1ST STATE BANCORP INC
Form 10-Q
May 15, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2002

[ ] 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: 0-25859

1ST STATE BANCORP, INC.
(Exact Name of Registrant as Specified in Its Charter)

VIRGINIA	56-2130744
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

445 S. MAIN STREET, BURLINGTON, NORTH CAROLINA	27215
(Address of Principal Executive Offices)	(Zip Code)

Registrant' s Telephone Number, Including Area Code (336) 227-8861

N/A
Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report

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

Yes X No

As of April 30, 2002, the issuer had 3,289,607 shares of common stock issued and outstanding.

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1ST STATE BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED BALANCE SHEETS

MARCH 31, 2002 AND SEPTEMBER 30, 2001

(IN THOUSANDS)

	AT MARCH 31, 2002	AT SEPTEMBER 30, 2001
	(Unaudited)	
ASSETS		
Cash and cash equivalents	$ 12,260	25,981
Investment securities:		
Held to maturity (fair value of $11,725 and $12,495 at March 31, 2002 and September 30, 2001, respectively)	11,618	12,169
Available for sale (cost of $90,848 and $54,689 at March 31, 2002 and September 30, 2001, respectively)	89,640	55,527
Loans held for sale, at lower of cost or fair value	2,444	3,291
Loans receivable (net of allowance for loan losses of $3,640 and $3,612 at March 31, 2002 and September 30, 2001, respectively)	210,999	222,285
Real estate owned	2,252	1,981
Federal Home Loan Bank stock, at cost	1,650	1,650
Premises and equipment	8,202	8,414
Accrued interest receivable	2,791	2,542
Other assets	3,421	2,952
Total assets	$ 345,277	336,792
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Deposit accounts	247,099	248,370
Advances from Federal Home Loan Bank	30,000	20,000
Advance payments by borrowers for property taxes and insurance	480	82
Dividend payable	263	263
Other liabilities	3,004	4,433
Total liabilities	280,846	273,148
Stockholders' Equity:		
Preferred stock, $0.01 par value, 1,000,000 shares authorized; none issued	--	--
Common stock, $0.01 par value, 7,000,000 shares authorized; 3,289,607 shares issued and outstanding	33	33
Additional paid-in capital	35,601	35,588
Unallocated ESOP shares	(4,035)	(4,373)
Unearned compensation - management recognition plan	(130)	(518)
Deferred compensation	4,443	4,173
Treasury stock for deferred compensation	(4,443)	(4,173)
Retained income - substantially restricted	33,697	32,404
Accumulated other comprehensive income (loss) - net unrealized gain (loss) on investment securities available for sale	(735)	510
Total stockholders' equity	64,431	63,644
Total liabilities and stockholders' equity	$ 345,277	336,792

See accompanying notes to the consolidated financial statements.

1ST STATE BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED MARCH 31, 2002 AND 2001

(IN THOUSANDS, EXCEPT PER SHARE DATA)

(UNAUDITED)

	FOR THE THREE MONTHS ENDED MARCH 31,	
	2002	2001
Interest income:		
Interest and fees on loans	$ 3,510	4,927
Interest and dividends on investments	1,357	1,119
Overnight deposits	52	195
Total interest income	4,919	6,241
Interest expense:		
Deposit accounts	1,678	3,013
Borrowings	286	277
Total interest expense	1,964	3,290
Net interest income	2,955	2,951
Provision for loan losses	60	60
Net interest income after provision for loan losses	2,895	2,891
Other income:		
Service fees on loans sold	24	22
Customer service fees	217	162
Commissions from sales of annuities and mutual funds	98	108
Mortgage banking income, net	350	193
Securities gains, net	47	--
Other	56	41
Total other income	792	526
Operating expenses:		
Compensation and related benefits	1,584	1,431
Occupancy and equipment	311	331
Deposit insurance premiums	11	13
Real estate operations, net	(50)	6
Other expenses	393	425
Total operating expenses	2,249	2,206
Income before income taxes	1,438	1,211

Income taxes	513	436
Net income	$ 925	775
Earnings per share:		
Basic	$ 0.31	$ 0.26
Diluted	$ 0.29	$ 0.24

See accompanying notes to the consolidated financial statements.

1ST STATE BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF INCOME

FOR THE SIX MONTHS ENDED MARCH 31, 2002 AND 2001

(IN THOUSANDS, EXCEPT PER SHARE DATA)

(UNAUDITED)

	FOR THE SIX MONTHS ENDED MARCH 31,	
	2002	2001
Interest income:		
Interest and fees on loans	$ 7,399	10,017
Interest and dividends on investments	2,579	2,336
Overnight deposits	142	398
Total interest income	10,120	12,751
Interest expense:		
Deposit accounts	3,773	5,990
Borrowings	562	580
Total interest expense	4,335	6,570
Net interest income	5,785	6,181
Provision for loan losses	120	120
Net interest income after provision for loan losses	5,665	6,061
Other income:		
Service fees on loans sold	46	42
Customer service fees	466	318
Commissions from sales of annuities and mutual funds	220	219
Mortgage banking income, net	766	321
Securities gains, net	47	--
Other	106	83
Total other income	1,651	983

Operating expenses:		
Compensation and related benefits	3,148	2,974
Occupancy and equipment	614	608
Deposit insurance premiums	23	25
Real estate operations, net	(32)	6
Other expenses	753	836
Total operating expenses	4,506	4,449
Income before income taxes	2,810	2,595
Income taxes	1,040	919
Net income	$ 1,770	1,676
Earnings per share:		
Basic	$ 0.59	$ 0.56
Diluted	$ 0.56	$ 0.53

See accompanying notes to the consolidated financial statements

1ST STATE BANCORP, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME
FOR THE SIX MONTHS ENDED MARCH 31, 2002 AND 2001 (UNAUDITED)
(IN THOUSANDS)

	COMMON STOCK	ADDITIONAL PAID-IN CAPITAL	UNEARNED ESOP SHARES	UNEARN COMPENSA MRP
Balance at September 30, 2000	$ 33	35,587	(4,950)	(1,
Comprehensive income:				
Net income	--	--	--	
Other comprehensive income-unrealized gain on securities available-for-sale net of income taxes of $110	--	--	--	
Total comprehensive income				
Allocation of ESOP shares	--	(12)	272	
Deferred compensation	--	--	--	
Treasury stock held for deferred compensation	--	--	--	
Vesting of MRP shares	--	--	--	
Cash dividends declared	--	--	--	
Cash dividends on unallocated ESOP shares and unvested MRP shares	--	--	--	
Balance at March 31, 2001	$ 33	35,575	(4,678)	(
Balance at September 30, 2001	$ 33	35,588	(4,373)	(

