

FIRST NATIONAL COMMUNITY BANCORP INC  
Form 10-Q  
May 06, 2008  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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**FORM 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended **March 31, 2008**  
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 333-24121

**First National Community Bancorp, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Pennsylvania**

**23-2900790**

(State or Other Jurisdiction of

(I.R.S. Employer

Incorporation or Organization)

**102 E. Drinker St. Dunmore, PA**

Identification Number)

**18512**

(Address of Principal Executive Offices)

**(570) 346-7667**

(Zip Code)

(Registrant's Telephone Number, Including Area Code)

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(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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

YES  NO

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

|                         |                          |                           |                                     |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large Accelerated Filer | <input type="checkbox"/> | Accelerated Filer         | <input checked="" type="checkbox"/> |
| Non-Accelerated Filer   | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/>            |

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date:

|  |                                 |
|--|---------------------------------|
| <b><u>Common Stock, \$1.25 par value</u></b> | <b><u>15,816,381 shares</u></b> |
| (Title of Class)                             | (Outstanding at May 5, 2008)    |

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FIRST NATIONAL COMMUNITY BANCORP, INC.

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#### FINANCIAL INFORMATION

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FIRST NATIONAL COMMUNITY BANCORP, INC.

CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(Dollars in thousands)

|  | March 31,<br>2008<br>(UNAUDITED) | December 31,<br>2007<br>(AUDITED) |
|--|----------------------------------|-----------------------------------|
| <b>ASSETS</b>  |                                  |                                   |
| Cash and cash equivalents:   |                                  |                                   |
| Cash and due from banks  | \$ 29,210                        | \$ 24,735                         |
| Federal funds sold   | 0                                | 0                                 |
| Total cash and cash equivalents  | 29,210                           | 24,735                            |
| Interest-bearing balances with financial institutions  | 0                                | 0                                 |
| Securities:  |                                  |                                   |
| Available-for-sale, at fair value  | 256,477                          | 295,727                           |
| Held-to-maturity, at cost (fair value \$1,862 on March 31, 2008<br>and \$1,847 on December 31, 2007) | 1,743                            | 1,722                             |

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|  |             |             |
|--|-------------|-------------|
| Federal Reserve Bank and FHLB stock, at cost | 10,436      | 9,081       |
| Net loans                                    | 921,539     | 899,015     |
| Bank premises and equipment                  | 17,250      | 16,425      |
| Intangible Assets                            | 9,861       | 9,847       |
| Other assets                                 | 40,245      | 41,001      |
| Total Assets                                 | \$1,286,761 | \$1,297,553 |

LIABILITIES AND SHAREHOLDERS' EQUITY

Liabilities:

Deposits:

|                               |             |             |
|-------------------------------|-------------|-------------|
| Demand – non-interest bearing | \$ 75,310   | \$ 79,834   |
| Interest bearing demand       | 272,968     | 288,879     |
| Savings                       | 70,988      | 70,379      |
| Time (\$100,000 and over)     | 170,154     | 176,249     |
| Other time                    | 323,353     | 330,176     |
| Total deposits                | 912,773     | 945,517     |
| Borrowed funds                | 247,704     | 227,832     |
| Other liabilities             | 15,415      | 17,062      |
| Total Liabilities             | \$1,175,892 | \$1,190,411 |

Shareholders' equity:

Common Stock, \$1.25 par value,

Authorized: 50,000,000 shares

Issued and outstanding:

15,811,881 shares at March 31, 2008 and

15,746,250 shares at December 31, 2007

|   |             |             |
|---|-------------|-------------|
|   | \$ 19,765   | \$ 19,683   |
| Additional Paid-in Capital                    | 57,191      | 56,490      |
| Retained Earnings                             | 35,617      | 33,159      |
| Accumulated Other Comprehensive Income (Loss) | (1,704)     | (2,190)     |
| Total shareholders' equity                    | \$ 110,869  | \$ 107,142  |
| Total Liabilities and Shareholders' Equity    | \$1,286,761 | \$1,297,553 |

Note: The balance sheet at December 31, 2007 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

See notes to financial statements

(1)

FIRST NATIONAL COMMUNITY BANCORP, INC.

CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

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(Dollars in thousands, except per share amounts)

|  | Three Months Ended |                   |
|--|--------------------|-------------------|
|  | March 31,<br>2008  | March 31,<br>2007 |
| Interest Income:                               |                    |                   |
| Loans  | \$ 15,491          | \$ 15,875         |
| Investments                                    | 3,909              | 3,417             |
| Federal Funds Sold                             | 0                  | 17                |
| Total interest income                          | 19,400             | 19,309            |
| Interest Expense:                              |                    |                   |
| Deposits                                       | 6,861              | 7,930             |
| Borrowed Funds                                 | 2,700              | 1,977             |
| Total interest expense                         | 9,561              | 9,907             |
| Net Interest Income before Loan Loss Provision | 9,839              | 9,402             |
| Provision for credit losses                    | 300                | 300               |
| Net interest income                            | 9,539              | 9,102             |
| Other Income:                                  |                    |                   |
| Service charges                                | 729                | 671               |
| Other Income                                   | 627                | 589               |
| Gain / (Loss) on sale of:                      |                    |                   |
| Loans  | 206                | 161               |
| Securities                                     | 645                | 3                 |
| Other Real Estate                              | 0                  | 0                 |
| Total other income                             | 2,207              | 1,424             |
| Other expenses:                                |                    |                   |
| Salaries & benefits                            | 3,089              | 2,838             |
| Occupancy & equipment                          | 1,011              | 884               |
| Advertising expense                            | 240                | 210               |
| Data processing expense                        | 418                | 381               |
| Other  | 1,373              | 1,322             |
| Total other expenses                           | 6,131              | 5,635             |
| Income before income taxes                     | 5,615              | 4,891             |
| Income tax expense                             | 1,424              | 1,276             |
| NET INCOME                                     | \$ 4,191           | \$ 3,615          |
| Basic earnings per share                       | \$ 0.27            | \$ 0.23           |
| Diluted earnings per share                     | \$ 0.26            | \$ 0.23           |
| Weighted average number of basic shares        | 15,759,321         | 15,517,834        |
| Weighted average number of diluted shares      | 16,112,913         | 15,852,834        |

See notes to financial statements

(2)

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FIRST NATIONAL COMMUNITY BANCORP, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
THREE MONTHS ENDED MARCH 31, 2008 AND 2007  
(UNAUDITED)

|  | March 31,<br>2008      | March 31,<br>2007 |
|--|------------------------|-------------------|
|  | (Dollars in thousands) |                   |
| INCREASE (DECREASE) IN CASH EQUIVALENTS:   |                        |                   |
| Cash Flows From Operating Activities:  |                        |                   |
| Interest Received  | \$ 19,588              | \$ 19,590         |
| Fees & Commissions Received  | 1,372                  | 1,267             |
| Interest Paid  | (10,763)               | (10,166)          |
| Income Taxes Paid  | (618)                  | (757)             |
| Cash Paid to Suppliers & Employees   | (6,149)                | (6,697)           |
| Net Cash Provided by Operating Activities  | \$ 3,430               | \$ 3,237          |
| Cash Flows from Investing Activities:  |                        |                   |
| Securities available for sale:   |                        |                   |
| Proceeds from Sales prior to maturity  | \$51,580               | \$ 19,015         |
| Proceeds from Calls prior to maturity  | 9,330                  | 7,271             |
| Purchases  | (20,797)               | (27,780)          |
| Net Increase in Loans to Customers   | (24,042)               | (23,491)          |
| Capital Expenditures   | (1,203)                | (997)             |
| Net Cash Provided/(Used) by Investing Activities   | \$14,868               | \$(25,982)        |
| Cash Flows from Financing Activities:  |                        |                   |
| Net Increase/(Decrease) in Demand Deposits, Money Market Demand,<br>NOW Accounts, and Savings Accounts |                        |                   |
|  | \$(19,827)             | \$ (11,110)       |
| Net Increase/(Decrease) in Certificates of Deposit   | (12,918)               | 27,415            |
| Net Increase/(Decrease) in Borrowed Funds  | 19,872                 | (1,224)           |
| Net Proceeds from Issuance of Common Stock   |                        |                   |
| Through Dividend Reinvestment  | 707                    | 861               |
| Net Proceeds from Issuance of Common Stock –<br>Stock Option Plans                                     | 76                     | 174               |
| Dividends Paid   | (1,733)                | (1,489)           |

