilities, a significant change in interest rates could have a material adverse effect on our profitability. Many factors cause changes in interest rates, including governmental monetary policies and domestic and international economic and political conditions. While we intend to manage the effects of changes in interest rates by adjusting the terms, maturities, and pricing of our assets and liabilities, our efforts may not be effective and our financial condition and results of operations could suffer.

We are dependent on key individuals and the loss of one or more of these key individuals could curtail our growth and adversely affect our prospects.

R. Arthur Seaver, Jr., our chief executive officer, has extensive and long-standing ties within our primary market area and substantial experience with our operations, and he has contributed significantly to our growth. If we lose the services of Mr. Seaver, he would be difficult to replace and our business and development could be materially and adversely affected.

Our success also depends, in part, on our continued ability to attract and retain experienced loan originators, as well as other management personnel, including Justin Strickland, Jim Austin, Fred Gilmer, III, Eddie Terrell, and Gwen Bridges. Competition for personnel is intense, and we may not be successful in attracting or retaining qualified personnel. Our failure to compete for these personnel, or the loss of the services of several of such key personnel, could adversely affect our growth strategy and seriously harm our business, results of operations, and financial condition.

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

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

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

Efforts to comply with the Sarbanes-Oxley Act will involve significant expenditures, and non-compliance with the Sarbanes-Oxley Act may adversely affect us.

The Sarbanes-Oxley Act of 2002, and the related rules and regulations promulgated by the Securities and Exchange Commission that are now applicable to us, have increased the scope, complexity, and cost of corporate governance, reporting, and disclosure practices. We have experienced, and we expect to continue to experience, greater compliance costs, including costs related to internal controls, as a result of the Sarbanes-Oxley Act. For example, for the years ended December 31, 2007 and 2008, we are required to comply with Section 404 of the Sarbanes-Oxley Act and our management will be required to issue a report on our internal controls over financial reporting. For the year ended December 31, 2008, our independent registered public accounting firm will be required to attest to our internal control over financial reporting, in addition to our management's assessment. We expect these new rules and regulations to continue to increase our accounting, legal, and other costs, and to make some activities more difficult, time consuming, and costly. In the event that we are unable to maintain or achieve compliance with the Sarbanes-Oxley Act and related rules, we may be adversely affected.

We have evaluated our internal control systems in order to allow management to report on our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act for the year ended December 31, 2007. We did not identify any significant deficiencies or material weaknesses in our internal control over financial reporting.

In addition, the new rules adopted as a result of the Sarbanes-Oxley Act could make it more difficult or more costly for us to obtain certain types of insurance, including directors' and officers' liability insurance, which could make it more difficult for us to attract and retain qualified persons to serve on our board of directors or as executive officers.

Our continued pace of growth may require us to raise additional capital in the future, but that capital may not be available when it is needed.

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

Liquidity needs could adversely affect our financial condition and results of operation.

Dividends from our bank provide once source of funds. The primary sources of funds of our bank are customer deposits and loan repayments. While scheduled loan repayments are a relatively stable source of funds, they are subject to the ability of borrowers to repay the loans. The ability of borrowers to repay loans can be adversely affected by a number of factors, including changes in economic conditions, adverse trends or events affecting business industry groups, reductions in real estate values or markets, business closings or lay-offs, inclement weather, natural disasters and international instability.

Additionally, deposit levels may be affected by a number of factors, including rates paid by competitors, general interest rate levels, regulatory capital requirements, returns available to customers on alternative investments and general economic conditions. Accordingly, we may be required from time to time to rely on secondary sources of liquidity to meet withdrawal demands or otherwise fund operations. Such sources include proceeds from Federal Home Loan Bank advances, sales of investment securities and loans, and federal funds lines of credit from correspondent banks, as well as out-of-market time deposits. While we believe that these sources are currently adequate, there can be no assurance they will be sufficient to meet future liquidity demands, particularly if we continue to grow and experience increasing loan demand. We may be required to slow or discontinue loan growth, capital expenditures or other investments or liquidate assets should such sources not be adequate.

We face strong competition for clients, which could prevent us from obtaining clients and may cause us to pay higher interest rates to attract clients.

The banking business is highly competitive, and we experience competition in our market from many other financial institutions. We compete with commercial banks, credit unions, savings and loan associations, mortgage banking firms, consumer finance companies, securities brokerage firms, insurance companies, money market funds, and other mutual funds, as well as other super-regional, national, and international financial institutions that operate offices in our primary market areas and elsewhere. We compete with these institutions both in attracting deposits and in making loans. In addition, we have to attract our client base from other existing financial institutions and from new residents. Many of our competitors are well-established, larger financial institutions. These institutions offer some services, such as extensive and established branch networks, that we do not provide. There is a risk that we will not be able to compete successfully with other financial institutions in our market, and that we may have to pay higher interest rates to attract deposits, resulting in reduced profitability. In addition, competitors that are not depository institutions are generally not subject to the extensive regulations that apply to us.

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

We may seek to acquire other financial institutions or parts of those institutions. We may also expand into new markets, as we did in Columbia, South Carolina in 2007. We may also expand our lines of business or offer new products or services. These activities would involve a number of risks, including:

the potential inaccuracy of the estimates and judgments used to evaluate credit, operations, management, and market risks with respect to a target institution;

the time and costs of evaluating new markets, hiring or retaining experienced local management, and opening new offices and the time lags between these activities and the generation of sufficient assets and deposits to support the costs of the expansion;

the incurrence and possible impairment of goodwill associated with an acquisition and possible adverse effects on our results of operations; and

the risk of loss of key employees and customers.

The success of our growth strategy depends on our ability to identify and retain individuals with experience and relationships in the markets in which we intend to expand.

To expand our upstate franchise successfully, we must identify and retain experienced key management members with local expertise and relationships in these markets. We expect that competition for qualified management in the markets in which we may expand will be intense and that there will be a limited number of qualified persons with knowledge of and experience in the community banking industry in these markets. Even if we identify individuals that we believe could assist us in establishing a presence in a new market, we may be unable to recruit these individuals away from more established financial institutions. In addition, the process of identifying and recruiting individuals with the combination of skills and attributes required to carry out our strategy requires both management and financial resources and is often lengthy. Our inability to identify, recruit, and retain talented personnel to manage new offices effectively would limit our growth and could materially adversely affect our business, financial condition, and results of operations.

Our decisions regarding credit risk and reserves for loan losses may materially and adversely affect our business.

While we generally underwrite the loans in our portfolio in accordance with our own internal underwriting guidelines and regulatory supervisory guidelines, in certain circumstances we have made loans which exceed either our internal underwriting guidelines, supervisory guidelines, or both. As of December 31, 2007, approximately $57.3 million of our loans, or 11.3% of total loans and 89.6% of our bank's risk-based capital, had loan-to-value ratios that exceeded regulatory supervisory guidelines, of which seventy-one loans totaling approximately $16.6 million had loan-to-value ratios of 100% or more. Included in the $57.3 million of loans that exceeded supervisory guidelines at December 31, 2007, $25.2 million of our commercial loans, or 5.0% of total loans, exceeded the supervisory loan to value ratio. The number of loans in our portfolio with loan-to-value ratios in excess of supervisory guidelines, our internal guidelines, or both could increase the amount of loss given default on the loan.

A significant portion of our loan portfolio is secured by real estate, and events that negatively impact the real estate market could hurt our business.

A significant portion of our loan portfolio is secured by real estate. As of December 31, 2007, approximately 81.3% of our loans had real estate as a primary or secondary component of collateral. The real estate collateral in each case provides an alternate source of repayment in the event of default by the borrower and may deteriorate in value during the time the credit is extended. A weakening of the real estate market in our primary market areas could result in an increase in the number of borrowers who default on their loans and a reduction in the value of the collateral securing their loans, which in turn could have an adverse effect on our profitability and asset quality. If we are required to liquidate the collateral securing a loan to satisfy the debt during a period of reduced real estate values, our earnings and capital could be adversely affected. Acts of nature, including hurricanes, tornados, earthquakes, fires and floods, which may cause uninsured damage and other loss of value to real estate that secures these loans, may also negatively impact our financial condition. Our loan portfolio contains a number of real estate loans with relatively large balances. The deterioration of one or a few of these loans could cause a significant increase in nonperforming loans, and an increase in overall nonperforming loans could result in a net loss of earnings, an increase in the provision for loan losses and an increase in loan charge-offs, all of which could have a material adverse effect on our financial condition and results of operations.

A large percentage of the loans in our portfolio currently include exceptions to our loan policies and supervisory guidelines.

All of the loans that we make are subject to written loan policies adopted by our board of directors and to supervisory guidelines imposed by our regulators. Our loan policies are designed to reduce the risks associated with the loans that we make by requiring our loan officers to take certain steps that vary depending on the type and amount of the loan, prior to closing a loan. These steps include, among other things, making sure the proper liens are documented and perfected on property securing a loan, and requiring proof of adequate insurance coverage on property securing loans. Loans that do not fully comply with our loan policies are known as "exceptions." We categorize exceptions as policy exceptions, financial statement exceptions and collateral exceptions. As of December 31, 2007, approximately 7% of the loans in our portfolio included collateral exceptions to our loan policies, which is less than our internal 15% limit. As a result of these exceptions, such loans may have a higher risk of loan loss than the other loans in our portfolio that fully comply with our loan policies. In addition, we may be subject to regulatory action by federal or state banking authorities if they believe the number of exceptions in our loan portfolio represents an unsafe banking practice.

Item 1B. Unresolved Staff Comments.

None

Item 2. Properties.

In January 2007, we relocated our main office and headquarters facility to Verdae Boulevard near downtown Greenville, South Carolina. The building is a full service banking facility with three drive-through banking stations and an automatic teller machine. We have a ten-year, five-month lease on the building.

We opened our Parkway office on March 14, 2005, which is located in the Thornblade area of Greenville, South Carolina, near the intersection of I-85 and Pelham Road. We own these premises.

We opened our Augusta Road office, in Greenville, South Carolina, on November 4, 2005. We lease the land for this office from Augusta Road Holdings, LLC, which is owned by one of our directors, Mark A. Cothran, and own the banking office. The initial term of the land lease is 20 years.

In January 2007, we opened a loan production office on Lady Street in Columbia, South Carolina which became a full-service branch office in July 2007. We have an eighteen month lease on this building. In January 2008, we announced our plans for a new regional headquarters building in Cayce, South Carolina near the historic Guignard brick works. We plan to relocate our Lady Street office to the new Cayce building in March 2009.

We plan to open two full-service branches in 2008. We own the land and are in the process of constructing a branch office on Woodruff Road, in Greenville County. In addition, we are constructing a branch office in Lexington County at the intersection of Saluda Springs Road and Highway 378. We have a land lease on this property with an initial term of 20 years.

We believe that all of our properties are adequately covered by insurance.

Item 3. Legal Proceedings.

In the ordinary course of operations, we may be a party to various legal proceedings from time to time. We do not believe that there is any pending or threatened proceeding against us, which, if determined adversely, would have a material effect on our business, results of operations, or financial condition.

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

No matter was submitted to a vote of security holders during the fourth quarter of the fiscal year covered by this report.

PART II

Item 5. Market for Common Equity and Related Stockholder Matters.

Our common stock is currently traded on the NASDAQ Global Market under the symbol "SFST." From the date of our initial public offering on October 26, 1999 to September 24, 2004, our common stock had been quoted on the OTC Bulletin Board under the symbol "GVBK." On September 24, 2004, our common stock began trading on the NASDAQ Global Market. On July 2, 2007, we changed our symbol to "SFST" in conjunction with the change in our corporate name to Southern First Bancshares. We had approximately 1,000 shareholders of record on March 15, 2008.

The following table shows the reported high and low common stock prices reported by the NASDAQ Global Market for 2007 and 2006.

2007	**High**	**Low**
First Quarter	$ 21.77	$ 20.09
Second Quarter	21.86	20.19
Third Quarter	21.38	17.75
Fourth Quarter	19.00	13.58
2006	**High**	**Low**
First Quarter	$ 22.72	$ 20.91
Second Quarter	22.65	22.52
Third Quarter	20.20	18.50
Fourth Quarter	22.46	18.53

The following graph summarizes a five-year comparison of cumulative returns for the company, the Standard and Poor (the "S&P") 500 Index, and the SNL Southeast Bank Index. The graph assumes $100 invested on December 31, 2002 in the company's common stock and in each of the indices indicated.

		12/02	12/03	12/04	12/05	12/06	12/07
Southern First Bancshares, Inc.	$	100	210	229	289	276	176
S&P 500 Index	$	100	129	143	150	173	183
SNL Southeast Bank Index	$	100	126	149	152	179	135

We have not declared or paid any cash dividends on our common stock since our inception. For the foreseeable future we do not intend to declare cash dividends. We intend to retain earnings to grow our business and strengthen our capital base. Our ability to pay cash dividends depends primarily on the ability of our subsidiary, Southern First Bank, to pay dividends to us. As a national bank, Southern First Bank may only pay cash dividends out of its net profits, after deducting expenses, including losses and bad debts. In addition, the bank is prohibited from declaring a cash dividend on its shares of common stock until its surplus equals its stated capital, unless there has been transferred to surplus no less than one-tenth of the bank's net profits of the preceding two consecutive half-year periods (in the case of an annual dividend). The approval of the OCC will be required if the total of all cash 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 less any required transfers to surplus. The OCC also has the authority under federal law to enjoin a national bank from engaging in what in its opinion constitutes an unsafe or unsound practice in conducting its business, including the payment of a cash dividend under certain circumstances.

The following table sets forth equity compensation plan information at December 31, 2007. The number of shares and the exercise prices for options and warrants has been adjusted for the 3 for 2 stock split in 2003 and the subsequent 10% stock dividend in 2006.

Equity Compensation Plan Information

	Number of securities to be issued	Weighted-average	Number of securities remaining available for

Plan Category	**upon exercise of outstanding options, warrants and rights (a)**	**exercise price of outstanding options, warrants and rights (b)**	**future issuance under equity compensation plans (c) (excluding securities reflected in column(a))**
Equity compensation plans approved by security holders			
Stock options (1)	268,139	$ 8.76	143,199
Restricted stock	2,500	21.63	8,500
Equity compensation plans not approved by security holders(2)	204,192	$ 6.06	-
Total	474,831	$ 7.67	151,699

(1) The number of shares of common stock available under the 2000 Greenville First Bancshares, Inc. Stock Incentive Plan automatically increases each time we issue additional shares so that it continues to equal 15% of our total outstanding shares. Our board of directors has approved 436,424 shares of common stock to be issued as stock options.

(2) Each of our organizers received, for no additional consideration, a warrant to purchase one share of common stock for $6.06 per share for every two shares purchased during our initial public offering. The warrants are represented by separate warrant agreements. All of the warrants have vested and are exercisable in whole or in part during the ten-year period following that date. The warrants may not be assigned, pledged, or hypothecated in any way. The 204,192 of shares issued pursuant to the exercise of such warrants are transferable, subject to compliance with applicable securities laws. If the South Carolina Board of Financial Institutions or the FDIC issues a capital directive or other order requiring the bank to obtain additional capital, the warrants will be forfeited, if not immediately exercised.