Comprehensive income:				
Net income	--	--	--	
Other comprehensive loss-unrealized loss on securities available-for-sale net of income taxes of $801	--	--	--	
Total comprehensive income				
Allocation of ESOP shares	--	13	338	
Deferred compensation	--	--	--	
Treasury stock held for deferred compensation	--	--	--	
Vesting of MRP shares	--	--	--	
Cash dividends declared	--	--	--	
Cash dividends on unallocated ESOP shares and unvested MRP shares	--	--	--	
Balance at March 31, 2002	$ 33	35,601	(4,035)	(

	TREASURY STOCK FOR DEFERRED COMPENSATION	RETAINED INCOME	ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)	S
Balance at September 30, 2000	(2,679)	29,999	(164)	
Comprehensive income:				
Net income	--	1,676	--	
Other comprehensive income-unrealized gain on securities available-for-sale net of income taxes of $110	--	--	176	
Total comprehensive income				
Allocation of ESOP shares	--	--	--	
Deferred compensation	--	--	--	
Treasury stock held for deferred compensation	(1,136)	--	--	
Vesting of MRP shares	--	--	--	
Cash dividends declared	--	(526)	--	
Cash dividends on unallocated ESOP shares and unvested MRP shares	--	46	--	
Balance at March 31, 2001	(3,815)	31,195	12	
Balance at September 30, 2001	(4,173)	32,404	510	
Comprehensive income:				
Net income	--	1,770	--	
Other comprehensive loss-unrealized loss on securities available-for-sale net of income taxes of $801	--	--	(1,245)	
Total comprehensive income				
Allocation of ESOP shares	--	--	--	
Deferred compensation	--	--	--	
Treasury stock held for deferred compensation	(270)	--	--	
Vesting of MRP shares	--	--	--	
Cash dividends declared	--	(526)	--	

Cash dividends on unallocated ESOP shares and unvested MRP shares	--	49	--
Balance at March 31, 2002	(4,443)	33,697	(735)

See accompanying notes to the consolidated financial statements.

1ST STATE BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE SIX MONTHS ENDED MARCH 31, 2002 AND 2001

(UNAUDITED)

(IN THOUSANDS)

	FOR THE SIX MON MARCH
	2002
Cash flows from operating activities:	
Net income	$ 1,770
Adjustment to reconcile net income to net cash provided by operating activities:	
Provision for loan losses	120
Depreciation	313
Deferred tax expense (benefit)	305
Amortization of premiums and discounts, net	(21)
Deferred compensation	164
Release of ESOP shares	351
Vesting of MRP shares and dividends on unvested MRP shares	520
Loan origination fees and unearned discounts deferred, net of current amortization	(75)
Gain on sale of other real estate	(5)
Securities gains, net	(47)
Net loss on sale of loans	230
Proceeds from loans held for sale	41,951
Originations of loans held for sale	(41,334)
Decrease in other assets	27
Decrease (increase) in accrued interest receivable	(249)
Decrease in other liabilities	(1,995)
Net cash provided by operating activities	2,025
Cash flows provided by (used in) investing activities:	
Purchases of investment securities held to maturity	(2,454)
Purchase of investment securities available for sale	(62,108)
Proceeds from sales of investment securities available for sale	1,811
Proceeds from maturities of investment securities available for sale	24,208
Proceeds from maturities of investment securities held to maturity	3,003

Net decrease (increase) in loans receivable	10,894
Proceeds from disposal of real estate acquired in settlement of loans	81
Purchases of premises and equipment	(101)
Net cash provided by (used in) investing activities	(24,666)

1ST STATE BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS - CONTINUED

FOR THE SIX MONTHS ENDED MARCH 31, 2002 AND 2001

(UNAUDITED)

(IN THOUSANDS)

	FOR THE SIX MON MARCH
	2002
Cash flows from financing activities:	
Net increase (decrease) in deposits	$ (1,271)
Advances from the Federal Home Loan Bank	21,000
Repayments of advances from Federal Home Loan Bank	(11,000)
Return of capital dividend payment	--
Purchase of treasury stock for deferred compensation	270
Dividends paid on common stock	(477)
Increase in advance payments by borrowers for property taxes and insurance	398
Net cash provided by (used in) financing activities	8,920
Net increase (decrease) in cash and cash equivalents	(13,721)
Cash and cash equivalents at beginning of period	25,981
Cash and cash equivalents at end of period	$ 12,260
Payments are shown below for the following:	
Interest	$ 4,348
Income taxes	$ 269
Noncash investing and financing activities:	
Deferred compensation to be settled in Company's stock	$ 270
Unrealized gains (losses) on investment securities available for sale	$ (2,046)
Cash dividends declared but not paid	$ 241

Cash dividends on unallocated ESOP shares	$ 49
Transfer from loans held for sale to loans receivable	$ --
Transfer from loans to real estate acquired in settlement of loans	$ 347

See accompanying notes to consolidated financial statements.

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1ST STATE BANCORP, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2002 (UNAUDITED) AND SEPTEMBER 30, 2001

NOTE 1. NATURE OF BUSINESS

1st State Bancorp, Inc. (the "Company") was incorporated under the laws of the Commonwealth of Virginia for the purpose of becoming the holding company for 1st State Bank (the "Bank") in connection with the Bank's conversion from a North Carolina-chartered mutual savings bank to a North Carolina-chartered stock savings bank (the "Converted Bank") pursuant to its Plan of Conversion (the "Stock Conversion"). Upon completion of the Stock Conversion, the Converted Bank converted from a North Carolina-chartered stock savings bank to a North Carolina commercial bank (the "Bank Conversion"), retaining the name 1st State Bank (the "Commercial Bank"), and the Commercial Bank succeeded to all of the assets and liabilities of the Converted Bank. The Stock Conversion and the Bank Conversion were consummated on April 23, 1999. The common stock of the Company began trading on the Nasdaq National Market System under the symbol "FSBC" on April 26, 1999.

NOTE 2. BASIS OF PRESENTATION

The accompanying consolidated financial statements (which are unaudited, except for the consolidated balance sheet at September 30, 2001, which is derived from the September 30, 2001 audited consolidated financial statements) have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (none of which were other than normal recurring accruals) necessary for a fair presentation of the financial position and results of operations for the periods presented have been included.

The results of operations for the three and six month periods ended March 31, 2002 are not necessarily indicative of the results of operations that may be expected for the year ended September 30, 2002. The preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make certain estimates. These amounts may be revised in future periods because of changes in the facts and circumstances underlying their estimation.

Certain amounts in the March 31, 2001 consolidated financial statements have been reclassified to conform with the presentation adopted in 2002. Such reclassifications did not change net income or stockholders' equity as previously reported.