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|  |            |            |
|--|------------|------------|
| Net Cash Provided /(Used) by Financing Activities    | \$(13,823) | \$ 14,627  |
| Net Increase/(Decrease) in Cash and Cash Equivalents | \$ 4,475   | \$ (8,118) |
| Cash & Cash Equivalents at Beginning of Year         | \$ 24,735  | \$ 28,743  |
| CASH & CASH EQUIVALENTS AT END OF PERIOD             | \$ 29,210  | \$ 20,625  |

(Continued)

(3)

FIRST NATIONAL COMMUNITY BANCORP, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOW (CONTINUED)  
THREE MONTHS ENDED MARCH 31, 2008 AND 2007

(UNAUDITED)

|   | 2008                   | 2007     |
|---|------------------------|----------|
|   | (Dollars in thousands) |          |
| <b>RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES:</b> |                        |          |
| Net Income  | \$ 4,191               | \$ 3,615 |
| Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities: |                        |          |
| Amortization (Accretion), Net   | (846)                  | (200)    |
| Equity in trust   | (3)                    | 0        |
| Depreciation  | 438                    | 397      |
| Provision for Probable Credit Losses  | 300                    | 300      |
| Provision for Deferred Taxes  | (50)                   | (37)     |
| Gain on Sale of Loans   | (205)                  | (161)    |
| Gain on Sale of Investment Securities   | (645)                  | (3)      |
| Increase in Taxes Payable   | 110                    | 151      |
| Decrease in Interest Receivable   | 1,034                  | 481      |
| Decrease in Interest Payable  | (1,202)                | (259)    |

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|   |         |          |
|---|---------|----------|
| Increase in Prepaid Expenses and Other Assets                 | (494)   | (602)    |
| Increase (Decrease) in Accrued Expenses and Other Liabilities | 802     | (445)    |
| Total Adjustments   | \$(761) | \$ (378) |
| NET CASH PROVIDED BY OPERATING ACTIVITIES                     | \$3,430 | \$ 3,237 |

See notes to financial statements

(4)

FIRST NATIONAL COMMUNITY BANCORP, INC. AND SUBSIDIARIES  
 CONSOLIDATED STATEMENTS OF CHANGES IN  
 STOCKHOLDERS' EQUITY  
 For The Three Months Ended March 31, 2008  
 (In thousands, except share data)  
 (UNAUDITED)

|                 |              |         |                 |
|-----------------|--------------|---------|-----------------|
|                 |              |         | ACCUM-          |
|                 |              |         | LATED OTHER     |
|                 |              |         | COMP-REHEN-SIVE |
|                 |              |         | INCOME/         |
| COMP-REHEN-SIVE |              |         | (LOSS)          |
| INCOME          |              | ADD'L   |                 |
|                 | COMMON STOCK | PAID-IN | RETAINED        |