Item 6. Selected Financial Data

		Years Ended December 31,				
		2007	2006	2005	2004	2003
		(Dollars and shares in thousands, except per share amounts)				
Summary Balance Sheet Data:						
Assets	$	628,129	509,344	405,313	315,811	230,841
Federal funds sold		9,257	7,467	19,381	1,394	2,843
Investment securities		87,507	74,304	36,131	29,162	15,759
Loans, net (1)		503,098	397,234	334,041	276,630	206,077
Allowance for loan losses		5,751	4,949	4,490	3,717	2,705
Deposits		412,821	345,504	254,148	204,864	168,964
Securities sold under agreement to repurchase and federal funds purchased		-	-	14,680	13,100	9,297
FHLB advances and related debt		158,520	108,500	79,500	60,660	32,500
Junior subordinated debentures		13,403	13,403	13,403	6,186	6,186
Shareholders' equity		38,278	34,583	30,473	28,079	11,187
Summary Results of Operations Data:						
Interest income	$	39,520	30,929	21,670	13,965	9,722
Interest expense		22,781	16,579	9,585	5,317	3,618
Net interest income		16,739	14,350	12,085	8,648	6,104
Provision for loan losses		2,050	1,650	1,000	1,310	1,050
Net interest income after provision for loan losses		14,689	12,700	11,085	7,338	5,054
Noninterest income		1,262	579	826	761	422
Noninterest expenses		10,875	7,351	7,856	4,852	3,853
Income before income tax expense		5,076	5,928	4,055	3,247	1,623
Income tax expense		1,641	2,027	1,541	1,234	617
Net income	$	3,435	3,901	2,514	2,013	1,006
Net operating income(4)	$	3,224	3,901	3,444	2,013	1,006
Per Share Data(2):						
Net income, basic	$	1.17	1.33	.86	.93	.53
Net income, diluted	$	1.06	1.20	.78	.82	.48
Book value	$	12.99	11.79	11.46	10.60	6.49
Weighted average number of common shares outstanding:						
Basic		2,942	2,932	2,922	2,169	1,897
Diluted		3,234	3,238	3,223	2,464	2,069
Performance Ratios:						
Return on average assets:						
GAAP		0.60 %	0.85 %	0.70 %	0.73 %	0.52 %
Operating(4)		0.54 %	0.85 %	0.96 %	0.73 %	0.52 %
Return on average equity:						
GAAP		9.40 %	11.95 %	8.44 %	12.37 %	9.28 %
Operating(4)		8.53 %	11.95 %	11.56 %	12.37 %	9.28 %
Net interest margin, tax equivalent		3.05 %	3.27 %	3.45 %	3.17 %	3.24 %
Loan to deposit ratio(1)		123.26 %	116.40 %	133.20 %	136.85 %	123.57 %
Efficiency ratio(3):						
GAAP		60.41 %	49.24 %	60.85 %	51.58 %	59.04 %
Operating(4)		61.50 %	49.24 %	49.23 %	51.58 %	59.04 %
Asset Quality Ratios:						
Nonperforming assets, past due and restructured loans to total loans(1)		0.92 %	0.62 %	0.14%	0.27 %	0.21 %
Nonperforming assets, past due and restructured loans to total assets		0.75 %	0.49 %	0.12 %	0.24 %	0.19 %
Net charge-offs to average total loans(1)		0.27 %	0.32 %	0.07 %	0.12 %	0.10 %
Allowance for loan losses to nonperforming loans		129.65 %	332.46 %	962.74 %	502.84 %	609.35 %
Allowance for loan losses to total loans(1)		1.13 %	1.23 %	1.33 %	1.33 %	1.30 %

Item 6. Selected Financial Data, Continued

	Years Ended December 31,				
	2007	2006	2005	2004	2003
	(Dollars in thousands)				
Capital Ratios:					
Average equity to average assets	6.35 %	7.15 %	8.36 %	5.87 %	5.57 %
Leverage ratio	8.30 %	9.40 %	11.60 %	11.00 %	6.09 %
Tier 1 risk-based capital ratio	10.00 %	11.90 %	13.60 %	13.40 %	7.78 %
Total risk-based capital ratio	11.10 %	13.10 %	14.90 %	14.60 %	10.24 %
Growth Ratios and Other Data:					
Percentage change in net income	(11.93)%	55.15 %	24.89 %	100.10 %	33.78 %
Percentage change in diluted net income per share	(11.67)%	53.85 %	(4.44)%	69.81 %	23.26 %
Percentage change in assets	23.32 %	25.67 %	28.34 %	36.81 %	35.50 %
Percentage change in loans(1).	26.52 %	18.92 %	20.75 %	34.24 %	39.17 %
Percentage change in deposits	19.48 %	35.95 %	24.06 %	21.25 %	26.51 %
Percentage change in equity	10.68 %	13.49 %	8.53 %	151.00 %	9.33 %
Reconciliation of GAAP to Non-GAAP Measures:					
Net income, as reported (GAAP	$ 3,435	3,901	2,514	2,013	1,006
Non-operating items:					
Gain on sale of long lived assets, net of income tax	(211)	-	-	-	-
Impariment on long lived assets, net of income tax	-	-	930	-	-
Net operating income (net income, excluding non-operating items	$ 3,224	3,901	3,444	2,013	1,006
Noninterest income, as reported (GAAP	$ 1,262	579	826	761	422
Non-operating items:					
Gain on sale of long lived assets	319	-	-	-	-
Operating noninterest expense (noninterest expense, excluding non-operating items)	$ 943	579	826	761	422
Noninterest expense, as reported (GAAP	$ 10,875	7,351	7,856	4,852	3,853
Non-operating items:					
Impairment on long lived assets	-	-	1,500	-	-
Operating noninterest expense (noninterest expense, excluding non-operating items	$ 10,875	7,351	6,356	4,852	3,853

(1) Includes nonperforming loans.

(2) Adjusted for all years presented giving retroactive effect to a three-for-two common stock split in November 2003 and subsequent 10% stock dividend in July 2006.

(3) Computed by dividing noninterest expense by the sum of net interest income on a tax equivalent basis and noninterest income, net of securities gains or losses.

(4) Return on average assets, return on average equity and the efficiency ratio, on an operating basis, are calculated using operating earnings and operating noninterest expense and are non-GAAP measures which have been calculated on a pro-forma basis above and are further explained in "General - Non-GAAP Financial Measures."

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation.

The following discussion and analysis also identifies significant factors that have affected our financial position and operating results during the periods included in the accompanying financial statements. We encourage you to read this discussion and analysis in conjunction with the financial statements and the related notes and the other statistical information also included in this report.

CRITICAL ACCOUNTING POLICIES

We have adopted various accounting policies that govern the application of accounting principles generally accepted in the United States of America and with general practices within the banking industry in the preparation of our financial statements. Our significant accounting policies are described in footnote 1 to our audited consolidated financial statements as of December 31, 2007.

Certain accounting policies involve significant judgments and assumptions by us that have a material impact on the carrying value of certain assets and liabilities. We consider these accounting policies to be critical accounting policies. The judgment and assumptions we use are based on historical experience and other factors, which we believe to be reasonable under the circumstances. Because of the nature of the judgment and assumptions we make, actual results could differ from these judgments and estimates that could have a material impact on the carrying values of our assets and liabilities and our results of operations.

We believe the allowance for loan losses is the critical accounting policy that requires the most significant judgment and estimates used in preparation of our consolidated financial statements. Some of the more critical judgments supporting the amount of our allowance for loan losses include judgments about the credit worthiness of borrowers, the estimated value of the underlying collateral, the assumptions about cash flow, determination of loss factors for estimating credit losses, the impact of current events, and conditions, and other factors impacting the level of probable inherent losses. Under different conditions or using different assumptions, the actual amount of credit losses incurred by us may be different from management's estimates provided in our consolidated financial statements. Refer to the portion of this discussion that addresses our allowance for loan losses for a more complete discussion of our processes and methodology for determining our allowance for loan losses.

GENERAL

We were incorporated in March 1999 to organize and serve as the holding company for Greenville First Bank, N.A. On July 2, 2007, we changed the name of our company and bank to Southern First Bancshares, Inc. and Southern First Bank, N.A. Since we opened our bank in January 2000, we have experienced consistent growth in total assets, loans, deposits, and shareholders' equity.

Like most community banks, we derive the majority of our income from interest received on our loans and investments. Our primary source of funds for making these loans and investments is our deposits, on which we pay interest. Consequently, one of the key measures of our success is our amount of net interest income, or the difference between the income on our interest-earning assets, such as loans and investments, and the expense on our interest-bearing liabilities, such as deposits and borrowings. Another key measure is the difference between the yield we earn on these interest-earning assets and the rate we pay on our interest-bearing liabilities, which is called our net interest spread.

There are risks inherent in all loans, so we maintain an allowance for loan losses to absorb probable losses on existing loans that may become uncollectible. We maintain this allowance by charging a provision for loan losses against our operating earnings for each period. We have included a detailed discussion of this process, as well as several tables describing our allowance for loan losses.

In addition to earning interest on our loans and investments, we earn income through fees and other charges to our clients. We have also included a discussion of the various components of this noninterest income, as well as of our noninterest expense.

The efficiency ratio represents the percentage of one dollar of expense required to be incurred to earn a full dollar of revenue. We compute our efficiency ratio by dividing noninterest expense by the sum of net interest income and noninterest income. For the year ended December 31, 2007, we spent $0.60 on average to earn each $1.00 of revenue.

The following discussion and analysis also identifies significant factors that have affected our financial position and operating results during the periods included in the accompanying financial statements. We encourage you to read this discussion and analysis in conjunction with our financial statements and the other statistical information included in this report.

Effect of Economic Trends

Following an economic decline and historically low interest rates that ended in the first six months of 2004, the Federal Reserve began increasing short-term rates as the economy showed signs of strengthening. Between July 2004 and July 2006, the Federal Reserve increased rates at 17 of their meetings for a total of 425 basis points. Between July 2006 and September 18, 2007, the Federal Reserve allowed short-term rates to remain unchanged. Beginning in July 2004 and continuing until September 18, 2007, our rates on both short-term or variable rate interest-earning assets and interest-bearing liabilities increased. The momentum of the 17 rate increases resulted in higher rates on interest-earning assets and higher interest-bearing liabilities during the first nine months of 2007; subsequently, as fixed rate loans, deposits, and borrowings have matured they have repriced at higher interest rates. In late September 2007, the Federal Reserve reversed their position and lowered the short-term rates initially by 50 basis points and by an additional 50 basis points in the fourth quarter of 2007. The Federal Reserve has continued to aggressively decrease rates by lowering the short-term rate 200 basis points in the first quarter of 2008. The results of the Federal Reserve's actions on September 18, 2007 had minimal net effect on our variable rate loans, investments, and borrowings; however, the initial 50 basis point decrease combined with the additional 50 basis point decrease in the fourth quarter of 2007 has caused the rates on our short-term or variable rate assets and liabilities to continue to decline. The following discussion includes our analysis of the effect that we anticipate changes in interest rates will have on our financial condition. However, we can give no assurances as to the future actions of the Federal Reserve or to the anticipated results that will actually occur.

Results of Operations

Income Statement Review

Summary

Net income for the year ended December 31, 2007 was $3.4 million, a 11.93% decrease from $3.9 million for the year ended December 31, 2006. The $465,352 decrease in net income resulted from a $3.5 million increase in noninterest expenses and a $400,000 increase in the provision for loan losses, partially offset by a $2.4 million increase in net interest income, a $682,757 increase in noninterest income, and $385,893 reduction in income tax expense. Our efficiency ratio was 60.4% for 2007, compared to 49.2% in 2006. The deterioration in the efficiency ratio is attributable to the expenses we incurred in 2007 relating to our expansion to the Columbia market and the move to our new headquarters in Greenville.

Our net income in 2006 increased $1.4 million, or 55.2%, compared to our net income of $2.5 million in 2005. The $1.4 million increase in net income resulted from a $2.3 million increase in net interest income and a $504,072 decrease in noninterest expenses, offset by a $650,000 increase in the provision for loan losses, a $246,286 decrease in noninterest income, and a $485,978 additional income tax expense. Our efficiency ratio was 49.2%, which compared favorably to 60.9% in 2005. The company's efficiency ratio for 2006 was unchanged from the operating efficiency ratio for 2005 which excluded the write-down on real estate.

Net Interest Income

Our level of net interest income is determined by the level of earning assets and the management of our net interest margin. The continuous growth in our loan portfolio is the primary driver of the increase in net interest income. During the three years ended December 31, 2007, our loan portfolio increased an average of $74.5 million per year. The growth in 2007 was $106.7 million. We anticipate the growth in loans will continue to drive the growth in assets and the growth in net interest income. However, no assurance can be given that we will be able to continue to increase loans at the same levels we have experienced in the past.

Our decision to grow the loan portfolio at the current pace created the need for a higher level of capital and the need to increase deposits and borrowings. This loan growth strategy also resulted in a significant portion of our assets being in higher earning loans than in lower yielding investments. At December 31, 2007, net loans represented 80.1% of total assets. However, as described below, we have also increased our level of deposits significantly. While we plan to continue our focus on increasing the loan portfolio, as rates on investment securities rose during the past twelve months and we obtained additional deposits, we increased the size of the investment portfolio. Our investment portfolio increased by $13.2 million during 2007. At December 31, 2007, investments and federal funds sold represented 15.4% of total assets.

The historically low interest rate environment that was experienced between January of 2000 and July of 2004, allowed us to obtain short-term borrowings and wholesale certificates of deposit at rates that were lower than certificate of deposit rates being offered in our local market. Therefore, we decided not to begin our retail deposit office expansion program until the beginning of 2005. This funding strategy allowed us to continue to operate in one location until 2005, maintain a smaller staff, and not incur marketing costs to advertise deposit rates, which in turn allowed us to focus on the fast growing loan portfolio.

We opened two retail deposit offices in 2005. During the third quarter of 2007, we converted our Columbia loan production office into a full service branch facility. Our focus for these three locations is to obtain low cost transaction accounts. Our goal is to increase both the percentage of assets being funded by "in market" retail deposits and to increase the percentage of low-cost transaction accounts to total deposits. We anticipate opening two aditional retail deposit offices during the second and third quarters of 2008, one in the Columbia market and one in the Greenville market. These offices will assist us in meeting the previously stated objectives. We believe that this growth strategy will provide additional clients in our two market areas and will eventually provide a lower alternative cost of funding. At December 31, 2007, retail deposits represented $257.5 million, or 41.0% of total assets, borrowings represented $171.9 million, or 27.4% of total assets, and wholesale out-of-market deposits represented $155.3 million, or 24.7% of total assets.

Our net interest income margin for the year ended December 31, 2007 exceeded our net interest spread because we had more interest-earning assets than interest-bearing liabilities. Average interest-earning assets exceeded average interest-bearing liabilities by $49.9 million and $46.0 million for the years ended December 31, 2007 and 2006, respectively.