NOTE 3. EARNINGS PER SHARE

Earnings per share computations have been made only for the periods subsequent to the Conversion. For purposes of computing basic and diluted earnings per share, weighted average shares outstanding excludes unallocated ESOP shares that have not been committed to be released. The deferred compensation obligation discussed in note 5 that is fully funded with shares of the Company's common stock has no net impact on the Company's earnings per share computations. Diluted earnings per share includes the potentially dilutive effects of the Company's stock-based benefit plans. There were no antidilutive stock options for the three and six months ended March 31, 2002 and 2001. A reconciliation of the denominators of the basic and diluted earnings per share computations is as follows:

	THREE MONTHS ENDED MARCH 31,	
	2002	2001
Average shares issued and outstanding	3,289,607	3,289,607
Less: Unvested MRP shares	(42,156)	(84,319)
Less: Unallocated ESOP shares	(223,522)	(191,213)
Average basic shares for earnings per share	3,023,929	3,014,075
Add: Unvested MRP shares	42,156	84,319
Add: Potential common stock pursuant to stock option plan	86,763	67,269
Average dilutive shares for earnings per share	3,152,848	3,165,663

	SIX MONTHS ENDED MARCH 31,	
	2002	2001
Average shares issued and outstanding	3,289,607	3,289,607
Add: Unvested MRP shares issued	(42,156)	(84,319)
Less: Unallocated ESOP shares	(227,870)	(194,774)
Average basic shares for earnings per share	3,019,581	3,010,514
Add: Unvested MRP shares	42,156	84,319
Add: Potential common stock pursuant to stock option plan	87,666	64,165
Average dilutive shares for earnings per share	3,149,403	3,158,998

NOTE 4. EMPLOYEE STOCK OWNERSHIP PLAN ("ESOP")

The Company sponsors an employee stock ownership plan (the "ESOP") whereby an aggregate number of shares amounting to 253,050 or 8% of the stock issued in

the conversion was purchased for future allocation to employees. The ESOP was funded by an 11 year term loan from the Company in the amount of $4,899,000. The loan is secured by the shares of stock purchased by the ESOP. In connection with the special cash dividend, the ESOP received $1,308,000 on its shares of the Company's stock. The ESOP purchased an additional 64,415 shares with this dividend. During the three and six months ended March 31, 2002 and 2001, 8,507 and 6,992 and 17,203 and 14,089 shares of stock were committed to be released and approximately $172,000 and $131,000 and $350,000 and $260,000 of compensation expense was recognized, respectively.

NOTE 5. DEFERRED COMPENSATION

Directors and certain executive officers participate in a deferred compensation plan, which was approved by the Board of Directors on September 24, 1997. This plan generally provides for fixed payments beginning after the participant retires. Each participant is fully vested in his account balance under the plan. Directors may elect to defer their directors' fees and executive officers may elect to defer 25% of their salary and 100% of bonus compensation.

Prior to the Conversion, amounts deferred by each participant accumulated interest at a rate equal to the highest rate of interest paid on the Bank's one-year certificates of deposit. In connection with the Conversion, participants in the plan were given the opportunity to prospectively elect to have their deferred compensation balance earn a rate of return

equal to the total return of the Company's stock. All participants elected this option concurrent with the Conversion, so the Company purchases its common stock to fund this obligation. Refer to the Company's notes to consolidated financial statements, incorporated by reference in the Company's 2001 Annual Report on Form 10-K for a discussion of the Company's accounting policy with respect to this deferred compensation plan and the related treasury stock purchased by the Company to fund this obligation.

The expense related to this plan for the three and six months ended March 31, 2002 and 2001 was $72,000 and $68,000 and $164,000 and $135,000, respectively. This expense is included in compensation expense.

NOTE 6. MANAGEMENT RECOGNITION PLAN

The Company has a Management Recognition Plan ("MRP") which serves as a means of providing existing directors and officers of the Bank with an ownership interest in the company. On June 6, 2000, restricted stock awards of 126,482 shares were granted. The shares awarded under the MRP were issued from authorized but unissued shares of common stock at no cost to the recipients. The shares vest at a rate of 33 1/3% per year with a one-third immediate vest on the date of the grant. Compensation expense of $260,000 and $263,000 and $520,000 and $527,000 associated with the MRP was recorded during the three and six months ended March 31, 2002 and 2001, respectively.

NOTE 7. STOCK OPTION AND INCENTIVE PLAN

On June 6, 2000 the Company's stockholders approved the 1st State Bancorp, Inc. 2000 Stock Option and Incentive Plan (the "Plan"). The purpose of this plan is to advance the interests of the Company through providing select key employees and directors of the Bank with the opportunity to acquire shares. By encouraging such stock ownership, the Company seeks to attract, retain and motivate the best available personnel for positions of substantial responsibility and to provide incentives to the key employees and directors. Under the Plan, the Company granted 316,312 options to purchase its $0.01 par

value common stock in fiscal year 2000. The exercise price per share is equal to the fair market value per share on the date of the grant of the stock. Options granted under the Stock Option Plan are 100% vested on the date of the grant, and all options expire 10 years from the date of the grant. As a result of the one-time cash dividend of $5.17 paid on October 2, 2000, the exercise price for the options repriced from $18.44 to $14.71.

NOTE 8. NEW ACCOUNTING PRONOUNCEMENT

In July 2001, the FASB issued Statement of Financial Accounting Standards No. 141 (Statement 141), "Business Combinations", and Statement of Financial Accounting Standards No. 142 (Statement 142), "Goodwill and Other Intangible Assets". Statement 141 requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001. Statement 141 also specifies criteria which must be met for intangible assets acquired in a purchase method business combination to be recognized and reported apart from goodwill. Statement 142 requires that goodwill and intangible assets with indefinite useful lives no longer be amortized, but instead tested for impairment at least annually in accordance with the provisions of Statement 142. Statement 142 also requires that identifiable intangible assets with definite useful lives be amortized over their respective estimated useful lives to their estimated residual values, and reviewed for impairment in accordance with Statement 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of". The adoption of SFAS No. 141 and SFAS No. 142 did not have a material effect on the Company's consolidated financial statements other than providing enhanced disclosures for mortgage servicing rights. As of January 1, 2002, the Company had no goodwill and had no intangible assets related to deposit and branch purchase acquisitions.

The rights to service mortgage loans for others are included in other assets on the consolidated balance sheet. Mortgage servicing rights ("MSRs") are capitalized based on the allocated cost which is determined when the underlying loans are sold. MSRs are amortized over a period which approximates the life of the underlying loans as an adjustment of income. Impairment reviews of MSRs are performed on a quarterly basis. As of March 31, 2002 and September 30, 2001, MSRs totaled $330,000 and $209,000, respectively, and no valuation allowance was required.