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|  | SHARES     | AMOUNT   | CAPITAL  | EARNINGS |           | TOTAL     |
|--|------------|----------|----------|----------|-----------|-----------|
| BALANCES,<br>DECEMBER 31, 2007   | 15,746,250 | \$19,683 | \$56,490 | \$33,159 | \$(2,190) | \$107,142 |
| Comprehensive Income:  |            |          |          |          |           |           |
| Net income for the period  |            |          |          | 4,191    |           | 4,191     |
| Other comprehensive income, net of tax:  |            |          |          |          |           |           |
| Unrealized gain on securities available-for-sale, net of deferred income taxes of \$36                 |            |          |          |          |           | 67        |
| Reclassification adjustment for gain or loss included in income, net of deferred income taxes of \$226 |            |          |          |          |           | 419       |
| Total other comprehensive income, net of tax   |            |          |          |          | 486       | 486       |
| Comprehensive Income   |            |          |          |          |           | 4,677     |
| Issuance of Common Stock – Stock Option Plans  | 12,750     | 16       | 60       |          |           | 76        |
| Issuance of Common Stock through Dividend Reinvestment   | 52,881     | 66       | 641      |          |           | 707       |
| Cash dividends paid, \$0.11 per share  |            |          |          | (1,733)  |           | (1,733)   |
| BALANCES, MARCH 31, 2008   | 15,811,881 | \$19,765 | \$57,191 | \$35,617 | \$(1,704) | \$110,869 |

See notes to financial statements

(5)

FIRST NATIONAL COMMUNITY BANCORP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) The accounting and financial reporting policies of First National Community Bancorp, Inc. and its subsidiary conform to U.S. generally accepted accounting principles and to general practice within the banking industry. The consolidated statements of First National Community Bancorp, Inc. and its subsidiary, First National Community Bank (Bank) including its subsidiary, FNCB Realty, Inc. (collectively, Company) were compiled in accordance with the accounting policies set forth in note 1 of Notes to Consolidated Financial Statements in the Company's 2007 Annual Report to Shareholders. All material intercompany accounts and transactions have been eliminated in consolidation. The accompanying interim financial statements are unaudited. In management's opinion, the consolidated financial statements reflect a fair presentation of the consolidated financial position of the Company and subsidiary, and the results of its operations and its cash flows for the interim periods presented, in conformity with U.S. generally accepted accounting principles. Also in the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the Company's financial position, results of operations and cash flows at March 31, 2008 and for all periods presented have been made.

These interim financial statements should be read in conjunction with the audited financial statements and footnote disclosures in the Company's Annual Report to Shareholders for the fiscal year ended December 31, 2007.

(2) The balance sheet at December 31, 2007 has been restated for the reclassification of the Allowance for Off-Balance Sheet Reserve from the Allowance for Credit Losses in accordance with the provisions of FIN 45.

(3) Basic earnings per share have been computed by dividing net income (the numerator) by the weighted average number of common shares (the denominator) for the period. Such shares amounted to 15,759,321 and 15,517,834 for the periods ending March 31, 2008 and 2007, respectively.

Diluted earnings per share have been computed by dividing net income (the numerator) by the weighted average number of common shares and options outstanding (the denominator) for the period. Such shares amounted to 16,112,913 and 15,852,834 for the periods ending March 31, 2008 and 2007, respectively.

(4) During the first quarter of calendar 2003, the Company adopted the fair value recognition provisions of FASB Statement No. 123, Accounting for Stock-Based Compensation, for stock-based employee compensation, effective as of January 1, 2003. Under the prospective method of adoption selected by the Company, stock-based compensation cost will be recognized using the fair value method for all awards granted, modified or settled on or after that effective date.

There were no stock option awards granted during the first quarters of 2008 or 2007.