In addition to the growth in both assets and liabilities, and the ratio of interest-earning assets to interest-bearing liabilities, net interest income is also affected by the timing of the repricing of our assets and liabilities, and the changes in interest rates earned on our assets and interest rates paid on our liabilities. Until September 18, 2007, our yields on interest earning assets and the rates that we paid for our deposits and borrowings continued to increase primarily as a result of the actions taken by the Federal Reserve to raise short-term rates prior to July 30, 2006. Our fixed rate loans were being originated or renewed at higher rates, while the rates on new or maturing interest-bearing liabilities were also higher than in the past. Our net interest spread declined since more of our rate-sensitive liabilities repriced than our rate-sensitive assets during the twelve month period ended December 31, 2007. Given the fact that the Federal Reserve increased short-term rates by 425 basis points between July 2004 and July 2006 and allowed rates to remain unchanged until September 18, 2007, we believed during most of 2006 and the first nine months of 2007 that short-term interest rates were at or near their peak. Therefore, we chose to increase the amount of fixed rate loans in our loan portfolio and targeted to have a significant portion of our liabilities to reprice within a twelve month period. On September 18, 2007, the Federal Reserve began to decrease short-term rates with an initial 50 basis point reduction and continued the decrease with an additional 50 basis points in the fourth quarter of 2007. While the bank had more assets that repriced down on December 31, 2007, we anticipate that the amount of liabilities that will reprice over the next three months will "neutralize" the immediate downward negative impact and then we believe we will begin to have a positive impact on our net interest income for the next nine months.

As more fully discussed in the "Market Risk" and "Liquidity and Interest Rate Sensitivity" sections below, at December 31, 2007, 62.2% of our loans had fixed rates. During 2006 and 2007, we have placed more emphasis on fixed rate loans. Our fixed rate loans as a percentage of total loans increased from 51.2% at December 31, 2006 to 62.2% at December 31, 2007. While our percentage of fixed rate loans has increased, our focus during the past three years has been to obtain short-term liabilities to fund our asset growth. This strategy has resulted in our ability to move from being asset sensitive to being liability sensitive. We are currently positioned to benefit from lower market rates and to be negatively impacted by higher market rates.

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At December 31, 2007, 87.9% of our interest-bearing liabilities were either variable rate or had a maturity of less than one year. Therefore, we believe that we are positioned to benefit from future decreases in short-term rates. Conversely, future increases in short-term rates would likely have a negative effect on our earnings. At December 31, 2007, we had $200.9 million more liabilities than assets that reprice within the next twelve months. Based on a review of our deposit portfolio, we believe that the interest rates that we pay on the majority of our interest-bearing transaction accounts would only be impacted by a portion of any change in market rates. This key assumption is utilized in our overall evaluation of our level of interest sensitivity.

We have included a number of tables to assist in our description of various measures of our financial performance. For example, the "Average Balances, Income and Expenses, Yields and Rates" table shows the average balance of each category of our assets and liabilities as well as the yield we earned or the rate we paid with respect to each category during 2007, 2006, and 2005. A review of these tables shows that our loans typically provide higher interest yields than do other types of interest-earning assets, which is why we direct a substantial percentage of our earning assets into our loan portfolio. Similarly, the "Rate/Volume Analysis" table demonstrates the effect of changing interest rates and changing volume of assets and liabilities on our financial condition during the periods shown. A review of these tables shows that as short-term rates continued to rise, the increase in net interest income is more affected by the changes in rates than in prior years. We also track the sensitivity of our various categories of assets and liabilities to changes in interest rates, and we have included tables to illustrate our interest rate sensitivity with respect to interest-earning and interest-bearing accounts. Finally, we have included various tables that provide detail about our investment securities, our loans, our deposits, and borrowings.

The following table sets forth information related to our average balance sheet, average yields on assets, and average costs of liabilities. We derived these yields or costs by dividing income or expense by the average balance of the corresponding assets or liabilities. We derived average balances from the daily balances throughout the periods indicated. During the same periods, we had no interest-bearing deposits in other banks or any securities purchased with agreements to resell. All investments were owned at an original maturity of over one year. Nonaccrual loans are included in earning assets in the following tables. Loan yields have been reduced to reflect the negative impact on our earnings of loans on nonaccrual status. The net of capitalized loan costs and fees are amortized into interest income on loans.

Average Balances, Income and Expenses, Yields and Rates

For the Years Ended December 31,

	2007			2006			2005		
	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate
				(Dollars in thousands)					
Earning assets:									
Federal funds sold	$ 10,579	$ 540	5.10 %	$ 9,091	$ 473	5.21 %	$ 3,129	$ 105	3.32 %
Investment securities, taxable	77,589	4,224	5.44 %	54,151	2,773	5.12 %	36,873	1,634	4.43 %
Investment securities, nontaxable (1)	3,890	213	5.47 %	1,404	81	5.74 %	-	-	-
Loans	459,245	34,612	7.54 %	375,351	27,630	7.36 %	310,317	19,931	6.42 %
Total earning assets	551,303	39,589	7.18 %	439,997	30,957	7.04 %	350,319	21,670	6.19 %
Nonearning assets	23,184			16,949			6,695		
Total assets	$ 574,487			$ 456,946			$ 357,014		
Interest-bearing liabilities:									
NOW accounts	$ 34,338	$ 571	1.66 %	$ 35,048	$ 649	1.85%	$ 28,153	$ 390	1.39 %
Savings & money market	87,883	3,088	3.51 %	80,687	2,751	3.41 %	48,815	931	1.91 %
Time deposits	235,105	12,112	5.15 %	163,879	7,740	4.72 %	129,735	4,715	3.63 %
Total interest-bearing deposits	357,059	15,771	4.41 %	279,614	11,140	3.98 %	206,703	6,036	2.92 %
FHLB advances and related debt	129,736	5,956	4.59 %	91,525	3,985	4.35 %	74,013	2,548	3.44 %
Other borrowings	14,576	1,054	7.23 %	22,856	1,454	6.36 %	23,849	1,001	4.20 %
Total interest-bearing liabilities	501,371	22,781	4.54 %	393,995	16,579	4.21 %	304,565	9,585	3.15 %
Noninterest-bearing liabilities	36,303			30,298			22,608		
Shareholders' equity	36,546			32,653			29,841		

Total liabilities and shareholders' equity	$ 574,487				$ 456,946				$ 357,014		
Net interest spread				2.64 %				2.83 %			3.04 %
Net interest income (tax equivalent)/margin		$	16,808	3.05 %		$	14,378	3.27 %		$ 12,085	3.45 %
Less: tax-equivalent adjustment (1)			(69)				(28)			-	
Net interest income			16,739				14,350			12,085	

Our net interest spread was 2.64% for the year ended December 31, 2007, compared to 2.83% for the year ended December 31, 2006 and 3.04% for the year ended December 31, 2005. The net interest spread is the difference between the yield we earn on our interest-earning assets and the rate we pay on our interest-bearing liabilities.

The 19 basis point reduction in our net interest spread resulted primarily from the lower spreads on our $111.3 million growth in average earning assets in the twelve months of 2007 compared to the same period in 2006. The additional earning assets and liabilities yielded 2.09%, a lower than historical net spread, which caused the overall net interest spread to decline by 15 basis points. The remaining 4 basis point reduction in net interest spread resulted from the immediate impact of loans repricing while liabilities reprice over a longer period. Therefore, once short-term market rates stop decreasing, certain short-term liabilities such as one year certificates of deposit will continue to slowly reprice downward to the current market rates as they mature.

During 2006 and 2007, management determined that the bank had capital to support additional asset growth. Consequently, given the flat interest rate environment, both earnings and return on equity could be increased with additional assets and liabilities even if the net interest spreads were at less than historical levels. Accordingly, $27.4 million or 24.6% of the total growth in earning assets occurred in investments and federal funds, yielding a combined weighted rate of 5.40% for 2007. The remaining growth in earning assets of $83.9 million, or 75.4% of the total growth, occurred in loans which yielded a weighted rate of 7.54% in the twelve months of 2007. This combination of investments, federal funds, and loans yielded a weighted rate of 7.01%.

The growth of $111.3 million in earning assets was funded primarily with $29.9 million in borrowings with a weighted rate of 4.86% and $71.0 million in certificates of deposit with a weighted rate of 5.16% for the year ended December 31, 2007. Since the total growth in earning assets was funded with higher borrowing and certificate of deposit rates, the combined funding cost was 5.04%.

If short term rates continue to decline and a portion of our loans reprice immediately while liabilities reprice on average of twelve months, we anticipate a continued decline in net interest spread until the variable rate liabilities have also repriced downward to market rates.

Our net interest margin is calculated as net interest income divided by average interest-earning assets. Our net interest margin for the period ended December 31, 2007 was 3.05%, compared to 3.27% for the year ended December 31, 2006 and 3.45% for the year ended December 31, 2005. During the twelve-month periods ended December 31, 2007, 2006 and 2005, interest earning assets exceeded interest bearing liabilities by $49.9 million, $46.0 million, and $45.8 million, respectively. During 2007, interest-earning assets averaged $551.3 million, compared to $440.0 million in 2006 and $350.3 million in 2005.

Despite the reduction in short-term rates primarily in the fourth quarter of 2007, our loan yield increased 18 and 94 basis points for the years ended December 31, 2007 and 2006 compared to prior years. This increase is a result of loans maturing or being renewed at rates higher than their original rates through the first nine months of 2007 as well as the impact of higher market rates on our variable rate loans which represent approximately 38% of the loan portfolio at December 31, 2007. Offsetting the increase in our loan yield was a 44 and 106 basis point increase in the cost of our interest-bearing deposits for the years ended December 31, 2007 and 2006 compared to the same period in 2006 and 2005. The increases in the rate on our time deposits is also due to the renewal rates on time deposits being much higher during the first nine months of 2007 than those in the past. In addition, the cost of our savings and money market accounts has increased by 10 basis points in 2007 and 150 basis points in 2006 as we have increased the rates we offered during a significant part of 2007 on these products to stay competitive in response to the increase in short-term market rates. The 24 and 91 basis point increases in FHLB advances and related debt and the 87 and 216 basis point increases in other borrowed funds during 2007 and 2006 compared to the same periods in the prior years resulted primarily from the repricing of matured FHLB advances to higher market rates and carrying a lower balance of other borrowings at higher rates. As of December 31, 2007, approximately 45% of our FHLB advances had variable rates, while all of our other borrowings had variable rates. At December 31, 2006 and 2005, approximately 46% and 37% of our FHLB advances had variable rates, respectively.

Net interest income, the largest component of our income, was $16.7 million, $14.4 million, and $12.1 million, for the years ended December 31, 2007, 2006, and 2005, respectively. Of the $2.4 million and $2.3 million increases in net interest income for the year 2007 and 2006, respectively, approximately $2.1 million and $3.2 million related to the impact of higher average interest-earning assets and interest-bearing liabilities during the years ended 2007 and 2006, respectively, compared to the same periods in 2006 and 2005. In addition, higher spreads on the average balances increased net interest income by approximately $161,000 in 2007 and lower spreads reduced net interest income by approximately $938,000 in 2006. Average earning assets were $111.3 million and $89.7 million higher during the twelve months ended December 31, 2007 and 2006, respectively, compared to the same periods in 2006 and 2005. During the same periods, average interest-bearing liabilities increased $107.4 million and $89.4 million, respectively.

Interest income for the year ended December 31, 2007 was $39.5 million, consisting of $34.6 million on loans, $4.4 million on investments, and $540,385 on federal funds sold. Interest income for the same period ended December 31, 2006 was $30.9 million, consisting of $27.6 million on loans, $2.8 million on investments, and $473,362 on federal funds sold. Interest income for 2005 was $21.7 million, consisting of $19.9 million on loans, $1.6 million on investments, and $104,414 on federal funds sold. Interest on loans for the years ended December 31, 2007, 2006 and 2005 represented 87.6%, 89.3% and 92.0%, respectively, of total interest income, while income from investments and federal funds sold represented 12.4%, 10.7% and 8.0% of total interest income for the years ended December 31, 2007, 2006 and 2005, respectively. The high percentage of interest income from loans related to our strategy to maintain a significant portion of our assets in higher earning loans compared to lower yielding investments. Average loans represented 83.3%, 85.3% and 88.6% of average interest-earning assets for the years ended December 31, 2007, 2006 and 2005, respectively. Included in interest income on loans for the years ended December 31, 2007, 2006 and 2005 was $720,056, $569,012 and $604,564, respectively, related to the net amortization of loan fees and capitalized loan origination costs.

Interest expense for the year ended December 31, 2007 was $22.8 million, a 37.4% increase compared to $16.6 million for the year ended December 31, 2006. For the years ended December 31, 2007 and 2006, interest expense consisted of $15.8 million and $11.1 million, respectively, related to deposits and $7.0 million and $5.4 million, respectively, related to borrowings. Interest expense for the year ended December 31, 2005 was $9.6 million, consisting of $6.0 million related to deposits and $3.5 million related to borrowings. Interest expense on deposits for the years ended December 31, 2007, 2006 and 2005 represented 69.2%, 67.2% and 63.0%, respectively, of total interest expense, while interest expense on borrowings represented 30.8%, 32.8% and 37.0%, respectively, of total interest expense. During the year ended December 31, 2007, average interest-bearing deposits were higher by $77.4 million than for the same period in 2006, while FHLB advances and other borrowings were $29.9 million higher than for the same period in 2006. Average interest-bearing deposits were higher by $72.9 million during the year ended December 31, 2006 than for the same period 2005, while FHLB advances and other borrowings during 2006 were $16.5 million higher than for the same period in 2005. Both the short-term borrowings from the FHLB and the sale of securities under agreements to repurchase provided us with the opportunity to obtain low cost funding with various maturities similar to the maturities on our loans and investments.

Rate/Volume Analysis

Net interest income can be analyzed in terms of the impact of changing interest rates and changing volume. The following tables set forth the effect which the varying levels of interest-earning assets and interest-bearing liabilities and the applicable rates have had on changes in net interest income for the periods presented.

	Years Ended							
	December 31, 2007 vs. 2006				**December 31, 2006 vs. 2005**			
	Increase (Decrease) Due to Change in				**Increase (Decrease) Due to Change in**			
	Volume	**Rate**	**Rate/ Volume**	**Total**	**Volume**	**Rate**	**Rate/ Volume**	**Total**
	(Dollars in thousands)							

Interest income									
Loans	$	6,176	659	147	6,982	4,173	2,909	617	7,699
Investment securities		1,319	152	71	1,542	828	242	122	1,192
Federal funds sold		77	(9)	(1)	67	198	59	112	369
Total interest income		7,572	802	217	8,591	5,199	3,210	851	9,260
Interest expense									
Deposits		4,318	226	87	4,631	1,438	2,957	709	5,104
FHLB advances		1,664	216	91	1,971	603	675	160	1,438
Other borrowings		(527)	199	(72)	(400)	(42)	516	(21)	453
Total interest expense		5,455	641	106	6,202	1,999	4,148	848	6,995
Net interest income	**$**	2,117	161	111	2,389	3,200	(938)	3	2,265

Provision for Loan Losses

We have established an allowance for loan losses through a provision for loan losses charged as an expense on our statements of income. We review our loan portfolio periodically to evaluate our outstanding loans and to measure both the performance of the portfolio and the adequacy of the allowance for loan losses. Please see the discussion below under "Balance Sheet Review - Provision and Allowance for Loan Losses" for a description of the factors we consider in determining the amount of the provision we expense each period to maintain this allowance.