Amortization expense totaled $17,000 and $23,000 for the six months ended March 31, 2002 and 2001, respectively.

The estimated amortization expense for the mortgage servicing rights for the years ended September 30, 2002, 2003, 2004, 2005 and 2006 and thereafter is as follows:

	ESTIMATED AMORTIZATION EXPENSE (DOLLARS IN THOUSANDS)
2002	$36,000
2003	38,000
2004	38,000
2005	38,000
2006	38,000
2007 and thereafter	21,000
	$209,000

The estimation of future amortization expense presented above is based on assumptions (such as estimates of prepayments of loans) subject to change in future periods. Accordingly, the amortization expense in future periods may be different from the amounts disclosed above to the extent that any of these assumptions are modified due to a change in the underlying estimations.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

When used in this Form 10-Q, the words or phrases "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project" or similar expressions are intended to identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are subject to certain risks and uncertainties including changes in economic conditions in our market area, changes in policies by regulatory agencies, fluctuations in interest rates, demand for loans in our market area, and competition that could cause actual results to differ materially from historical earnings and those presently anticipated or projected. We wish to caution you not to place undue reliance on any such forward-looking statements, which speak only as of the date made. We wish to advise you that the factors listed above could affect our financial performance and could cause our actual results for future periods to differ materially from any opinions or statements expressed with respect to future periods in any current statements.

We do not undertake, and specifically disclaim any obligation, to publicly release the result of any revisions which may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

GENERAL

1st State Bancorp, Inc. was formed in November 1998 and became the holding company for 1st State Bank on April 23, 1999. As a result, portions of this discussion (as of dates and for periods prior to April 23, 1999) relate to the financial condition and results of operations of 1st State Bank.

Our business consists principally of attracting deposits from the general public and investing these funds in loans secured by single-family residential and commercial real estate, secured and unsecured commercial loans and consumer loans. Our profitability depends primarily on our net interest income, which is the difference between the income we receive on our loan and investment securities portfolios and our cost of funds, which consists of interest paid on deposits and borrowed funds. Net interest income also is affected by the relative amounts of interest-earning assets and interest-bearing liabilities. When interest-earning assets approximate or exceed interest-bearing liabilities, any positive interest rate spread will generate net interest income. Our profitability is also affected by the level of other income and operating expenses. Other income consists of miscellaneous fees related to our loans and deposits, mortgage banking income and commissions from sales of annuities and mutual funds. Operating expenses consist of compensation and benefits, occupancy related expenses, federal deposit insurance premiums, data processing, advertising and other expenses.

Our operations are influenced significantly by local economic conditions and by policies of financial institution regulatory authorities. Our cost of funds is influenced by interest rates on competing investments and by rates offered on

similar investments by competing financial institutions in our market area, as well as general market interest rates. Lending activities are affected by the demand for financing of real estate and other types of loans, which in turn is affected by the interest rates at which such financing may be offered. The primary manner in which the economy impacts our business is our credit risk. Most of our customers are small businesses in our immediate market area that are more vulnerable to recent declines in the local economy than larger, more diversified companies whose revenues are supported by customers in a variety of locations. Our customer base includes textile companies that are continuing to feel the negative impact of the NAFTA legislation and the downturn in our local and regional economy. Such changes may impact future operations and earnings.

Our business emphasis has been to operate as a well-capitalized, profitable and independent community-oriented financial institution dedicated to providing quality customer service. We are committed to meeting the financial needs of the communities in which we operate. We believe that we can be more effective in servicing our customers than many of our nonlocal competitors because of our ability to quickly and effectively provide senior management responses to customer needs and inquiries. Our ability to provide these services is enhanced by the stability of our senior management team.

Beginning in the late 1980's, we have sought to gradually increase the percentage of our assets invested in commercial real estate loans, commercial loans and consumer loans, which have shorter terms and adjust more frequently to changes in interest rates than single-family residential mortgage loans.

CRITICAL ACCOUNTING POLICIES

The Company's significant accounting policies are set forth in note 1 of the consolidated financial statements as of September 30, 2001 which was filed on Form 10-K. Of these significant accounting policies, the Company considers its policy regarding the allowance for loan losses to be its most critical accounting policy, because it requires management's most subjective and complex judgments. In addition, changes in economic conditions can have a significant impact on the allowance for loan losses and therefore the provision for loan losses and results of operations. The Company has developed appropriate policies and procedures for assessing the adequacy of the allowance for loan losses, recognizing that this process requires a number of assumptions and estimates with respect to its loan portfolio. The Company's assessments may be impacted in future periods by changes in economic conditions, the impact of regulatory examinations, and the discovery of information with respect to borrowers which is not known to management at the time of the issuance of the consolidated financial statements.

COMPARISON OF FINANCIAL CONDITION AT MARCH 31, 2002 AND SEPTEMBER 30, 2001

Total assets increased by $8.5 million or 2.5% from $336.8 million at September 30, 2001 to $345.3 million at March 31, 2002. Increases in investment securities were partially offset by decreases in cash and loans receivable, net. Asset growth was primarily funded by increases in borrowed money.

Cash and cash equivalents decreased $13.7 million, or 52.7% from $26.0 million at September 30, 2001 to $12.3 million at March 31, 2002. Because of the relatively low interest rates on overnight funds, we invested excess cash in short term government agency securities to increase our yield on these funds.

Investment securities available for sale increased $34.1 million from $55.5 million at September 30, 2001 to $89.6 million at March 31, 2002. As market interest rates fell during the six months ended March 31, 2002, many of the Company's callable investment securities were called by the issuers. During the six months ended March 31, 2002, we received $26.0 million in proceeds from

sales, maturities and issuer calls of investment securities available for sale. We reinvested $62.1 in investment securities available for sale during this time period.

Loans receivable, net decreased by $11.3 million, or 5.1%, from $222.3 million at September 30, 2001 to $211.0 million at March 31, 2002, and loans held for sale decreased 27.3% from $3.3 million at September 30, 2001 to $2.4 million at March 31, 2002. During the six months ended March 31, 2002, our mortgage originations, sales and prepayments were at record levels. The attractive mortgage rate environment encouraged many borrowers to take advantage of this opportunity to refinance their existing mortgage loans at lower interest rates. We sold these longer term, lower rate mortgage loans to limit our interest rate risk. The decrease in the loans held for sale resulted from timing differences in the funding of loan sales. We sold $42.0 million in fixed rate mortgage loans during the six months ended March 31, 2002 compared to $17.6 million for the six months ended March 31, 2001. We continue to emphasize commercial, commercial real estate, consumer loans and equity lines of credit that carry variable rates and/or short term

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maturities. At March 31, 2002, commercial, construction and commercial real estate loans totaled $114.0 million and account for 53.1% of gross loans compared to $110.6 million and 48.9% at September 30, 2001. One to four family residential loans at March 31, 2002 totaled $75.1 million or 35.0% of gross loans compared to $86.9 million or 38.5% at September 30, 2001.