A summary of the status of the Corporation's stock option plans is presented below:

|                                      |          |
|--------------------------------------|----------|
| Three months ended March 31,<br>2008 | 2007     |
| Weighted                             | Weighted |
| Average                              | Average  |

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|  |          | Exercise |          | Exercise |
|--|----------|----------|----------|----------|
|  | Shares   | Price    | Shares   | Price    |
| Outstanding at the beginning of the period                       |          |          |          |          |
| Granted  | 360,694  | \$11.93  | 349,838  | \$10.85  |
| Exercised  | 0        |          | 0        |          |
| Exercised  | (12,750) | 5.93     | (20,400) | 8.57     |
| Forfeited  | (2,061)  | 19.72    | 0        |          |
| Outstanding at the end of the period                             | 345,883  | 12.10    | 329,438  | 10.99    |
| Options exercisable at March 31,                                 | 297,258  | 11.32    | 294,375  | 9.54     |
| Weighted average fair value of options granted during the period |          | ---      |          | ---      |

(6)

Information pertaining to options outstanding at March 31, 2008 is as follows:

| Range of Exercise Price | Options Outstanding    |   | Options Exercisable             |                    |                                 |
|-------------------------|------------------------|---|---------------------------------|--------------------|---------------------------------|
|                         | Number                 | Weighted Average Remaining Contractual Life | Weighted Average Exercise Price | Number Exercisable | Weighted Average Exercise Price |
| \$5.19-\$23.13          | Outstanding<br>345,883 | 6.1 years                                   | \$12.10                         | 297,258            | \$11.32                         |

(5) In February 2007, the FASB issued SFAS No. 159 "The Fair Value Option for Financial Assets and Financial Liabilities". Statement 159 permits entities to make an irrevocable election to carry almost any financial instrument at fair value. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. The company analyzed the benefits of the early adoption of SFAS No. 159, but has determined that such action is not consistent with the overall strategies of the company. The adoption of SFAS No. 159 is not expected to have a material impact on the Company's consolidated financial statements.

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

The consolidated financial information of First National Community Bancorp, Inc. (the "company") provides a comparison of the performance of the company for the periods ended March 31, 2008 and 2007. The financial information presented should be read in conjunction with the consolidated financial statements and accompanying notes appearing elsewhere in this report.

Background

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The company is a Pennsylvania Corporation, incorporated in 1997 and is registered as a financial holding company under the Bank Holding Company Act of 1956, as amended. The company became an active bank holding company on July 1, 1998 when it assumed ownership of First National Community Bank (the "bank"). On November 2, 2000, the Federal Reserve Bank of Philadelphia approved the company's application to change its status to a financial holding company as a complement to the company's strategic objective which includes expansion into financial services activities. The bank is a wholly-owned subsidiary of the company.

The company's primary activity consists of owning and operating the bank, which provides the customary retail and commercial banking services to individuals and businesses. The bank provides practically all of the company's earnings as a result of its banking services. As of March 31, 2008, the company had 19 full-service branch banking offices in its principal market area in Lackawanna, Luzerne, Wayne and Monroe Counties, Pennsylvania. At March 31, 2008, the company had 271 full-time equivalent employees.

The bank was established as a national banking association in 1910 as "The First National Bank of Dunmore." Based upon shareholder approval received at a Special Shareholders' Meeting held October 27, 1987, the bank changed its name to "First National Community Bank" effective March 1, 1988. The bank's operations are conducted from offices located in Lackawanna, Luzerne, Wayne and Monroe Counties, Pennsylvania:

| <u>Office</u>     | <u>Date Opened</u>                            |
|-------------------|---|
| Main              | October 1910                                  |
| Scranton          | September 1980                                |
| Dickson City      | December 1984                                 |
| Keyser Village    | April 2008 (formerly Fashion Mall; July 1988) |
| Wilkes-Barre      | July 1993                                     |
| Pittston Plaza    | April 1995                                    |
| Kingston          | August 1996                                   |
| Exeter            | November 1998                                 |
| Daleville         | April 2000                                    |
| Plains            | June 2000                                     |
| Back Mountain     | October 2000                                  |
| Clarks Green      | October 2001                                  |
| Hanover Township  | January 2002                                  |
| Nanticoke         | April 2002                                    |
| Hazleton          | October 2003                                  |
| Route 315         | February 2004                                 |
| Honesdale         | November 2006                                 |
| Stroudsburg       | May 2007                                      |
| Honesdale Route 6 | October 2007                                  |

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The bank provides the usual commercial banking services to individuals and businesses, including a wide variety of loan, deposit instruments and investment options. As a result of the bank's partnership with INVEST, our customers are able to access alternative products such as mutual funds, bonds, equities and annuities directly from the INVEST representatives.