For the year ended December 31, 2007, we incurred a noncash expense related to the provision for loan losses of $2.1 million, bringing the allowance for loan losses to $5.8 million, or 1.13% of gross loans, as of December 31, 2007. During the year ended December 31, 2007, we charged-off $1.3 million in loans and recorded $47,556 of recoveries on loans previously charged-off. We have aggressively recognized our exposure on one specific commercial real estate loan, charging off $1.1 million during 2007. The write-down on this loan represents 86.1% of the net charge-offs for 2007.

In contrast, for the same periods in 2006 and 2005, we added $1.7 million and $1.0 million, respectively, to the provision for loan losses, resulting in an allowance of $4.9 million and $4.5 million at December 31, 2006 and 2005. The allowance for loan losses as a percentage of gross loans was 1.23% and 1.33% at December 31, 2006 and 2005, respectively. We reported net charge-offs of $1.2 million and $227,048 for the years ended December 31, 2006 and 2005, respectively, including recoveries of $145,661 and $63,206 for the same periods in 2006 and 2005. The substantial portion, or $1.1 million, of loans charged-off in the year ended December 31, 2006 relates to a group of loans with a common interest totaling $3.1 million. These loans were secured by diversified real estate or vehicles, on which we had foreclosed.

At December 31, 2007, the allowance for loan losses represented 1.2 times the amount of non-performing loans, compared to 3.3 times and 9.6 times at December 31, 2006 and 2005, respectively. The coverage level of the allowance at December 31, 2007 decreased from the coverage level at December 31, 2006 due to an increase in non-performing loans. A significant portion, or 97.4%, of nonperforming loans at December 31, 2007 are secured by real estate. We have evaluated the underlying collateral on these loans and determined that the collateral on these loans is sufficient to minimize future losses. As a result of this level of coverage on non-performing loans, we determined that the provision of $2.1 million for the year ended December 31, 2007 to be adequate.

Noninterest Income

The following tables set forth information related to our noninterest income.

		Years ended December 31,		
		2007	**2006**	**2005**
Loan fee income	$	173,139	123,756	169,876
Service fees on deposit accounts		430,583	259,296	251,644
Other real estate owned activity		27,657	(165,627)	-
Income from bank owned life insurance		374,383	142,947	-
Other income		256,490	219,123	404,261
Total noninterest income	$	1,262,252	579,495	825,781

Noninterest income for the year ended December 31, 2007 was $1.3 million, an increase of $682,757, or 117.82% compared to noninterest income of $579,495 during the same period in 2006. The $682,757 increase in 2007 was primarily related to increases of $49,383 in loan fee income, $171,287 in service fees on deposit accounts, $193,284 in other real estate owned activity, $231,436 in income from bank owned life insurance and $37,367 in other income. Noninterest income for the year ended December 31, 2005 was $825,781.

Loan fee income consists primarily of late charge fees and mortgage origination fees we receive on residential loans funded and closed by a third party. Loan fees were $173,139 and $123,756 for the years ended December 31, 2007 and 2006, respectively. The $49,383 increase relates primarily to increases of $30,288 in mortgage origination fees and fees related to lines and letters of credit and $18,595 in late charge fees. We received $22,861 of mortgage origination fees in 2007 compared to $3,585 in 2006, and $41,866 of fees related to lines and letters of credit in 2007 compared to $30,854 for the same period in 2006. Late charge fees were $107,912 and $89,317 for the years ended December 31, 2007 and 2006, respectively.

Income from loan fees decreased by $46,120 to $123,756 for the year ended December 31, 2006 from $169,876 for the same period in 2005. The decrease relates primarily to the $60,127 decrease in mortgage origination fees and fees related to lines and letters of credit, partially offset by a $14,007 increase in late charge fees.

Service fees on deposit accounts consist primarily of service charges on our checking, money market, and savings accounts and the fee income received from client non-sufficient funds ("NSF") transactions. Deposit fees were $430,583 and $259,296 for the years ended December 31, 2007 and 2006, respectively. The $171,287 increase is primarily related to a $159,549 increase in NSF fees and a $22,481 increase in overdraft fees, partially offset by a $10,743 decrease in other deposit related fees. NSF fee income was $307,107 and $147,558 for the years ended December 31, 2007 and 2006, respectively, representing 71.3% of total service fees on deposits in 2007 compared to 56.9% in 2006. The significant increase in NSF fee income is due primarily to an increased effort to collect rather than waive NSF fees charged to our clients. Overdraft fees were $34,292 and $11,811 for the years ended December 31, 2007 and 2006, respectively, while other deposit related fees were $89,186 and $99,929 for the same periods in 2007 and 2006, respectively.

Deposit fees were $259,296 and $251,644 for the years ended December 31, 2006 and 2005, respectively. The $7,652 increase is primarily related to a $10,919 increase in deposit related fees, partially offset by a $3,901 decrease in NSF fees. Deposit related fees were $28,153 and $17,234 for the years ended December 31, 2006 and 2005, respectively. NSF income was $147,558 and $151,459 for the same periods ended December 31, 2006 and 2005, respectively, representing 56.9% of total service fees on deposits in 2006 compared to 60.2% of total service fees on deposits in 2005.

We held $8.9 million of bank owned life insurance as of December 31, 2007. Income derived from this life insurance was $374,383 for the year ended December 31, 2007 compared to $142,947 for the same period in 2006. The substantial portion of our bank owned life insurance was purchased during the third quarter of 2006.

Other real estate owned activity includes income and expenses from property held for sale and other real estate we own. For the years ended December 31, 2007 and 2006, we had net income of $27,657 and a net loss of $165,627, respectively. There was no activity in 2005. In February 2007, we decided to actively market the sale of our former main office and corporate headquarters building, and accordingly, reclassified the building from property and equipment to property held for sale. As a result, we recorded a pre-tax gain of $375,000 which is included in other real estate owned activity. In addition, we leased a portion of the building and began to collect monthly rent of $18,517 in March 2007. The building was sold during April 2007, and we recorded a subsequent write-down of $55,709 during the three months ended June 30, 2007 to account for additional selling costs. Also included in real estate owned activity are income and expenses related to loans that were transferred into other real estate owned. Our cost of owning the real estate exceeded income derived from the property by $328,668 and $165,627 for the years ended December 31, 2007 and 2006, respectively.

Other income consisted primarily of income from fees received on debit card transactions and sale of customer checks, and fees received on wire transfers. Other income was $256,490 and $219,123 for the years ended December 31, 2007 and 2006, respectively. The $37,367 increase resulted primarily from a $31,849 increase in debit card transaction fees, a $5,188 increase in wire transfer fees, and an $18,219 increase in other fee income, partially offset by a $17,889 decrease in gain on sale of fixed assets. Debit card transaction fees were $180,016 and $148,167 for the years ended December 31, 2007 and 2006, respectively and represented 70.2% and 67.6% of total other income for the 2007 and 2006 periods, respectively. The corresponding transaction costs associated with debit card transactions are included in outside service expense. The debit card transaction costs were $75,459 and $75,340 for the years ended December 31, 2007 and 2006, respectively. The net impact of the fees received and the related cost of the debit card transactions on earnings for the twelve months ended December 31, 2007 and 2006 was $104,557 and $72,827, respectively.

Other income was $219,123 and $404,261 for the years ended December 31, 2006 and 2005, respectively. The $185,138 decrease resulted primarily from a $202,262 decrease in debit card transaction fees due to a change in merchant service providers whereby we now receive a net fee related to the service provided to our merchant clients. In prior years, we received a substantially higher fee, but also incurred additional transaction costs. Debit card transaction fees were $148,167 and $350,429 for the years ended December 31, 2006 and 2005, respectively and represented 67.6% and 86.7% of total other income for the 2006 and 2005 periods, respectively. The corresponding transaction costs associated with debit card transactions are included in outside service expense. The debit card transaction costs were $75,340 and $278,936 for the years ended December 31, 2006 and 2005, respectively. The net impact of the fees received and the related cost of the debit card transactions on earnings for the twelve months ended December 31, 2006 and 2005 was $72,827 and $71,493, respectively.

Noninterest Expenses

The following tables set forth information related to our noninterest expenses.

	Years ended December 31,		
	2007	2006	2005
Compensation and benefits	$ 6,019,277	4,398,106	3,340,402
Professional fees	573,009	384,926	303,986
Marketing	498,844	390,377	377,093
Insurance	450,245	183,139	152,761
Occupancy	1,433,371	663,139	799,267
Data processing and related costs	1,170,777	854,084	919,379
Telephone	135,818	82,066	55,972
Impairment of long lived assets	-	-	1,500,000
Other	593,443	395,471	406,520
Total noninterest expenses	$ 10,874,784	7,351,308	7,855,380

We incurred noninterest expenses of $10.9 million for the year ended December 31, 2007 compared to $7.4 million and $7.9 million for the years ended December 31, 2006 and 2005. Included in noninterest expenses for the year ended December 31, 2005, is a one-time charge of $1.5 million related to the impairment of long lived assets. Average interest-earning assets increased 25.3% during 2007, while general and administrative expense increased by 47.9% due to the additional costs associated with our new main office and headquarters building, market expansion into Columbia, South Carolina and additional deposit insurance costs. Average interest-earning assets increased 25.5% during the year ended December 31, 2006, while general and administrative expenses increased by 15.7% in 2006, excluding the one-time $1.5 million impairment charge in 2005.

In December of 2005, we decided to exercise our option to purchase our main office and headquarters building. Purchasing the building as compared to continuing to lease the building for an additional fourteen years, provided a cost benefit to the company of approximately $90,000 per year. We paid approximately $3.1 million for the building, a price which was calculated based on a pre-determined formula in our lease agreement. We also engaged an outside appraiser to evaluate the market value of our building. This analysis concluded that the building's market value, including leasehold improvements, was approximately $2.2 million, whereas the purchase price and leasehold improvements totaled approximately $3.7 million, resulting in an impairment charge of $1.5 million.

For the year ended December 31, 2007, compensation and benefits, occupancy, data processing and related costs, and the impairment of long lived assets accounted for 79.3% of the total noninterest expenses compared to 80.5% in 2006 and 83.5% in 2005.

The following tables set forth information related to our compensation and benefits.

	Years ended December 31,		
	2007	2006	2005
Base compensation	$ 4,119,948	3,020,391	2,353,952
Incentive compensation	975,000	763,000	594,925

Total compensation		5,094,948	3,783,391	2,948,877
Benefits		1,077,824	755,895	525,715
Capitalized loan origination costs		(153,495)	(141,180)	(134,190))
Total compensation and benefits	$	6,019,277	4,398,106	3,340,402

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Compensation and benefits expense was $6.0 million, $4.4 million and $3.3 million for the years ended December 31, 2007, 2006 and 2005, respectively. Compensation and benefits represented 55.4% of our total noninterest expenses for the year ended December 31, 2007, 59.8% for the same period in 2006, and 42.5% for the same period in 2005. The $1.6 million increase in compensation and benefit expense in 2007 compared to 2006 is primarily related to a $1.1 million increase in base compensation and $321,929 of additional benefits cost. In addition, incentive compensation expense increased by $212,000, offset by an increase of $12,315 in loan origination costs, which is required to be capitalized and amortized over the life of the loans as a reduction of loan interest income. Compensation and benefits expense increased by $1.1 million in 2006 compared to 2005. The increase is a result of $666,439 additional base compensation, $168,075 in additional incentive compensation, and $230,180 in higher benefits costs, offset by an increase of $6,990 in loan origination costs.

The $1.1 million increase in base compensation expense for the year ended December 31, 2007 compared to the same period in 2006, related to the cost of 18 additional employees, as well as annual salary increases. Six of the new employees were staff hired in relation to the new office in Columbia, while the remaining twelve employees were hired to support the growth in loans and retail deposits, as well as internal audit. The $666,439 increase in base compensation expense in 2006, related to the addition of 8 employees, plus the impact of annual salary increases. Most of the new employees relate to the staff that was hired to support the growth in retail deposits.

Incentive compensation represented 19.1% of total compensation for the year ended December 31, 2007, and 20.2% for the years ended December 31, 2006 and 2005, respectively. The incentive compensation expense recorded for the years 2007, 2006, and 2005 represented an accrual of the estimated incentive compensation earned during the respective year.

Benefits expense increased $321,929 in the year ended December 31, 2007 compared to the year ended December 31, 2006, and $230,180 in 2006 compared to the year ended December 31, 2005. Benefits expense represented 21.2%, 20.0%, and 17.8% of the total compensation for the years ended December 31, 2007, 2006, and 2005, respectively.

The following tables set forth information related to our data processing and related costs.

		Years ended December 31,		
		2007	**2006**	**2005**
Data processing costs	$	842,360	573,046	473,013
ATM transaction expense		75,459	75,340	278,936
Courier expense		114,428	92,064	81,214
Other expenses		138,530	113,634	86,216
Total data processing and related costs	$	1,170,777	854,084	919,379

Data processing and related costs were $1.2 million, $854,084 and $919,379 for the years ended December 31, 2007, 2006, and 2005, respectively. During the year ended December 31, 2007, our data processing costs for our core processing system increased by $269,314 to $842,360 compared to $573,046 for the same period in 2006. Data processing costs for our core processing system were $473,013 for the year ended December 31, 2005. We have contracted with an outside computer service company to provide our core data processing services.

Data processing costs increased $269,314, or 47.0%, for the year ended December 31, 2007 and $100,033, or 21.1%, for the year ended December 31, 2006 when compared to the same periods in 2006 and 2005, respectively. The increases in costs were caused by the higher number of loan and deposit accounts. A significant portion of the fee charged by the third party processor is directly related to the number of loan and deposit accounts and the related number of transactions.

We receive income from debit card transactions performed by our clients. Since we outsource this service, we are charged related transaction expenses from our merchant service provider. Debit card transaction expense was $75,459, $75,340 and $278,936 for the years ended December 31, 2007, 2006, and 2005, respectively. The decrease of $203,596 in 2006 compared to 2005 relates primarily to a change in merchant service card providers, whereby we now receive net fee income related to the service provided to our merchant clients. In prior years, we received a substantially higher fee, but also incurred a higher transaction cost.

Occupancy expense represented 13.2%, 9.0% and 10.2% of total noninterest expenses for the years ended December 31, 2007, 2006, and 2005, respectively. Occupancy expense increased $770,232 to $1.4 million for the year ended December 31, 2007 from $663,139 for the same period in 2006. The increase is primarily due to the increased costs of depreciation and rent expense associated with our new main office and headquarters building. During 2006, occupancy expense decreased $136,128 from $799,267 for the year ended December 31, 2005, in spite of the addition of two retail offices in 2005. The additional costs of the two new retail offices were largely offset because we purchased our main retail office and headquarter building at the end of 2005.

The $1.5 million impairment on long lived assets charge for the year ended December 31, 2005 is related to the purchase of our Haywood Road office building. On December 30, 2005, we purchased the main office building for $3.1 million and immediately thereafter recorded a $1.5 million write-down on the valuation of the purchased building in accordance with SFAS No. 121, "Impairment of Long-Lived Assets." The $1.5 million impairment is based on various assumptions related to our ability to either sell or lease the building at various lease rates. The actual results of our ability to either sell or lease the building did not significantly differ from the assumption used in the impairment calculation.