Deposits decreased $1.3 million from $248.4 million at September 30, 2001 to $247.1 million at March 31, 2002. Certificates of deposit at March 31, 2002 totaled $152.4 million or 61.7% of total deposits. At September 30, 2001, certificates of deposit totaled $159.7 million or 64.3% of total deposits. We continue to emphasize transaction accounts, which generally carry lower interest rates than certificates of deposit. Transaction accounts increased $6.0 million or 6.8% from $88.7 million at September 30, 2001 to $94.7 million at March 31, 2002.

Advances from the Federal Home Loan Bank increased to $30.0 million from $20.0 million at September 30, 2001. The increased borrowings were short term advances used to fund the timing differences of loan fundings and deposit flows.

Stockholders' equity increased by $787,000 from $63.6 million at September 30, 2001 to $64.4 million at March 31, 2002 as a result of net income of $1.8 million, release of ESOP shares of $351,000, and vesting of MRP shares of $388,000. These increases were offset by cash dividends declared of $477,000 and a change in unrealized losses on available for sale securities of $1.2 million. In the aftermath of the September 11, 2001 terrorist strikes, bond prices increased sharply that created the Company's unrealized gain on available for sale securities (net of tax) of $510,000 at September 30, 2001. At March 31, 2002, bond prices were considerably lower than at September 30, 2001. During the six months ended March 31, 2002, many of the Company's callable investment securities were called by the issuers which were subsequently reinvested at lower interest rates. The Company had an unrealized loss on available for sale securities (net of tax) of $735,000 at March 31, 2002.

COMPARISON OF OPERATING RESULTS FOR THE THREE MONTHS ENDED MARCH 31, 2002 AND 2001

Net Income. We recorded net income of $925,000 for the quarter ended March 31, 2002, as compared to $775,000 for the quarter ended March 31, 2001, representing an increase of $150,000, or 19.4%. For the three months ended March 31, 2002 basic and diluted earnings per share were $0.31 and $0.29,

respectively. The Company reported basic and diluted earnings per share for the quarter ended March 31, 2001 of $0.26 and $0.24 per share, respectively. The increase in net income resulted primarily from increased other income that was offset partially by increased income taxes and operating expenses.

Net Interest Income. Net interest income, the difference between interest earned on loans and investments and interest paid on interest-bearing liabilities, for the three months ended March 31, 2002 was $3.0 million, an increase of $4,000 compared to the same quarter in the prior year. This increase reflects a $1.3 million decrease in interest income that was mostly offset by the $1.3 million decrease in total interest expense. The average net interest margin decreased 2 basis points from 3.67% for the three months ended March 31, 2001 to 3.65% for the quarter ended March 31, 2002.

Interest Income. The decrease in interest income for the three months ended March 31, 2002 resulted from an increase of $1.9 million in average interest-earning assets compared to the same quarter in the prior year which was more than offset by a decrease in yield on interest-earning assets of 1.68% from 7.76% for the three months ended March 31, 2001 to 6.08% for the three months ended March 31, 2002. The increased volume of average interest-earning assets increased interest income by approximately $37,000 and the decreased yield decreased interest income by approximately $1.4 million. Average loans outstanding decreased $17.0 million coupled with a decrease in average interest-bearing overnight funds of $2.4 million were offset by an increase in average investment securities of $21.3 million. We experienced unusually heavy mortgage loan prepayments during the six months ended March 31, 2002 as borrowers took advantage of the attractive mortgage rates and refinanced their existing mortgage loans. During this time we invested the loan prepayments and excess overnight funds into investment securities.

Interest Expense. Interest expense decreased in the three months ended March 31, 2002 due to a decrease in average interest-bearing liabilities of $6.1 million and a decrease in the cost of interest-bearing liabilities of 1.90% from 4.87% for the three months ended March 31, 2001 to 2.97% for the three months ended March 31, 2002. Average deposits decreased by $9.1 million while average FHLB advances increased $3.0 million for the three months ended March 31, 2002 compared to the same quarter in the prior year. The decrease in average interest-bearing liabilities decreased interest expense by approximately $74,000 while the decrease in the average cost of interest-bearing liabilities increased interest expense by approximately $1.3 million.

The following table presents average balances and average rates earned/paid by the Company for the quarter ended March 31, 2002 compared to the quarter ended March 31, 2001.

	THREE MONTHS ENDED MARCH 31, 2002			
	AVERAGE BALANCE	INTEREST	YIELD/ COST	AVERAGE BALANCE
	(DOLLARS IN THOUSANDS)			
Assets:				
Loans receivable (1)	$215,058	$3,510	6.53%	$232,084
Investment securities (2)	96,821	1,357	5.61	75,511
Interest-bearing overnight deposits	11,762	52	1.77	14,129

Total interest-earning assets (3)	323,641	4,919	6.08	321,724
Non interest-earning assets	22,414			26,126
Total assets	$346,055			$347,850
Liabilities and stockholders' equity:				
Interest bearing checking	31,320	36	0.46	29,772
Money market investment accounts	27,465	86	1.25	21,470
Passbook and statement savings	27,060	102	1.51	26,880
Certificates of deposit	154,984	1,454	3.75	171,816
FHLB advances	23,444	286	4.88	20,444
Total interest-bearing liabilities	264,273	1,964	2.97	270,382
Non interest-bearing liabilities	17,321			16,642
Total liabilities	281,594			287,024
Stockholders' equity	64,461			60,826
Total liabilities and stockholders' equity	$346,055			$347,850
Net interest income		$2,955		
Interest rate spread			3.11%	
Net interest margin (4)			3.65%	
Ratio of average interest-earning assets			122.46%	

Provision for Loan Losses. The provision for loan losses is charged to earnings to maintain the total allowance for loan losses at a level considered adequate to absorb estimated probable losses inherent in the loan portfolio based on existing loan levels and types of loans outstanding, nonperforming loans, prior loan loss experience, general economic conditions and other factors. Provisions for loan losses totaled $60,000 for both the three months ended March 31, 2002 and 2001.