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During 1996, FNCB Realty Inc. was formed as a wholly owned subsidiary of the Bank to manage, operate and liquidate properties acquired through foreclosure.

### Summary:

Net income for the three months ended March 31, 2008 amounted to \$4,191,000, an increase of \$576,000 or 16% compared to the same period of the previous year. This increase can be attributed to the \$437,000 improvement in net interest income before the provision for credit losses which reflects the benefits derived from balance sheet growth and the repricing of interest-sensitive assets and liabilities. Other income increased \$783,000 primarily due to gains on security sales of \$645,000 to restructure the portfolio. Other expenses increased \$496,000 over the same period of last year due primarily to an increase in Salaries & Benefits of \$251,000 and a \$127,000 increase in occupancy and equipment costs related to the company's expansion.

### RESULTS OF OPERATIONS

#### Net Interest Income:

The company's primary source of revenue is net interest income which totaled \$9,839,000 and \$9,402,000 (before the provision for credit losses) during the first three months of 2008 and 2007, respectively. The year to date net interest margin (tax equivalent) decreased seven basis points to 3.49% in 2008 compared to 2007 comprised of a forty-six basis point decrease in the yield earned on earning assets which was offset by a forty-seven basis point decrease in the cost of interest-bearing liabilities. Excluding investment leveraging transactions, the 2008 margin would be 3.63% which is eight basis points lower than the 3.71% recorded during the first three months of last year.

Earning assets decreased \$23 million to \$1.189 billion during the first three months of 2008 and total 92.4% of total assets, a slight decrease from the 93.5% at year-end.

(9)

Yield/Cost Analysis

The following tables set forth certain information relating to the company's Statement of Financial Condition and reflect the weighted average yield on assets and weighted average costs of liabilities for the periods indicated. Such yields and costs are derived by dividing the annualized income or expense by the weighted average balance of assets or liabilities, respectively, for the periods shown:

|   | Three months ended March 31,<br>2008         |          | Yield/<br>Cost |
|---|--|----------|----------------|
|   | Average<br>Balance<br>(Dollars in thousands) | Interest |                |
| Assets:   |  |          |                |
| Interest-earning assets:                        |  |          |                |
| Loans (taxable)                                 | \$861,653                                    | \$14,935 | 6.88%          |
| Loans (tax-free) (1)                            | 46,834                                       | 556      | 7.11           |
| Investment securities (taxable)                 | 210,581                                      | 3,077    | 5.83           |
| Investment securities (tax-free)(1)             | 78,419                                       | 832      | 6.53           |
| Time deposits with banks and federal funds sold |  |          |                |
|   | 0  | 0        | 0              |
| Total interest-earning assets                   | 1,197,487                                    | 19,400   | 6.68%          |
| Non-interest earning assets                     | 84,674                                       |          |                |
| Total Assets                                    | \$1,282,161                                  |          |                |
| Liabilities and Shareholders' Equity:           |  |          |                |
| Interest-bearing liabilities:                   |  |          |                |
| Deposits  | \$838,139                                    | \$ 6,861 | 3.28%          |
| Borrowed funds                                  | 241,176                                      | 2,700    | 4.43           |
| Total interest-bearing liabilities              | 1,079,315                                    | 9,561    | 3.54%          |
| Other liabilities and shareholders' equity      |  |          |                |
|   | 202,846                                      |          |                |
| Total Liabilities and Shareholders' Equity      |  |          |                |
|   | \$1,282,161                                  |          |                |
| Net interest income/rate spread                 |  | \$ 9,839 | 3.14%          |
| Net yield on average interest-earning assets    |  |          | 3.49%          |

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Interest-earning assets as a percentage of interest-bearing liabilities

111%

(1) Yields on tax-exempt loans and investment securities have been computed on a tax equivalent basis.