The remaining $815,380 increase in noninterest expenses for the year ended December 31, 2007 compared to the same period in 2006, resulted primarily from increases of $188,083 in professional fees, $267,106 in insurance expenses, $108,467 in marketing expenses, and $251,724 in telephone and other expenses. The increase in professional fees relates primarily to additional legal and accounting fees related to SEC reporting requirements, the name change of our company, as well as the overall growth of our company, while the additional marketing expenses relates to expanding our market awareness in the Greenville market, as well as the new Columbia market. The $267,106 increase in insurance costs is primarily due to the additional FDIC deposit insurance imposed by the Federal Deposit Insurance Corporation in 2007. In addition, a significant portion of the increase in other expenses is due to increased costs of postage and office supplies, collection expenses, deposit account losses, and printing costs related to the name change.

Contributing to the increase in noninterest expenses for the year ended December 31, 2006 compared to the same period in 2005 were increases of $80,940 in professional fees, $30,378 in insurance expenses, $13,284 in marketing expenses, and $15,045 in telephone and other expenses. Professional fees increased as a result of legal fees related to research of certain strategic business opportunities and the overall growth of our company. A significant portion of the increase in other expenses was due to increased costs of postage and office supplies, additional staff education and training, and higher dues and subscription costs.

Income tax expense was $1.6 million, $2.0 million and $1.5 million for the years ended December 31, 2007, 2006 and 2005. Our effective tax rate was 32.3% for the year ended December 31, 2007 and 34.2% and 38.0% for the years ended December 31, 2006 and 2005, respectively. The decrease in the effective tax rate for 2007 and 2006 compared to prior years results primarily from the tax exempt income on bank owned life insurance which we purchased in the third quarter of 2006.

Balance Sheet Review

General

At December 31, 2007, we had total assets of $628.1 million, consisting principally of $503.1 million in loans, $87.5 million in investments, $9.3 million in federal funds sold, $7.7 million in cash and due from banks, and $8.9 million in bank owned life insurance. Our liabilities at December 31, 2007 totaled $589.9 million, consisting principally of $412.8 million in deposits, $158.5 million in FHLB advances and related debt, and $13.4 million of junior subordinated debentures. At December 31, 2007, our shareholders' equity was $38.3 million.

Federal Funds Sold

At December 31, 2007, our $9.3 million in short-term investments in federal funds sold on an overnight basis comprised 1.5% of total assets, compared to $7.5 million, or 1.5% of total assets, at December 31, 2006.

Investments

At December 31, 2007, the $87.5 million in our investment securities portfolio represented approximately 13.9% of our total assets. We held Government sponsored enterprise securities, municipal securities, and mortgage-backed securities with a fair value of $78.6 million and an amortized cost of $78.7 million for an unrealized loss of $100,978. As a result of the strong growth in our loan portfolio and the historically low fixed rates that were available during the last two and one-half years, through December 31, 2005, we had maintained a lower than normal level of investments. During 2006 and 2007, as rates on investment securities have risen and we have attracted a material amount of additional deposits, we increased the size of our investment portfolio.

Contractual maturities and yields on our investments at December 31, 2007 are shown in the following table. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. At December 31, 2007, we had no securities with a maturity of less than one year.

	One to Five Years		Five to Ten Years		Over Ten Years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
				(Dollars in thousands)				
Available for Sale								
Government sponsored enterprises	$	-	$ 11,078	5.71 %	$ -	-	$ 11,078	5.71 %
State and political subdivisions	-	-	-	-	3,736	3.79 %	3,736	3.79 %
Mortgage-backed securities	531	4.56 %	8,739	4.78 %	37,902	5.87 %	47,172	5.66 %
Preferred Stock	-	-	-	-	2,024	7.88 %	2,024	7.88 %
Total	$ 531	4.56 %	$ 19,817	5.30 %	$ 43,662	5.79 %	$ 64,010	5.63 %
Held to Maturity								
Mortgage-backed securities	$ -	-	$ 333	3.93 %	$ 14,486	4.66 %	$ 14,819	4.64 %

At December 31, 2007, our investments included securities issued by Federal National Mortgage Association and Federal Home Loan Mortgage Corporation with carrying values of $37.6 million and $16.2 million, respectively.

Other investments at December 31, 2007 consisted of Federal Reserve Bank stock with a cost of $1.0 million, investments in Greenville First Statutory Trust I and II of $186,000 and $217,000, respectively, and Federal Home Loan Bank stock with a cost of $7.2 million. At December 31, 2006, we owned Federal Reserve Bank stock with a cost of $968,700, Federal Home Loan Bank stock with a cost of $5.7 million, and investments in Greenville First Statutory Trust I and II of $186,000 and $217,000, respectively.

The amortized costs and the fair value of our investments at December 31, 2007, 2006, and 2005 are shown in the following table.

	2007		2006		2005	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
			(Dollars in thousands)			
Available for Sale						
Government sponsored enterprises	$ 10,992	11,078	1,996	1,989	1,005	1,012
State and political subdivisions	3,793	3,736	3,795	3,782	1,292	1,292
Mortgage-backed securities	47,061	47,172	44,478	44,429	9,242	9,007
Preferred stock	2,019	2,024	-	-	-	-
Total	$ 63,865	64,010	50,269	50,200	11,539	11,311
Held to Maturity						
Mortgage-backed securities	$ 14,819	14,573	17,045	16,577	19,345	18,709

Loans

Since loans typically provide higher interest yields than other types of interest-earning assets, a substantial percentage of our earning assets are invested in our loan portfolio. Average loans for the years ended December 31, 2007 and 2006 were $459.2 million and $375.4 million, respectively. Before allowance for loan losses, total loans outstanding at December 31, 2007 and 2006 were $508.8 million and $402.2 million, respectively.

The principal component of our loan portfolio is loans secured by real estate mortgages. Most of our real estate loans are secured by residential or commercial property. We do not generally originate traditional long term residential mortgages, but we do issue traditional second mortgage residential real estate loans and home equity lines of credit. We obtain a security interest in real estate whenever possible, in addition to any other available collateral. This collateral is taken to increase the likelihood of the ultimate repayment of the loan. Generally, we limit the loan-to-value ratio on loans we make to 80%. Due to the short time our portfolio has existed, the current mix may not be indicative of the ongoing portfolio mix. We attempt to maintain a relatively diversified loan portfolio to help reduce the risk inherent in concentration in certain types of collateral.

The following table summarizes the composition of our loan portfolio for each of the five years ended December 31, 2007.

	2007		2006		2005		2004		2003	
	Amount	% of Total	Amount	% of Total	Amount	% of Total	Amount	% of Total	Amount	% of Total
	(Dollars in thousands)									
Real Estate:										
Commercial										
Owner Occupied	$ 114,168	22.4 %	77,668	19.3 %	72,222	21.3 %	54,323	19.4 %	39,301	18.8 %
Non-owner occupied	147,478	29.0 %	126,008	31.3 %	96,950	28.7 %	76,284	27.2 %	53,898	25.8 %
Construction	38,464	7.6 %	20,466	5.1 %	14,661	4.3 %	12,212	4.4 %	10,878	5.2 %
Total commercial real estate	300,110	59.0 %	224,142	55.7 %	183,833	54.3 %	142,819	51.0 %	104,077	49.8 %
Consumer										
Residential	59,815	11.7 %	59,187	14.7 %	50,756	15.0 %	46,240	16.5 %	35,823	17.2 %
Home equity	46,806	9.2 %	35,986	9.0 %	37,254	11.0 %	35,085	12.5 %	24,278	11.6 %
Construction	7,154	1.4 %	8,259	2.0 %	5,409	1.6 %	5,938	2.1 %	4,365	2.1 %
Total consumer real estate	113,775	22.3 %	103,432	25.7 %	93,419	27.6 %	87,263	31.1 %	64,466	30.9 %
Total real estate	413,885	81.3 %	327,574	81.4 %	277,252	81.9 %	230,082	82.1 %	168,543	80.7 %
Commercial business	86,863	17.1 %	65,891	16.4 %	53,753	15.9 %	44,872	16.0 %	36,107	17.3 %
Consumer - other	9,051	1.8 %	9,524	2.4 %	8,211	2.4 %	6,035	2.1 %	4,662	2.2 %
Deferred origination fees, net	(949)	(0.2)%	(806)	(0.2)%	(685)	(0.2)%	(642)	(0.2)%	(530)	(0.2)%
Total gross loans, net of deferred fees	508,850	100.0 %	402,183	100.0 %	338,531	100.0 %	280,347	100.0 %	208,782	100.0 %
Less - allowance for loan losses	(5,751)		(4,949)		(4,490)		(3,717)		(2,705)	
Total loans, net	$ 503,099		397,234		334,041		276,630		206,077	

Maturities and Sensitivity of Loans to Changes in Interest Rates

The information in the following tables is based on the contractual maturities of individual loans, including loans which may be subject to renewal at their contractual maturity. Renewal of such loans is subject to review and credit approval, as well as modification of terms upon maturity. Actual repayments of loans may differ from the maturities reflected below because borrowers have the right to prepay obligations with or without prepayment penalties.

The following table summarizes the loan maturity distribution by type and related interest rate characteristics at December 31, 2007.

	One year or less	After one but within five years	After five years	Total

		(Dollars in thousands)			
Real estate- mortgage	$	70,081	251,978	46,208	368,267
Real estate- construction		17,418	21,256	6,944	45,618
Total real estate		87,499	273,234	53,152	413,885
Commercial		48,659	37,477	727	86,863
Consumer- other		4,568	3,973	510	9,051
Deferred origination fees, net		(258)	(577)	(114)	(949)
Total gross loan, net of deferred fees	$	140,468	314,107	54,275	508,850
Loans maturing - after one year with					
Fixed interest rates				$	139,322
Floating interest rates				$	229,060

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Provision and Allowance for Loan Losses

We have established an allowance for loan losses through a provision for loan losses charged to expense on our statements of income. The allowance for loan losses represents an amount which we believe will be adequate to absorb probable losses on existing loans that may become uncollectible. Our judgment as to the adequacy of the allowance for loan losses is based on a number of assumptions about future events, which we believe to be reasonable, but which may or may not prove to be accurate. Our determination of the allowance for loan losses is based on evaluations of the collectibility of loans, including consideration of factors such as the balance of impaired loans, the quality, mix, and size of our overall loan portfolio, economic conditions that may affect the borrower's ability to repay, the amount and quality of collateral securing the loans, our historical loan loss experience, and a review of specific problem loans. We also consider subjective issues such as changes in the lending policies and procedures, changes in the local/national economy, changes in volume or type of credits, changes in volume/severity of problem loans, quality of loan review and board of director oversight, concentrations of credit, and peer group comparisons. Periodically, we adjust the amount of the allowance based on changing circumstances. We charge recognized losses to the allowance for loan losses and add subsequent recoveries back to the allowance for loan losses. There can be no assurance that charge-offs of loans in future periods will not exceed the allowance for loan losses as estimated at any point in time or that provisions for loan losses will not be significant to a particular accounting period.

The following table summarizes the activity related to our allowance for loan losses for the five years ended December 31, 2007.

	December 31,				
	2007	**2006**	**2005**	**2004**	**2003**
	(Dollars in thousands)				
Balance, beginning of year	$ 4,949	4,490	3,717	2,705	1,824
Charge-offs					
Commercial	(74)	(65)	(27)	(70)	(18)
Real estate-construction	(1,085)	(181)	-	-	-
Real estate-mortgage	(80)	(982)	(229)	(225)	(118)
Consumer	(57)	(78)	(34)	(40)	(37)
Total charge-offs	(1,296)	(1,306)	(290)	(335)	(173)
Recoveries					
Commercial	-	8	1	13	-
Real estate-construction	-	-	-	-	-
Real estate-mortgage	33	65	60	2	-
Consumer	15	42	2	22	4
Total recoveries	48	115	63	37	4
Net loans charged-off	$ (1,248)	(1,191)	(227)	(298)	(169)
Provision for loan losses	2,050	1,650	1,000	1,310	1,050
Balance, end of year	$ 5,751	4,949	4,490	3,717	2,705
Net charge-offs to average loans	0.27 %	0.32 %	0.07 %	0.12 %	0.10 %

We do not allocate the allowance for loan losses to specific categories of loans. Instead, we evaluate the adequacy of the allowance for loan losses on an overall portfolio basis utilizing our credit grading system which we apply to each loan. We have retained an independent consultant to review the loan files on a test basis to assess the grading of each loan.

Nonperforming Assets

The following table shows the nonperforming assets, percentages of net charge-offs, and the related percentage of allowance for loan losses for the five years ended December 31, 2007. All loans over 90 days past due are on and included in loans on nonaccrual.

		2007	2006	2005	2004	2003
				(Dollars in thousands)		
Loans over 90 days past due	$	4,582	945	351	683	396
Loans on nonaccrual:						
Mortgage		4,316	1,424	419	339	150
Commercial		75	32	41	386	224
Consumer		45	33	6	14	70
Total nonaccrual loans		4,436	1,489	466	739	444
Total of nonperforming loans		4,436	1,489	466	739	444
Other nonperforming assets		268	1,012	-	28	-
Total nonperforming assets	$	4,704	2,501	466	767	444
Percentage of total assets		0.75 %	0.49 %	0.12 %	0.24 %	0.19 %
Percentage of nonperforming loans and assets to gross loans		0.92%	0.62 %	0.14 %	0.27 %	0.21 %
Allowance for loan losses to gross loans		1.13 %	1.23 %	1.33 %	1.33 %	1.30 %
Net charge-offs to average loans		0.27 %	0.32 %	0.07 %	0.12 %	0.10 %

At December 31, 2007 and December 31, 2006, the allowance for loan losses was $5.8 million and $4.9 million, respectively, or 1.13% and 1.23% of outstanding loans, respectively. During the years ended December 31, 2007 and 2006, our net charged-off loans were $1.3 million and $1.2 million, respectively.

At December 31, 2007, the allowance for loan losses represented 1.3 times the amount of non-performing loans, compared to 3.3 times and 9.6 times at December 31, 2006 and 2005, respectively. The coverage level of the allowance at December 31, 2007 decreased from the coverage level at December 31, 2006 due to an increase in non-performing loans. A significant portion, or 97.3%, of nonperforming loans at December 31, 2007 are secured by real estate. We have evaluated the underlying collateral on these loans and determined that the collateral on these loans is sufficient to minimize future losses.

The increase in nonperforming loans at December 31, 2007 compared to December 31, 2006 is represented primarily by two commercial real estate loans with a combined carrying value of $4.1 million. We incurred a write-down of $1.1 million on one of these loans during the year ended December 31, 2007, which represented 83.0% of total charge-offs year-to-date. Based on the collateral value of the second loan no loss is presently anticipated.

At December 31, 2007, nonaccrual loans represented 0.71% of total assets. At December 31, 2007 and December 31, 2006, we had $4.4 and $1.5 million of loans, respectively, on nonaccrual status. Generally, a loan is placed on nonaccrual status when it becomes 90 days past due as to principal or interest, or when we believe, after considering economic and business conditions and collection efforts, that the borrower's financial condition is such that collection of the loan is doubtful. A payment of interest on a loan that is classified as nonaccrual is recognized as a reduction in principal when received.