Other Income. Other income increased $266,000, or 50.6%, from $526,000 for the quarter ended March 31, 2001 to $792,000 for the quarter ended March 31, 2002. Mortgage banking income, net increased $157,000 from $193,000 for the quarter ended March 31, 2001 to $350,000 for the quarter ended March 31, 2002. During the quarter ended March 31, 2002, we sold fixed-rate mortgage loans held for sale of $16.7 million and recognized net gains of $350,000 on these sales. During the quarter ended March 31, 2001, we sold fixed-rate mortgage loans held for sale of $11.4 million and recognized a $193,000 gain on these sales. Customer service fees increased $55,000, or 34.0% from

$162,000 for the quarter ended March 31, 2001 to $217,000 for the quarter ended March 31, 2002. This increase results primarily from growth in the number of transaction accounts and increased service charges. Gains on sales of investment securities of $47,000 were recognized during the quarter ended March 31, 2002 that were not present in the prior year.

Operating Expenses. Total operating expenses were $2.2 million for each of the quarters ended March 31, 2002 and March 31, 2001. Compensation and related benefits expense increased $153,000, or 10.6% from $1.4 million for the quarter ended March 31, 2001 to $1.6 million for the quarter ended March 31, 2002. This

increase was primarily the result of increased salary and benefit costs and additional employees. During the quarter ended March 31, 2002, the Company recognized net income from real estate operations of $50,000 compared to the net losses from real estate operations of $6,000 that were expensed during the quarter ended March 31, 2001.

Income Tax Expense. Income tax expense increased $77,000 from tax expense of $436,000 for the quarter ended March 31, 2001 to $513,000 for the quarter ended March 31, 2002. The increase resulted from a $227,000 increase in income before income taxes. The effective tax rates were 35.7% and 36.0% for the quarters ended March 31, 2002 and 2001, respectively.

COMPARISON OF OPERATING RESULTS FOR THE SIX MONTHS ENDED MARCH 31, 2002 AND 2001

Net Income. We recorded net income of $1.8 million for the six months ended March 31, 2002, an increase of $94,000 over the $1.7 million reported in the six months ended March 31, 2001. For the six months ended March 31, 2002, basic and diluted earnings per share were $0.59 and $0.56, respectively. The Company reported basic and diluted earnings per share for the six months ended March 31, 2001 of $0.56 and $0.53, respectively. The increase in net income resulted primarily from increased other income which was partially offset by decreased net interest income and increased operating expenses and income taxes. The decline in the net interest income resulted primarily from the interest rate cuts by the Federal Reserve during calendar 2001. The rate cuts caused a greater reduction in the average yield on earning assets than the average rate paid on interest-bearing liabilities.

Net Interest Income. Net interest income, the difference between interest earned on loans and investments and interest paid on interest-bearing liabilities, decreased by $396,000 or 6.4% for the six months ended March 31, 2002, compared to the same six months in the prior year. This decrease reflects a $2.6 million decrease in interest income that was partially offset by the $2.2 million decrease in total interest expense. The average net interest margin decreased 28 basis points from 3.84% for the six months ended March 31, 2001 to 3.56% for the six months ended March 31, 2002.

Interest Income. The decrease in interest income for the six months ended March 31, 2002 was due a decrease in yield on interest-earning assets of 1.70% from 7.92% for the six months ended March 31, 2001 to 6.22% for the six months ended March 31, 2002 that was partially offset by an increase of $3.3 million in average interest-earning assets compared to the same period in the prior year. The increased volume of average interest-earning assets increased interest income by approximately $131,000 and the decreased yield decreased interest income by approximately $2.8 million. An increase in average investment securities of $13.8 million coupled with an increase in average interest-bearing overnight funds of $1.5 million increased interest-earning assets for the six months compared to the prior year. These increases were offset in part by a decrease in average loans outstanding of $12.0 million. We experienced unusually heavy mortgage loan prepayments during the six months ended March 31, 2002 as borrowers took advantage of the attractive mortgage rates and refinanced their existing mortgage loans. During this time we invested the loan prepayments into investment securities.

Interest Expense. Interest expense decreased in the six months ended March 31, 2002 due to a decrease in average interest-bearing liabilities of $3.9 million and a decrease in the cost of interest-bearing liabilities of 1.62% from 4.90% for the six months ended March 31, 2001 to 3.28% for the six months ended March 31, 2002. Average deposits decreased by $4.5 million while average FHLB advances increased $589,000 for the six months ended March 31, 2002 compared to the same six months in the prior year. The decrease in average interest-bearing liabilities decreased interest expense by approximately $95,000 and the decrease in the average cost of interest-bearing liabilities decreased interest expense

by approximately $2.1 million.

The following table presents average balances and average rates earned/paid by the Company for the six months ended March 31, 2002 compared to the six months ended March 31, 2001.

	SIX MONTHS ENDED MARCH 31, 2002			
	AVERAGE BALANCE	INTEREST	YIELD/ COST	AVERAGE BALANCE
			DOLLARS IN THOUSANDS	
Assets:				
Loans receivable (5)	$219,783	$7,399	6.73%	$231,747
Investment securities (6)	90,909	2,579	5.67	77,118
Interest-bearing overnight deposits	14,634	142	1.94	13,143
Total interest-earning assets (7)	325,326	10,120	6.22	322,008
Non interest-earning assets	22,118			23,977
Total assets	$347,444			$345,985
Liabilities and stockholders' equity:				
Interest bearing checking	31,060	77	0.49	30,118
Money market investment accounts	28,167	205	1.45	20,170
Passbook and statement savings	26,619	213	1.60	26,799
Certificates of deposit	156,999	3,278	4.18	170,216
FHLB advances	21,639	562	5.19	21,050
Total interest-earning liabilities	264,484	4,335	3.28	268,353
Non interest-earning liabilities	18,736			17,310
Total liabilities	283,220			285,663
Stockholders' equity	64,225			60,322
Total liabilities and stockholders' equity	$347,445			$345,985
Net interest income		$5,785		
Interest rate spread			2.94%	
Net interest margin (8)			3.56%	
Ratio of average interest-earning assets			123.00%	

Provision for Loan Losses. The provision for loan losses is charged to earnings to maintain the total allowance for loan losses at a level considered adequate to absorb estimated probable losses inherent in the loan portfolio based on existing loan levels and types of loans outstanding, nonperforming loans, prior loan loss experience, general economic conditions and other

factors. Provisions for loan losses totaled $120,000 for both the six months ended March 31, 2002 and 2001.

Other Income. Other income increased $668,000, or 68.0%, from $983,000 for the six months ended March 31, 2001 to $1.7 million for the six months ended March 31, 2002. Mortgage banking income, net increased $445,000 from $321,000 for the six months ended March 31, 2001 to $766,000 for the six months ended March 31, 2002. During the six months ended March 31, 2002, we sold fixed-rate mortgage loans held for sale of $42.0 million and recognized net gains of $766,000 on these sales. During the six months ended March 31, 2001, we sold fixed-rate mortgage loans held for sale of $17.7 million and recognized net gains of $321,000 on these loan sales. Customer service fees increased

$148,000, or 46.5% from $318,000 for the six months ended March 31, 2001 to $466,000 for the six months ended March 31, 2002. This increase results primarily from growth in the number of transaction accounts and increased service charges. Gains on sales of investment securities of $47,000 were recognized during the six months ended March 31, 2002 that were not present in the prior year.