The amount of foregone interest income on the nonaccrual loans for the years ended December 31, 2007 and 2006 was approximately $170,000 and $46,000, respectively. The amount of interest income recorded in 2007 for loans that were on nonaccrual at December 31, 2007 was approximately $209,000, and was approximately $90,000 in 2006.

As of December 31, 2007, we were not aware of any potential problem loans that were not already categorized as nonaccrual, past due, restructured, or impaired that had borrower credit problems causing us to have serious doubt as to the ability of the borrower to comply with the present loan repayment terms.

Deposits and Other Interest-Bearing Liabilities

Our primary source of funds for loans and investments is our deposits, advances from the FHLB, and structured repurchase agreements. National and local market trends over the past several years suggest that consumers have moved an increasing percentage of discretionary savings funds into investments such as annuities, stocks, and fixed income mutual funds. Accordingly, it has become more difficult to attract deposits. We have chosen to obtain a portion of our certificates of deposits from areas outside of our market. The deposits obtained outside of our market area generally have lower rates than rates being offered for certificates of deposits in our local market. We also utilize out-of-market deposits in certain instances to obtain longer term deposits than are readily available in our local market. The amount of out-of-market deposits was $155.3 million at December 31, 2007 and $91.3 at December 31, 2006.

We generally obtain out-of-market time deposits of $100,000 or more through brokers with whom we maintain ongoing relationships. We have adopted guidelines regarding our use of brokered CDs that limit our brokered CDs to 50% of total deposits and dictate that our current interest rate risk profile determines the terms. In addition, we do not obtain time deposits of $100,000 or more through the Internet. These guidelines allow us to take advantage of the attractive terms that wholesale funding can offer while mitigating the inherent related risk.

We anticipate being able to either renew or replace these out-of-market deposits when they mature, although we may not be able to replace them with deposits with the same terms or rates. Our loan-to-deposit ratio was 123%, 116%, and 133% at December 31, 2007, 2006, and 2005, respectively.

The following table shows the average balance amounts and the average rates paid on deposits held by us for the years ended December 31, 2007, 2006, and 2006.

	2007		2006		2005	
	Amount	**Rate**	**Amount**	**Rate**	**Amount**	**Rate**
			(Dollars in thousands)			
Noninterest bearing demand deposits	$ 30,665	- %	$ 26,281	- %	$ 19,083	- %
Interest bearing demand deposits	34,338	1.66%	35,048	1.85%	28,153	1.39%
Money market accounts	86,290	3.57%	79,323	3.46%	47,527	1.95%
Savings accounts	1,593	0.69%	1,364	0.45%	1,288	0.37%
Time deposits less than $100,000	45,591	5.01%	35,957	4.55%	25,291	3.36%
Time deposits greater than $100,000	189,514	5.19%	127,922	4.77%	104,444	3.70%
Total deposits	$ 387,991	4.06%	$ 305,895	3.64%	$ 225,786	2.67%

Core deposits, which exclude time deposits of $100,000 or more and wholesale time deposits, provide a relatively stable funding source for our loan portfolio and other earning assets. Our core deposits were $196.0 million, $197.7 million, and $125.9 million at December 31, 2007, 2006, and 2005, respectively.

All of our time deposits are certificates of deposits. The maturity distribution of our time deposits of $100,000 or more at December 31, 2007 and 2006 is as follows:

	2007	2006
	(Dollars in thousands)	
Three months or less	$ 56,923	$ 25,399
Over three through six months	82,102	49,831
Over six through twelve months	61,165	39,874
Over twelve months	16,610	32,772
Total	$ 216,800	$ 147,876

Capital Resources

Total shareholders' equity was $38.3 million at December 31, 2007 and $34.6 million at December 31, 2006. The $3.7 million increase between 2007 and 2006 primarily resulted from $3.4 million of net income earned during 2007.

The following table shows the return on average assets (net income divided by average total assets), return on average equity (net income divided by average equity), and equity to assets ratio (average equity divided by average total assets) for the three years ended December 31, 2007. Since our inception, we have not paid cash dividends.

	2007	2006	2005
Return on average assets	0.60%	0.85%	0.70%
Return on average equity	9.40%	11.95%	8.44%
Equity to assets ratio	6.35%	7.15%	8.36%

Our return on average assets was 0.60% for the year ended December 31, 2007 and 0.85% and 0.70% for the years ended December 31, 2006 and 2005, respectively. In addition, our return on average equity was 9.40% for the year ended December 31, 2007, and 11.95% and 8.44% for the same periods in 2006 and 2005, respectively. The lower returns for the year ended December 31, 2007 relate to lower net income and higher average assets compared to 2006. The decrease in the equity to assets ratio from December 31, 2006 is a function of the $117.5 million increase in average assets compared to the $3.9 million increase in average equity.

Under the capital adequacy guidelines, regulatory capital is classified into two tiers. These guidelines require an institution to maintain a certain level of Tier 1 and Tier 2 capital to risk-weighted assets. Tier 1 capital consists of common shareholders' equity, excluding the unrealized gain or loss on securities available for sale, minus certain intangible assets. In determining the amount of risk-weighted assets, all assets, including certain off-balance sheet assets, are multiplied by a risk-weight factor of 0% to 100% based on the risks believed to be inherent in the type of asset. Tier 2 capital consists of Tier 1 capital plus the general reserve for loan losses, subject to certain limitations. We are also required to maintain capital at a minimum level based on total average assets, which is known as the Tier 1 leverage ratio.

At both the holding company and bank level, we are subject to various regulatory capital requirements administered by the federal banking agencies. To be considered "adequately capitalized" under these capital guidelines, we must maintain a minimum total risk-based capital of 8%, with at least 4% being Tier 1 capital. In addition, we must maintain a minimum Tier 1 leverage ratio of at least 4%. To be considered "well-capitalized," we must maintain total risk-based capital of at least 10%, Tier 1 capital of at least 6%, and a leverage ratio of at least 5%.

The following table sets forth the holding company's and the bank's various capital ratios at December 31, 2007, 2006, and 2005. For all periods, the bank was considered "well capitalized" and the holding company met or exceeded its applicable regulatory capital requirements.

	2007		2006		2005	
	Holding Company	Bank	Holding Company	Bank	Holding Company	Bank
Total risk-based capital	11.1 %	12.4 %	13.1 %	12.3 %	14.9 %	13.7 %

Tier 1 risk-based capital	10.0 %	11.3 %	11.9 %	11.1 %	13.6 %	12.4 %
Leverage capital	8.3 %	9.5 %	9.4 %	8.7 %	11.6 %	10.5 %

Short-Term Borrowings

At December 31, 2005, we had $14.7 million of short-term borrowings in the form of securities sold under agreement to repurchase at an average rate of 4.32%. During 2005, securities sold under agreement to repurchase averaged $16.7 million, with $18.9 million being the maximum amount outstanding at any month-end. The average rate paid in 2005 was 3.35%.

Effect of Inflation and Changing Prices

The effect of relative purchasing power over time due to inflation has not been taken into account in our consolidated financial statements. Rather, our financial statements have been prepared on an historical cost basis in accordance with generally accepted accounting principles.

Unlike most industrial companies, our assets and liabilities are primarily monetary in nature. Therefore, the effect of changes in interest rates will have a more significant impact on our performance than will the effect of changing prices and inflation in general. In addition, interest rates may generally increase as the rate of inflation increases, although not necessarily in the same magnitude. As discussed previously, we seek to manage the relationships between interest sensitive assets and liabilities in order to protect against wide rate fluctuations, including those resulting from inflation.

Off-Balance Sheet Risk

Commitments to extend credit are agreements to lend to a client as long as the client has not violated any material condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require the payment of a fee. At December 31, 2007, unfunded commitments to extend credit were $104.5 million, of which approximately $65.0 million was at fixed rates and $39.5 million was at variable rates. A significant portion of the unfunded commitments related to consumer equity lines of credit. Based on historical experience, we anticipate that a significant portion of these lines of credit will not be funded. We evaluate each client's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by us upon extension of credit, is based on our credit evaluation of the borrower. The type of collateral varies but may include accounts receivable, inventory, property, plant and equipment, and commercial and residential real estate.

At December 31, 2007, there was a $2.8 million commitment under letters of credit. The credit risk and collateral involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to clients. Since most of the letters of credit are expected to expire without being drawn upon, they do not necessarily represent future cash requirements.

Except as disclosed in this document, we are not involved in off-balance sheet contractual relationships, unconsolidated related entities that have off-balance sheet arrangements or transactions that could result in liquidity needs or other commitments that significantly impact earnings.

Market Risk

Market risk is the risk of loss from adverse changes in market prices and rates, which principally arises from interest rate risk inherent in our lending, investing, deposit gathering, and borrowing activities. Other types of market risks, such as foreign currency exchange rate risk and commodity price risk, do not generally arise in the normal course of our business.

We actively monitor and manage our interest rate risk exposure principally by measuring our interest sensitivity "gap," which is the positive or negative dollar difference between assets and liabilities that are subject to interest rate repricing within a given period of time. Interest rate sensitivity can be managed by repricing assets or liabilities, selling securities available for sale, replacing an asset or liability at maturity, or adjusting the interest rate during the life of an asset or liability. Managing the amount of assets and liabilities repricing in this same time interval helps to hedge the risk and minimize the impact on net interest income of rising or falling interest rates. We generally would benefit from increasing market rates of interest when we have an asset-sensitive gap position and generally would benefit from decreasing market rates of interest when we are liability-sensitive.

We were liability sensitive during the later half of the year ended December 31, 2006 and through the end of 2007. Our variable rate loans and a majority of our deposits reprice over a 12-month period. Approximately 39% and 49% of our loans were variable rate loans at December 31, 2007 and 2006, respectively. The ratio of cumulative gap to total earning assets after 12 months was (33.9%) because $200.9 million more liabilities will reprice in a 12 month period than assets. However, our gap analysis is not a precise indicator of our interest sensitivity position. The analysis presents only a static view of the timing of maturities and repricing opportunities, without taking into consideration that changes in interest rates do not affect all assets and liabilities equally. For example, rates paid on a substantial portion of core deposits may change contractually within a relatively short time frame, but those rates are viewed by us as significantly less interest-sensitive than market-based rates such as those paid on noncore deposits. Net interest income may be affected by other significant factors in a given interest rate environment, including changes in the volume and mix of interest-earning assets and interest-bearing liabilities.

Liquidity and Interest Rate Sensitivity

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

At December 31, 2007 and 2006, our liquid assets amounted to $17.0 million and $16.6 million, or 2.7% and 3.3% of total assets, respectively. Our investment securities at December 31, 2007 and 2006 amounted to $87.5 million and $74.3 million, or 13.9% and 14.6% of total assets, respectively. Investment securities traditionally provide a secondary source of liquidity since they can be converted into cash in a timely manner. However, a substantive portion of these securities are pledged against outstanding debt. Therefore, the related debt would need to be repaid prior to the securities being sold in order for these securities to be converted to cash.

Our ability to maintain and expand our deposit base and borrowing capabilities serves as our primary source of liquidity. We plan to meet our future cash needs through the liquidation of temporary investments, the generation of deposits, and from additional borrowings. We maintain four federal funds purchased lines of credit with correspondent banks totaling $43.8 million for which there were no borrowings against the lines at December 31, 2007. We are also a member of the Federal Home Loan Bank of Atlanta, from which applications for borrowings can be made for leverage purposes. The FHLB requires that securities, qualifying mortgage loans, and stock of the FHLB owned by the bank be pledged to secure any advances from the FHLB. The unused borrowing capacity currently available from the FHLB at December 31, 2007 was $3.4 million, based on the bank's $7.2 million investment in FHLB stock, as well as qualifying mortgages available to secure any future borrowings. The company also has a $15.0 million revolving line of credit with another bank for which $7.0 million was unused at December 31, 2007.

We signed a ten-year, five-month lease on our new headquarters and main office. The lease provides for a substantial reduction in the rent rate for the first five months of the lease and provides for annual lease rate escalations based on cost of living adjustments.

We believe that our existing stable base of core deposits, borrowings from the FHLB, short-term repurchase agreements, and proceeds we received from our secondary offering will enable us to successfully meet our long-term liquidity needs.

Asset/liability management is the process by which we monitor and control the mix and maturities of our assets and liabilities. The essential purposes of asset/liability management are to ensure adequate liquidity and to maintain an appropriate balance between interest sensitive assets and liabilities in order to minimize potentially adverse impacts on earnings from changes in market interest rates. Our asset/liability management committee ("ALCO") monitors and considers methods of managing exposure to interest rate risk. We have both an internal ALCO consisting of senior management that meets at various times during each month and a board ALCO that meets monthly. The ALCOs are responsible for maintaining the level of interest rate sensitivity of our interest sensitive assets and liabilities within board-approved limits.

The following table sets forth information regarding our rate sensitivity, as of December 31, 2007, at each of the time intervals. The information in the table may not be indicative of our rate sensitivity position at other points in time. In addition, the maturity distribution indicated in the table may differ from the contractual maturities of the earning assets and interest-bearing liabilities presented due to consideration of prepayment speeds under various interest rate change scenarios in the application of the interest rate sensitivity methods described above.

	Within three months	After three but within twelve months	After one but within five years	After five years	Total
		(Dollars in thousands)			
Interest-earning assets:					
Federal funds sold	$ 9,257	$ -	$ -	$ -	$ 9,257
Investment securities	2,875	19,042	27,984	28,928	78,829
Loans	204,533	49,411	202,907	47,351	504,202
Total earning assets	$ 216,665	$ 68,453	$ 230,891	$ 76,279	$ 592,288
Interest-bearing liabilities:					
Money market and NOW	$ 118,273	$ -	$ -	$ -	$ 118,273
Regular savings	1,692	-	-	-	1,692
Time deposits	82,554	160,578	18,126	-	261,258
FHLB advances and related debt	95,520	14,000	39,000	10,000	158,520
Junior subordinated debentures	13,403	-	-	-	13,403
Total interest-bearing liabilities	$ 311,442	$ 174,578	$ 57,126	$ 10,000	$ 553,146
Period gap	$ (94,777)	$ (106,125)	$ 173,791	$ 66,279	
Cumulative Gap	(94,777)	(200,902)	(27,137)	39,142	
Ratio of cumulative gap to total earning assets	(16.0%)	(33.9%)	(4.6%)	6.6%	

Contractual Obligations

We utilize a variety of short-term and long-term borrowings to supplement our supply of lendable funds, to assist in meeting deposit withdrawal requirements, and to fund growth of interest-earning assets in excess of traditional deposit growth. Certificates of deposit, repurchase agreements, FHLB advances, and junior subordinate debentures serve as our primary sources of such funds.

Obligations under noncancelable operating lease agreements are payable over several years with the longest obligation expiring in 2025. We do not feel that any existing noncancelable operating lease agreements are likely to materially impact the company's financial condition or results of operations in an adverse way. Contractual obligations relative to these agreements are noted in the table below. Option periods that we have not yet exercised are not included in this analysis as they do not represent contractual obligations until exercised.

The following table provides payments due by period for obligations under long-term borrowings and operating lease obligations as of December 31, 2007.