Operating Expenses. Total operating expenses were $4.5 million for the six months ended March 31, 2002, an increase of $57,000, or 1.3% over the $4.4 million recorded for the six months ended March 31, 2001. Compensation and related benefits expense increased $174,000, or 5.9% from $3.0 million for the six months ended March 31, 2001 to $3.1 million for the six months ended March 31, 2002. This increase resulted from increased salary and benefit costs as well as an increase in number of employees. The Company recognized income from real estate operations of $32,000 during the six months ended March 31, 2002 compared to expenses of $6,000 in the same period in the prior year.

Income Tax Expense. Income tax expense increased $121,000 from tax expense of $919,000 for the six months ended March 31, 2001 to $1.0 million for the six months ended March 31, 2002. The increase resulted from a $215,000 increase in income before income taxes. The effective tax rates were 37.0% and 35.4% for the six months ended March 31, 2002 and 2001, respectively. The increase in the effective tax rate was primarily due to an increase in non-deductible expenses over the prior period.

COMMITMENTS, CONTINGENCIES AND OFF-BALANCE SHEET RISK

The Company is a party to financial instruments with off-balance sheet risk including commitments to extend credit under existing lines of credit and commitments to sell loans. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets.

Off-balance sheet financial instruments whose contract amount represents credit and interest rate risk are summarized as follows:

	MARCH 31, 2002	SEPT
	(DOLLARS IN THOUS	
Commitments to originate new loans	$ 14,659	
Commitments to originate new loans held for sale	--	
Unfunded commitments to extend credit under existing equity line and commercial lines of credit	65,794	
Commercial letters of credit	368	

Commitments to sell loans held for sale	2,202

The Company does not have any special purpose entities or other similar forms of off-balance sheet financing arrangements.

Commitments to originate new loans or to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Loan commitments generally expire within 30 to 45 days. Most equity line commitments are for a term of 15 years, and commercial lines of credit are generally renewable on an annual basis. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amounts of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the borrower.

Commitments to sell loans held for sale are agreements to sell loans to a third party at an agreed upon price. At March 31, 2002, the aggregate fair value of these commitments exceeded the book value of the loans to be sold.

CONTRACTUAL OBLIGATIONS

As of March 31, 2002

	PAYMENTS DUE BY PERIOD			
	LESS THAN 1 YEAR	1-3 YEARS	4-5 YEARS	OV
Deposits	$ 222,048	17,443	7,608	
Short-term borrowings	10,000	--	--	
Long-term borrowings	--	--	--	
Lease obligations	19	56	42	
Total contractual cash Obligations	$ 232,067	17,499	7,650	

ASSET QUALITY

At March 31, 2002, we had approximately $4.0 million in non-performing assets (nonaccrual loans and real estate owned) or 1.16% of total assets. At September 30, 2001, non-performing assets were $2.9 million or 0.85% of total assets. At March 31, 2002 and September 30, 2001, impaired loans totaled $3.7 million and $2.5 million, respectively, as defined by Statement of Financial Accounting Standards No. 114, "Accounting by Creditors for Impairment of a Loan." The increase in impaired loans at March 31, 2002 result from two unrelated commercial loan customers, both of which have loans secured by commercial real estate and business assets in Alamance County. At March 31, 2002, $1.3 million of the impaired loans is on non-accrual status, and their related reserve for loan losses totaled $160,000. There was no impact on the provision as management had already anticipated the loans' performance in setting the allowance for loan losses in previous periods. The average carrying

value of impaired loans was $3.7 million and $3.0 million during the three and six months ended March 31, 2002, respectively. Interest income of $54,000 and $113,000 has been recorded on impaired loans in the three and six months ended March 31, 2002, respectively. The Bank's net chargeoffs for the three and six months ended March 31, 2002 were $7,000 and $92,000, respectively. The Bank's allowance for loan losses was $3.6 million at March 31, 2002 as well as September 30, 2001 and March 31, 2002. As a result of our continued shift toward commercial, construction, consumer and home equity loans, the recent decrease in residential mortgage loans, the increase in non-performing loans as a percentage of total loans as well as the continued decline in the local and regional economy, the ratio of the allowance for loan losses to total loans, net of loans in process and deferred loan fees increased to 1.70% at March 31, 2002 compared to 1.60% at September 30, 2001.

The following table presents an analysis of our nonperforming assets:

	AT MARCH 31, 2002	AT SEPTEMBER 30, 2001
Nonperforming loans:		
Nonaccrual loans	$ 1,747	$ 878
Loans 90 days past due and accruing	--	--
Restructured loans	--	--
Total nonperforming loans	1,747	878
Other real estate	2,252	1,981
Total nonperforming assets	$ 3,999	$ 2,859
Nonperforming loans to loans receivable, net	0.83%	0.39%
Nonperforming assets as a percentage of loans and other real estate owned	1.88%	1.27%
Nonperforming assets to total assets	1.16%	0.85%

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Regulations require that we classify our assets on a regular basis. There are three classifications for problem assets: substandard, doubtful and loss. We regularly review our assets to determine whether any assets require classification or re-classification. At March 31, 2002, we had $3.2 million in classified assets consisting of $942,000 in substandard and loss loans and $2.3 million in real estate owned. At September 30, 2001, we had $3.6 million in classified assets consisting of $1.6 million in substandard and loss loans and $2.0 million in real estate owned.

In addition to regulatory classifications, we also classify as "special mention" and "watch" assets that are currently performing in accordance with their contractual terms but may become classified or nonperforming assets in the future. At March 31, 2002, we have identified approximately $4.6 million in assets classified as special mention and $30.6 million as watch. At September 30, 2001, we classified $4.5 million as special mention and $32.9 million as watch. Included in the watch asset total are five loans with an aggregate outstanding balance of $3.7 million at March 31, 2002 to a company affiliated with one of our directors. In addition, the director has the ability to borrow an additional $430,000 from us under a line of credit. All the loans are secured by a first lien on all company assets, including accounts receivable, inventory, equipment, furniture and real property occupied by the borrower. In addition,

the director has personally guaranteed repayment of the loans. At March 31, 2002, such loans were current with respect to their payment terms and were performing in accordance with the related loan agreements. Based on an analysis of the borrower's current financial statements received in April 2002, management has concerns that the borrower may have difficulty in complying with the present loan repayment terms on an ongoing basis. Accordingly, this loan may become a nonperforming asset in a future period. Management will continue to closely monitor the performance of these loans in future periods.