	Payments Due by Period					
	Within One Year	Over One to Two Years	Over Two to Three Years	Over Three to Five Years	After Five Years	Total
	(Dollars in thousands)					
Certificates of deposit	$ 243,158	$ 10,693	$ 3,756	$ 3,651	$ -	$ 261,258
FHLB advances and related debt	109,520	17,000	2,000	20,000	10,000	158,520
Junior subordinated debentures	-	-	-	-	13,403	13,403
Operating lease obligations	1,051	1,030	652	1,340	4,139	8,212
Total	$ 353,729	$ 28,723	$ 6,408	$ 24,991	$ 27,542	$ 441,393

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Accounting, Reporting, and Regulatory Matters

The following is a summary of recent authoritative pronouncements that could impact the accounting, reporting, and / or disclosure of financial information by the company.

In July 2006, the FASB issued FASB Interpretation No. 48 ("FIN 48"), "Accounting for Uncertainty in Income Taxes" ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in enterprises' financial statements in accordance with FASB Statement No. 109, "Accounting for Income Taxes." FIN 48 prescribes a recognition threshold and measurement attributable for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosures and transitions. The Company's adoption of FIN 48 during the year did not have an impact on its financial position, results of operations or cash flows.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements." SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. This standard does not require any new fair value measurements, but rather eliminates inconsistencies found in various prior pronouncements. SFAS 157 is effective for the Company on January 1, 2008 and is not expected to have a significant impact on the Company's financial statements.

In September, 2006, The FASB ratified the consensuses reached by the FASB's Emerging Issues Task Force ("EITF") relating to EITF 06-4 "Accounting for the Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements". EITF 06-4 addresses employer accounting for endorsement split-dollar life insurance arrangements that provide a benefit to an employee that extends to postretirement periods should recognize a liability for future benefits in accordance with SFAS No. 106, "*Employers' Accounting for Postretirement Benefits Other Than Pensions",* or Accounting Principles Board ("APB") Opinion No. 12, "*Omnibus Opinion-1967".* EITF 06-4 is effective for fiscal years beginning after December 15, 2007. Entities should recognize the effects of applying this Issue through either (a) a change in accounting principle through a cumulative-effect adjustment to retained earnings or to other components of equity or net assets in the statement of financial position as of the beginning of the year of adoption or (b) a change in accounting principle through retrospective application to all prior periods. The Company's split dollar life insurance arrangements that provide a benefit to current employees, do not extend to any post retirement periods. Accordingly, the company does not anticipate that EITF 06-4 will impact its financial position, results of operations or cash flows.

In September 2006, the FASB ratified the consensus reached on EITF 06-5, "Accounting for Purchases of Life Insurance-Determining the Amount That Could Be Realized in Accordance with FASB Technical Bulletin No. 85-4, Accounting for Purchases of Life Insurance" ("EITF 06-5"). EITF 06-5 states that a policyholder should consider any additional amounts included in the contractual terms of the insurance policy other than the cash surrender value in determining the amount that could be realized under the insurance contract. EITF 06-5 also states that a policyholder should determine the amount that could be realized under the life insurance contract assuming the surrender of an individual-life by individual-life policy (or certificate by certificate in a group policy). EITF 06-5 is effective for the Company on January 1, 2008. The Company does not believe the adoption of EITF 06-5 will have a significant impact on its financial position, results of operations or cash flows.

In March 2007, the FASB ratified the consensus reached on EITF 06-10, "Accounting for Collateral Assignment Split-Dollar Life Insurance Arrangements" ("EITF 06-10"). The postretirement aspect of this EITF is substantially similar to EITF 06-4 discussed above and requires that an employer recognize a liability for the postretirement benefit related to a collateral assignment split-dollar life insurance arrangement in accordance with either SFAS No. 106 or APB Opinion No. 12, as appropriate, if the employer has agreed to maintain a life insurance policy during the employee's retirement or provide the employee with a death benefit based on the substantive agreement with the employee. In addition, a consensus was reached that an employer should recognize and measure an asset based on the nature and substance of the collateral assignment split-dollar life insurance arrangement. EITF 06-10 is effective for the Company on January 1, 2008. The Company does not believe the adoption of EITF 06-10 will have a significant impact on its financial position, results of operations or cash flows.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities - Including an amendment of FASB Statement No. 115." This statement permits, but does not require, entities to measure many financial instruments at fair value. The objective is to provide entities with an opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. Entities electing this option will apply it when the entity first recognizes an eligible instrument and will report unrealized gains and losses on such instruments in current earnings. This statement 1) applies to all entities, 2) specifies certain election dates, 3) can be applied on an instrument-by-instrument basis with some exceptions, 4) is irrevocable and 5) applies only to entire instruments. One exception is demand deposit liabilities which are explicitly excluded as qualifying for fair value. With respect to SFAS No. 115, available-for-sale and held-to-maturity securities at the effective date are eligible for the fair value option at that date. If the fair value option is elected for those securities at the effective date, cumulative unrealized gains and losses at that date shall be included in the cumulative-effect adjustment and thereafter, such securities will be accounted for as trading securities. SFAS No. 159 is effective for the Company on January 1, 2008. Earlier adoption is permitted in 2007 if the Company also elects to apply the provisions of SFAS No. 157, "Fair Value Measurement." The Company does not currently anticipate electing the fair value option provided under SFAS No. 159.

In June 2007, the FASB ratified the consensus reached by the EITF with respect to EITF 06-11, "Accounting for Income Tax Benefits of Dividends on Share-Based Payment Awards" ("EITF 06-11"). Under EITF 06-11, a realized income tax benefit from dividends or dividend equivalents that are charged to retained earnings and are paid to employees for equity-classified nonvested equity shares, nonvested equity share units and outstanding equity share options should be recognized as an increase in additional paid-in capital. This EITF is to be applied prospectively to the income tax benefits that result from dividends on equity-classified employee share-based payment awards that are declared beginning in 2008, and interim periods within those fiscal years. Early application is permitted. The Company does not believe the adoption of EITF 06-11 will have a significant impact on its financial position, results of operations or cash flows.

In December 2007, the FASB issued SFAS No. 141(R), "Business Combinations," ("SFAS No. 141(R)") which replaces SFAS No. 141. SFAS No. 141(R) establishes principles and requirements for how an acquirer in a business combination recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any controlling interest; recognizes and measures goodwill acquired in the business combination or a gain from a bargain purchase; and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS No. 141(R) is effective for acquisitions by the Company taking place on or after January 1, 2009. Early adoption is prohibited. Accordingly, a calendar year-end company is required to record and disclose business combinations following existing accounting guidance until January 1, 2009. The Company will assess the impact of SFAS No. 141(R) if and when a future acquisition occurs.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies are not expected to have a significant impact on the Company's financial position, results of operations and cash flows.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Market Risk and Liquidity and Interest Rate Sensitivity.

Item 8. Financial Statements and Supplementary Data

INDEX TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 and 2005

SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS

		December 31,		
		2007		2006
Assets				
Cash and due from banks	$	7,714,494	$	9,112,675
Federal funds sold		9,256,679		7,466,458
Investment securities available for sale		64,010,163		50,199,513
Investment securities held to maturity- (fair value $14,572,918 and $16,576,673)		14,819,092		17,044,531
Other investments, at cost		8,677,682		7,060,100
Loans, net		503,098,382		397,233,829
Property and equipment, net		5,390,724		6,450,854
Accrued interest receivable		3,324,361		2,381,336
Other real estate owned		267,733		1,012,030
Bank owned life insurance		8,907,402		8,142,947
Deferred income taxes		2,002,604		1,907,966
Other assets		659,545		1,331,712
Total assets	$	628,128,861	$	509,343,951
Liabilities				
Deposits	$	412,820,468	$	345,504,076
Official checks outstanding		818,885		4,131,107
Federal Home Loan Bank advances and related debt		158,520,000		108,500,000
Junior subordinated debentures		13,403,000		13,403,000
Accrued interest payable		2,739,270		2,278,154
Accounts payable and accrued expenses		1,549,465		944,168
Total liabilities		589,851,088		474,760,505
Commitments and contingencies - Note 12				
Shareholders' equity				
Preferred stock, par value $.01 per share, 10,000,000 shares authorized, no shares issued		-		-
Common stock, par value $.01 per share, authorized, 10,000,000 shares, issued and outstanding 2,946,456 and 2,933,868 at December 31, 2007 and 2006, respectively		29,465		29,339
Nonvested restricted stock		(40,556)		-
Additional paid-in capital		31,033,558		30,846,538
Accumulated other comprehensive income (loss)		95,830		(16,465)
Retained earnings		7,159,476		3,724,034
Total shareholders' equity		38,277,773		34,583,446
Total liabilities and shareholders' equity	$	628,128,861	$	509,343,951

See notes to consolidated financial statements that are an integral part of these consolidated statements.

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SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME

For the years ended December 31,		
2007	2006	2005

Interest income			
Loans	$ 34,611,771	$ 27,629,556	$ 19,930,728
Investment securities	4,367,635	2,826,007	1,634,403
Federal funds sold	540,385	473,362	104, 414
Total interest income	39,519,791	30,928,925	21,669,545
Interest expense			
Deposits	15,771,329	11,139,822	6,036,043
Borrowings	7,009,472	5,439,587	3,548,820
Total interest expense	22,780,801	16,579,409	9,584,863
Net interest income	16,738,990	14,349,516	12,084,682
Provision for loan losses	2,050,000	1,650,000	1,000,000
Net interest income after provision for loan losses	14,688,990	12,699,516	11,084,682
Noninterest income			
Loan fee income	173,139	123,756	169,876
Service fees on deposit accounts	430,583	259,296	251,644
Other real estate owned activity	27,657	(165,627)	-
Income from bank owned life insurance	374,383	142,947	-
Other income	256,490	219,123	404,261
Total noninterest income	1,262,252	579,495	825,781
Noninterest expenses			
Compensation and benefits	6,019,277	4,398,106	3,340,402
Professional fees	573,009	384,926	303,986
Marketing	498,844	390,377	377,093
Insurance	450,245	183,139	152,761
Occupancy	1,433,371	663,139	799,267
Data processing and related costs	1,170,777	854,084	919,379
Telephone	135,818	82,066	55,972
Impairment of long lived assets	-	-	1,500,000
Other	593,443	395,471	406,520
Total noninterest expenses	10,874,784	7,351,308	7,855,380
Income before income tax expense	5,076,458	5,927,703	4,055,083
Income tax expense	1,641,016	2,026,909	1,540,931
Net income	$ 3,435,442	$ 3,900,794	$ 2,514,152
Earnings per common share			
Basic (1)	$ 1.17	$ 1.33	$ .86
Diluted (1)	$ 1.06	$ 1.20	$ .78

Weighted average common shares outstanding			
Basic (1)	2,942,369	2,931,640	2,922,403
Diluted (1)	3,234,145	3,238,329	3,223,405

(1) The 2005 period has been restated for the stock dividend distributed August 14, 2006.

See notes to consolidated financial statements that are an integral part of these consolidated statements.

SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
AND COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2007, 2006 AND 2005

	Common stock Shares	Common stock Amount	Nonvested restricted stock	Additional paid-in capital	Accumulated other comprehensive income(loss)	Retained Earnings	Total share-holders' equity
December 31, 2004	2,647,994	$ 26,480	$ -	$ 25,546,259	$ 49,989	$ 2,455,860	$ 28,078,588
Net income	-	-	-	-	-	2,514,152	2,514,152
Comprehensive income, net of tax -							
Unrealized holding loss on securities available for sale	-	-	-	-	(200,591)	-	(200,591)
Comprehensive income	-	-	-	-	-	-	2,313,561
Proceeds from exercise of stock options and warrants	11,725	117	-	80,481	-	-	80,598
December 31, 2005	2,659,719	$ 26,597	$ -	$ 25,626,740	$ (150,602)	$ 4,970,012	$ 30,472,747
Net income	-	-	-	-	-	3,900,794	3,900,794
Comprehensive income, net of tax -							
Unrealized holding gain on securities available for sale	-	-	-	-	134,137	-	134,137
Comprehensive income	-	-	-	-	-	-	4,034,931
Proceeds from exercise of stock options and warrants	7,500	75	-	49,645	-	-	49,720
Stock dividend (10%), net of cash in lieu of fractional shares	266,649	2,667	-	5,143,659	-	(5,146,772)	(446)
Compensation expense related to stock options, net of tax	-	-	-	1,141	-	-	1,141
Tax benefit related to exercise of stock options	-	-	-	25,353	-	-	25,353
December 31, 2006	2,933,868	$ 29,339	$ -	$ 30,846,538	$ (16,465)	$ 3,724,034	$ 34,583,446
Net income	-	-	-	-	-	3,435,442	3,435,442
Comprehensive income, net of tax -							
Unrealized holding gain on securities available for sale	-	-	-	-	112,295	-	112,295
Comprehensive income	-	-	-	-	-	-	3,547,737
Proceeds from exercise of stock options and warrants	10,088	101	-	62,786	-	-	62,887

Issuance of restricted stock	2,500	25	(54,075)	54,050	-	-	-
Amortization of deferred compensation on restricted stock	-	-	13,519	-	-	-	13,519
Compensation expense related to stock options	-	-	-	18,856	-	-	18,856
Tax benefit related to exercise of stock options	-	-	-	51,328	-	-	51,328
December 31, 2007	**2,946,456**	**$ 29,465**	**$ (40,556)**	**$ 31,033,558**	**$ 95,830**	**$ 7,159,476**	**$ 38,277,773**

See notes to consolidated financial statements that are an integral part of these consolidated statements.

SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the years ended December 31, 2007	2006	2005
Operating activities			
Net income	$ 3,435,442	$ 3,900,794	$ 2,514,152
Adjustments to reconcile net income to cash provided by (used for) operating activities:			
Provision for loan losses	2,050,000	1,650,000	1,000,000
Depreciation and other amortization	482,717	348,679	260,009
Impairment of long lived assets	-	-	1,500,000
Write-down of real estate owned	50,000	-	-
Loss (gain) on sale of real estate owned	193,618	(1,065)	-
Gain on sale of property held for sale	(319,291)	-	-
Gain on sale of property and equipment	-	(17,889)	-
Accretion and amortization of securities discounts and premiums, net	85,713	100,019	127,724
Compensation expense related to stock options and restricted stock grants	32,375	1,141	-
Increase in cash surrender value of bank owned life insurance	(374,383)	(142,947)	-
Increase in deferred tax asset	(94,638)	(173,536)	(754,428)
Increase in other assets, net	(270,858)	(1,488,117)	(566,771)
Increase (decrease) in other liabilities, net	(2,296,663)	(5,754,740)	10,289,618
Net cash provided by (used for) operating activities	2,974,032	(1,577,661)	14,370,304
Investing activities			
Increase (decrease) in cash realized from:			
Origination of loans, net	(107,914,553)	(67,194,287)	(58,410,292)
Purchase of property and equipment	(1,388,118)	(1,229,762)	(5,322,896)
Proceeds from sale of property and equipment	-	25,000	-
Purchase of investment securities:			
Available for sale	(23,102,121)	(44,333,554)	(1,292,018)
Held to maturity	-	-	(10,258,021)
Other investments	(3,282,582)	(5,567,200)	(5,241,250)
Payment and maturity of investment securities:			
Available for sale	9,456,734	5,548,167	1,777,884
Held to maturity	2,188,940	2,256,200	3,982,907
Other investments	1,665,000	3,982,500	3,629,700
Purchase of life insurance policies	(390,072)	(8,000,000)	-
Proceeds from sale of property held for sale	2,284,822	-	-
Proceeds from sale of real estate acquired in settlement of loans	500,679	1,340,269	28,000
Net cash used for investing activities	(119,981,271)	(113,172,667)	(71,105,986)
Financing activities			
Increase in deposits, net	67,316,392	91,356,035	49,283,899
Increase (decrease) in federal funds purchased and repurchase agreements	-	(14,680,000)	1,580,001
Proceeds from the issuance of junior subordinated debentures	-	-	7,217,000
Increase in Federal Home Loan Bank advances	50,020,000	29,000,000	18,840,000
Proceeds from the exercise of stock options and warrants	62,887	49,720	80,598
Cash in lieu of fractional shares	-	(446)	-
Net cash provided by financing activities	117,399,279	105,725,309	77,001,498
Net increase (decrease) in cash and cash equivalents	392,040	(9,025,019)	20,265,816
Cash and cash equivalents, beginning of year	16,579,133	25,604,152	5,338,336
Cash and cash equivalents, end of year	$ 16,971,173	$ 16,579,133	$ 25,604,152
Supplemental information			
Cash paid for			
Interest	$ 22,319,685	$ 15,811,890	$ 8,694,242
Income taxes	$ 1,781,011	$ 2,225,869	$ 2,192,025
Schedule of non-cash transactions			
Transfer of property and equipment to property held for sale	$ 1,965,531	$ -	$ -
Foreclosure of real estate	$ -	$ 2,351,234	$ -

Unrealized (gain) loss on securities, net of income taxes	$	(112,295)	$	(134,137)	$	200,591

See notes to consolidated financial statements that are an integral part of these consolidated statements.

SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACTIVITIES

Southern First Bancshares, Inc. (the "Company") is a South Carolina corporation that owns all of the capital stock of Southern First Bank, N.A. (the "Bank") and all of the stock of Greenville First Statutory Trust I and II (collectively (the "Trusts")). On July 2, 2007, the Company and Bank changed their names to Southern First Bancshares, Inc. and Southern First Bank, N.A., respectively. The Bank is a national bank organized under the laws of the United States located in Greenville County, South Carolina. The Bank is primarily engaged in the business of accepting demand deposits and savings deposits insured by the Federal Deposit Insurance Corporation, and providing commercial, consumer and mortgage loans to the general public. The bank owns all of the capital stock of JB Properties. This subsidiary is for the purpose of owning real estate acquired in loan foreclosures. The Trusts are special purpose subsidiaries organized for the sole purpose of issuing trust preferred securities.

On October 26, 1999, the Company sold 1,100,000 shares of its common stock at $10 per share and on November 30, 1999 sold 50,000 additional shares for a total of 1,150,000 shares (1,897,493 after adjustment of 3 for 2 stock split and subsequent stock dividend). The offering raised approximately $10.6 million, net of underwriting discounts, commissions and offering expenses.

On June 26, 2003, Trust I offered and sold $6.0 million of floating rate securities. The Company received the proceeds from the issuance of these securities and has reflected the obligation resulting from the receipt of the proceeds as junior subordinate debentures in the balance sheets. The Company invested $186,000 in the Trust.

On November 17, 2003, shareholders of record as of November 3, 2003, received one additional share of stock for every two shares of stock owned prior to the 3 for 2 stock split. All fractional shares were paid in cash. On June 20, 2006, the company's Board of Directors approved a 10 percent stock dividend to the company's shareholders. The record date was July 24, 2006 and the distribution date was August 14, 2006. All fractional shares were paid in cash. Earnings per share and average shares outstanding have been adjusted to reflect the subsequent stock dividend for all periods shown.

On September 24, 2004, the Company sold 800,000 shares of its common stock and on October 15, 2004 sold 120,000 additional shares for a total of 920,000 shares (1,012,000 after adjustment for subsequent stock dividend). All shares were sold at $17.875 per share. The offering raised approximately $14.9 million, net of underwriting discounts, commissions and offering expenses.

On December 22, 2005, Trust II offered and sold $7.0 million of floating rate securities. The Company received the proceeds from the issuance of these securities and has reflected the obligation resulting from the receipt of the proceeds as junior subordinate debentures in the balance sheets. The Company invested $217,000 in the Trust.

The following is a description of the more significant accounting and reporting policies that the Company follows in preparing and presenting consolidated financial statements.

Basis of presentation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Southern First Bank, N.A. In consolidation, all significant intercompany transactions have been eliminated. The accounting and reporting policies conform to accounting principles generally accepted in the United States of America. In accordance with guidance issued by the Financial Accounting Standards Board ("FASB") in Interpretation No. 46, the operations of the Trusts have not been consolidated in these financial statements.

Estimates

The preparation of consolidated 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 as of the date of the consolidated financial statements and the reported amount of income and expenses during the reporting periods. Actual results could differ from those estimates.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACTIVITIES, Continued

Risks and uncertainties

In the normal course of its business the Company encounters two significant types of risks: economic and regulatory. There are three main components of economic risk: interest rate risk, credit risk and market risk. The Company is subject to interest rate risk to the degree that its interest-bearing liabilities mature or reprice at different speeds, or on different bases, than its interest-earning assets. Credit risk is the risk of default within the Company's loan portfolio that results from borrowers' inability or unwillingness to make contractually required payments. Market risk reflects changes in the value of collateral underlying loans receivable and the valuation of real estate held by the Company.

The Company is subject to the regulations of various governmental agencies. These regulations can and do change significantly from period to period. The Company also undergoes periodic examinations by the regulatory agencies, which may subject it to changes with respect to valuation of assets, amount of required loss allowance and operating restrictions resulting from the regulators' judgments based on information available to them at the time of their examinations.

The bank makes loans to individuals and businesses in the Upstate and Midlands regions of South Carolina for various personal and commercial purposes. The Bank's loan portfolio has a concentration of real estate loans. As of December 31, 2007 and 2006, real estate loans represented 81.3% and 81.4%, respectively, of total loans. However, borrowers' ability to repay their loans is not dependent upon any specific economic sector.

Investment securities

The Company accounts for investment securities in accordance with Statement of Financial Accounting Standards ("SFAS") No. 115, "Accounting for Certain Investments in Debt and Equity Securities". The statement requires investments in equity and debt securities to be classified into three categories:

1. *Available for sale securities*: These are securities that are not classified as either held to maturity or as trading securities. These securities are reported at fair market value. Unrealized gains and losses are reported, net of income taxes, as separate components of shareholders' equity (accumulated other comprehensive income (loss)).

2. *Held to maturity securities*: These are investment securities that the Company has the ability and intent to hold until maturity. These securities are stated at cost, adjusted for amortization of premiums and the accretion of discounts.

3. *Trading securities*: These are securities that are bought and held principally for the purpose of selling in the near future. Trading securities are reported at fair market value, and related unrealized gains and losses are recognized in the income statement. The Company has no trading securities.

Gains or losses on dispositions of investment securities are based on the differences between the net proceeds and the adjusted carrying amount of the securities sold, using the specific identification method. Premiums and discounts are amortized or accrued into interest income by a method that approximates a level yield.

Other investments

The Bank, as a member institution, is required to own stock investments in the Federal Home Loan Bank of Atlanta ("FHLB") and the Federal Reserve Bank. The stock is generally pledged against any borrowings from these institutions. No ready market exists for the stock and it has no quoted market value. However, redemption of these stocks has historically been at par value. Other investments also include a $403,000 investment in the Trusts.

Loans, interest and fee income on loans

Loans are stated at the principal balance outstanding. Unamortized net loan fees and the allowance for possible loan losses are deducted from total loans on the balance sheets. Interest income is recognized over the term of the loan based on the principal amount outstanding. The net of loan origination fees received and direct costs incurred in the origination of loans is deferred and amortized to interest income over the contractual life of the loans adjusted for actual principal prepayments using a method approximating the interest method. Loans are generally placed on non-accrual status when principal or interest becomes ninety days past due, or when payment in full is not anticipated. When a loan is placed on non-accrual status, interest accrued but not received is generally reversed against interest income. Cash receipts on non-accrual loans are not recorded as interest income, but are used to reduce the loan's principal balance.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACTIVITIES, Continued

Allowance for loan losses

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

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectibility of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of specific, general and unallocated components. The specific component relates to loans that are classified as either doubtful or loss. Loans classified as substandard or special mention are individually evaluated and a portion of the general reserve is allocated as appropriate. In addition, the general component covers non-classified loans and is based on historical loss experience adjusted for qualitative factors. An unallocated component may be maintained to cover uncertainties such as changes in the national and local economy, concentrations of credit, expansion into new markets and other factors that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio. For loans that are also 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.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for commercial and construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent.

Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual consumer and residential loans for impairment disclosures, unless such loans are the subject of a restructuring agreement.

Non-performing assets

Non-performing assets include real estate acquired through foreclosure or deed taken in lieu of foreclosure, and loans on non-accrual status. Loans are placed on non-accrual status when, in the opinion of management, the collection of additional interest is questionable. Thereafter no interest is taken into income until such time as the borrower demonstrates the ability to pay both principal and interest.

Real estate acquired in settlement of loans

Real estate acquired through foreclosure is initially recorded at the lower of cost or estimated fair value. Subsequent to the date of acquisition, it is carried at the lower of cost or fair value, adjusted for net selling costs. Fair values of real estate owned are reviewed regularly and writedowns are recorded when it is determined that the carrying value of real estate exceeds the fair value less estimated costs to sell. Costs relating to the development and improvement of such property are capitalized, whereas those costs relating to holding the property are expensed.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACTIVITIES, Continued

Property held for sale

Property held for sale is included in property and equipment on the consolidated balance sheets and is stated at the lower of cost or market.

Property and equipment

Property and equipment are stated at cost. Major repairs are charged to operations, while major improvements are capitalized. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets. Upon retirement, sale, or other disposition of property and equipment, the cost and accumulated depreciation are eliminated from the accounts, and gain or loss is included in income from operations.

Construction in progress is stated at cost, which includes the cost of construction and other direct costs attributable to the construction. No provision for depreciation is made on construction in progress until such time as the relevant assets are completed and put into use.

Bank owned life insurance policies

Bank owned life insurance policies represents the cash value of policies on certain officers of the Bank.

Securities sold under agreements to repurchase

The Bank enters into sales of securities under agreements to repurchase. Repurchase agreements are treated as financing, with the obligation to repurchase securities sold being reflected as a liability and the securities underlying the agreements remaining as assets.

Advertising and public relations expense

Advertising, promotional and other business development costs are generally expensed as incurred. External costs incurred in producing media advertising are expensed the first time the advertising takes place. External costs relating to direct mailing costs are expensed in the period in which the direct mailings are sent.

Income taxes

The financial statements have been prepared on the accrual basis. When income and expenses are recognized in different periods for financial reporting purposes versus for the purposes of computing income taxes currently payable, deferred taxes are provided on such temporary differences. The Company accounts for income taxes in accordance with SFAS No. 109, "Accounting for Income Taxes" and FASB Interpretation No. 48 ("FIN 48"), "*Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109.*" Under SFAS No. 109 and FIN 48, deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been recognized in the consolidated financial statements or tax returns. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be realized or settled. The Company believes that its income tax filing positions taken or expected to be taken in an its tax returns will more likely than not be sustained upon audit by the taxing authorities and does not anticipate any adjustments that will result in a material adverse impact on the Company's financial condition, results of operations, or cash flow. Therefore, no reserves for uncertain income tax positions have been recorded pursuant to FIN 48. In addition, the Company did not record a cumulative effect adjustment related to the adoption of FIN 48.

Stock-based compensation

The company has a stock-based employee compensation plan. On January 1, 2006, the Company adopted the fair value recognition provisions of SFAS 123(R), "Accounting for Stock-Based Compensation," to account for compensation costs under its stock option plan. The Company previously utilized the intrinsic value method under Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees (as amended)" ("APB 25"). Under the intrinsic value method prescribed by APB 25, no compensation costs were recognized for the Company's stock options because the option exercise price in its plans equals the market price on the date of grant. Prior to January 1, 2006, the Company only disclosed the pro forma effects on net income and earnings per share as if the fair value recognition provisions of SFAS No. 123(R) had been utilized. On December 20, 2005, the Board of Directors approved accelerating the vesting of 45,813 unvested stock options effective December 28, 2005. The decision to accelerate vesting of these options was made so as to reduce compensation expense upon the adoption of SFAS No. 123(R) by SFAS approximately $68,000 and $52,000 in the years ended December 31, 2006 and 2007, respectively, and $4,000 in each of the years ended December 31, 2008 and 2009.

SFAS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACTIVITIES, Continued

In adopting SFAS No. 123(R), the Company elected to use the modified prospective method to account for the transition from the intrinsic value method to the fair value recognition method. Under the modified prospective method, compensation cost is recognized from the adoption date forward for all new stock options granted and for any outstanding unvested awards as if the fair value method had been applied to those awards as of the date of grant. The following table illustrates the effect on net income and earnings per share as if the fair value based method had been applied to all outstanding and unvested awards in each period. Earnings per share amounts have been adjusted to reflect the subsequent stock dividend.

	For the years ended December 31, 2007	2006	2005
Net income as reported	$ 3,435,442	$ 3,900,794	$ 2,514,152
Add: Stock-based employee compensation expense included in reported net income, net of related tax effects	32,375	1,141	-
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(32,375)	(1,141)	(199,934)
Pro forma net income including stock-based compensation cost based on fair-value method	**$ 3,435,442**	**$ 3,900,794**	**$ 2,314,218**
Earnings per share:			
Basic - as reported	$ 1.17	$ 1.33	$ 0.86
Basic - pro forma	1.17	1.33	0.79
Diluted - as reported	$ 1.06	$ 1.20	$ 0.78
Diluted - pro forma	1.06	1.20	0.72

The fair value of the option grant is estimated on the date of grant using the Black-Scholes option-pricing model. The following assumptions were used for grants: expected volatility of 10.00% for 2007 and 2006, and 6.76% for 2005, risk-free interest rate of 4.60% for 2007 and 2006, and 4.02% for 2005, 10 years expected lives of the options, and the assumed dividend rate was zero.

Statement of cash flows

For purposes of reporting cash flows, cash and cash equivalents are defined as those amounts included in the balance sheet captions "Cash and due from banks" and "Federal funds sold." Cash and cash equivalents have an original maturity of three months or less.

Reclassifications

Certain amounts, previously reported, have been reclassified to state all periods on a comparable basis that had no effect on shareholders' equity or net income.

Earnings per common share

The following schedule reconciles the numerators and denominators of the basic and diluted earnings per share computations for the years ended December 31, 2007, 2006 and 2005. Dilutive common shares arise from the potentially dilutive effect of the Company's stock options and warrants that are outstanding. The assumed conversion of stock options and warrants can create a difference between basic and dilutive net income per common share. The 2005 number of shares and the earnings per share have been adjusted to reflect the subsequent stock dividend.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACTIVITIES, Continued

At December 31, 2007 and 2006, 59,750 and 10,000 options, respectively, were anti-dilutive in the calculation of earnings per share as their exercise price exceeded the fair market value.

	2007	**2006**	**2005**
Basic Earnings Per Share			
Average common shares outstanding	2,942,369		