LIQUIDITY AND CAPITAL RESOURCES

The Bank must meet certain liquidity requirements established by the State of North Carolina Office of the Commissioner of Banks (the "Commissioner"). At March 31, 2002, the Bank's liquidity ratio exceeded such requirements. Liquidity generally refers to the Bank's ability to generate adequate amounts of funds to meet its cash needs. Adequate liquidity guarantees that sufficient funds are available to meet deposit withdrawals, fund loan commitments, maintain adequate reserve requirements, pay operating expenses, provide funds for debt service, pay dividends to stockholders and meet other general commitments.

Our primary sources of funds are deposits, principal and interest payments on loans, proceeds from the sale of loans, and to a lesser extent, advances from the FHLB of Atlanta. While maturities and scheduled amortization of loans are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by general interest rates, economic conditions and local competition.

Our most liquid assets are cash and cash equivalents. The levels of these assets are dependent on our operating, financing, lending and investing activities during any given period. At March 31, 2002, cash and cash equivalents totaled $12.2 million. We have other sources of liquidity should we need additional funds. During the three and six months ended March 31, 2002, we sold loans totaling $16.7 million and $42.0 million, respectively. Additional sources of funds include FHLB of Atlanta advances. Other sources of liquidity include loans and investment securities designated as available for sale, which totaled $92.1 million at March 31, 2002.

We anticipate that we will have sufficient funds available to meet our current commitments. At March 31, 2002, we had $14.7 million in commitments to originate new loans, $65.8 million in unfunded commitments to extend credit under existing equity lines and commercial lines of credit and $368,000 in standby letters of credit. At March 31, 2002, certificates of deposit, which are scheduled to mature within one year, totaled $127.3 million. We believe that a significant portion of such deposits will remain with us.

The FDIC requires the Bank to meet a minimum leverage capital requirement of Tier I capital to assets ratio of 4%. The FDIC also requires the Bank to meet a ratio of total capital to risk-weighted assets of 8%, of which 4% must be in the form of Tier I capital. The Commissioner requires the Bank at all times to maintain certain minimum capital levels. The Bank was in compliance with all capital requirements of the FDIC and the Commissioner at March 31, 2002 and is deemed to be "well capitalized."

The Federal Reserve also mandates capital requirements on all bank holding companies, including 1st State Bancorp, Inc. These capital requirements are similar to those imposed by the FDIC on the Bank. At March 31, 2002, the Company was in compliance with the capital requirements of the Federal Reserve.

On October 2, 2000, the Company paid a one-time special cash distribution of $5.17 to its stockholders. The distribution was made to manage the Company's

capital and enhance shareholder value. Returning capital to the stockholders reduced the Company's equity to asset ratio from 21.2% to 17.2%. The Company's equity to asset ratio at March 31, 2002 was 18.7%. The Company's capital level is sufficient to support future growth.

The Company has declared cash dividends per common share of $0.08 for each of the three months ended March 31, 2002, September 30, 2001 and March 31, 2001. The Company's ability to pay dividends is dependent upon earnings. The Company's dividend payout ratio for the three months ended March 31, 2002, September 30, 2001 and March 31, 2001 was 27.6%, 32.0% and 33.3%, respectively.

ACCOUNTING ISSUES

In July 2001, the FASB issued Statement of Financial Accounting Standards No. 141 (Statement 141), "Business Combinations", and Statement of Financial Accounting Standards No. 142 (Statement 142), "Goodwill and Other Intangible Assets". Statement 141 requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001. Statement 141 also specifies criteria which must be met for intangible assets acquired in a purchase method business combination to be recognized and reported apart from goodwill. Statement 142 will require that goodwill and intangible assets with indefinite useful lives no longer be amortized, but instead tested for impairment at least annually in accordance with the provisions of Statement 142. Statement 142 will also require that identifiable intangible assets with definite useful lives be amortized over their respective estimated useful lives to their estimated residual values, and reviewed for impairment in accordance with Statement 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of". The adoption of SFAS No. 141 and SFAS No. 142 did not have a material effect on the Company's consolidated financial statements other than providing enhanced disclosures for mortgage servicing rights. As of January 1, 2002, the Company had no goodwill and had no intangible assets related to deposit and branch purchase acquisitions.

SFAS No. 144 also supersedes the accounting and reporting provisions of FASB Opinion No. 30 (Reporting the Results of Operations - Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions) for the disposal of a segment of a business. However, it retains the requirement in Opinion No. 30 to report separately discontinued operations and extends the reporting to a component of an entity that either has been disposed of (by sale, abandonment, or in a distribution to owners) or is classified as held for sale. By broadening the presentation of discontinued operations to include more disposal transactions, the FASB has enhanced management's ability to provide information that helps financial statement users to assess the effects of disposal transactions on the ongoing operations of an entity. The provisions of SFAS No. 144 are effective for financial statements issued for fiscal years beginning after December 15, 2001, and interim periods within those fiscal years. Adoption of SFAS No. 144 is not expected to have a material impact on the Company's consolidated financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the possible chance of loss from unfavorable changes in market prices and rates. These changes may result in a reduction of current and future period net interest income, which is the favorable spread earned from the excess of interest income on interest-earning assets over interest expense on interest-bearing liabilities.

The Company considers interest rate risk to be its most significant market risk, which could potentially have the greatest impact on operating earnings. The structure of the Company's loan and deposit portfolios is such that a significant decline in interest rates may adversely impact net market values and

net interest income.

The Company monitors whether material changes in market risk have occurred since September 30, 2001. The Company does not believe that any material adverse changes in market risk exposures occurred since September 30, 2001.

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PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company's Annual Meeting of Stockholders was held on January 29, 2002. At this meeting 2,746,622 shares of the Company's common stock were represented in person or by proxy.

Stockholders voted in favor of the election of three nominees for director. The voting results for each nominee were as follows:

Nominee	Votes in Favor Of Election	Votes Withheld
Richard C. Keziah	2,696,666	49,956
Ernest A. Koury, Jr.	2,696,666	49,956
Richard H. Shirley	2,693,820	52,802

There were no broker nonvotes on the matter.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a.) Exhibits. None.

(b.) Reports on Form 8-K. During the quarter ended March 31, 2002, the registrant did not file any current reports on Form 8-K.

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SIGNATURES

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

1ST STATE BANCORP, INC.

Date: May 13, 2002

/s/ James C. McGill

James C. McGill
President and Chief Executive Officer
(Principal Executive Officer)

Date: May 13, 2002

/s/ A. Christine Baker

A. Christine Baker
Executive Vice President
Treasurer and Secretary
(Principal Financial and Accounting Officer)