(10)

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|   | Three months ended March 31,<br>2007 |          | Yield/ |
|---|--------------------------------------|----------|--------|
|   | Average                              |          | Cost   |
|   | Balance                              | Interest |        |
|   | (Dollars in thousands)               |          |        |
| Assets:   |                                      |          |        |
| Interest-earning assets:                        |                                      |          |        |
| Loans (taxable)                                 | \$816,678                            | \$15,507 | 7.61%  |
| Loans (tax-free) (1)                            | 31,058                               | 368      | 7.18   |
| Investment securities (taxable)                 | 193,403                              | 2,514    | 5.20   |
| Investment securities (tax-free)(1)             | 77,538                               | 903      | 7.06   |
| Time deposits with banks and federal funds sold |                                      |          |        |
|   | 1,310                                | 17       | 5.20   |
| Total interest-earning assets                   | 1,119,987                            | 19,309   | 7.14%  |
| Non-interest earning assets                     | 70,526                               |          |        |
| Total Assets                                    | \$1,190,513                          |          |        |
| Liabilities and Shareholders' Equity:           |                                      |          |        |
| Interest-bearing liabilities:                   |                                      |          |        |
| Deposits  | \$841,241                            | \$ 7,930 | 3.82%  |
| Borrowed funds                                  | 158,288                              | 1,977    | 5.00   |
| Total interest-bearing liabilities              | 999,529                              | 9,907    | 4.01%  |
| Other liabilities and shareholders' equity      |                                      |          |        |



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|   |             |          |       |
|---|-------------|----------|-------|
| Total Liabilities and Shareholders' Equity                              | 190,984     |          |       |
|   | \$1,190,513 |          |       |
| Net interest income/rate spread   |             | \$ 9,402 | 3.13% |
| Net yield on average interest-earning assets                            |             |          | 3.56% |
| Interest-earning assets as a percentage of interest-bearing liabilities |             |          | 112%  |

(1) Yields on tax-exempt loans and investment securities have been computed on a tax equivalent basis.

(11)

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Rate Volume Analysis

The table below sets forth certain information regarding the changes in the components of net interest income for the periods indicated. For each category of interest earning asset and interest bearing liability, information is provided on changes attributed to: (1) changes in rate (change in rate multiplied by current volume); (2) changes in volume (change in volume multiplied by old rate); (3) the total. The net change attributable to the combined impact of volume and rate has been allocated proportionately to the change due to volume and the change due to rate (in thousands).

Period Ended March 31,

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2008 vs 2007  
Increase (Decrease)

|   | Due to<br>Rate | Volume  | Total     |
|---|----------------|---------|-----------|
| Loans (taxable)                                 | \$(1,359)      | \$ 787  | \$ (572)  |
| Loans (tax-free)                                | (11)           | 199     | 188       |
| Investment securities (taxable)                 | 470            | 93      | 563       |
| Investment securities (tax-free)                | (82)           | 11      | (71)      |
| Time deposits with banks and federal funds sold | 0              | (17)    | (17)      |
| Total interest income                           | \$ (982)       | \$1,073 | \$ 91     |
| Deposits  | \$ (922)       | \$(147) | \$(1,069) |
| Borrowed funds                                  | 272            | 451     | 723       |
| Total interest expense                          | \$ (650)       | \$ 304  | \$ (346)  |
| Net change in net interest income               | \$ (332)       | \$ 769  | \$ 437    |

Period Ended March 31,

2007 vs 2006  
Increase (Decrease)

|   | Due to<br>Rate | Volume   | Total   |
|---|----------------|----------|---------|
| Loans (taxable)                                 | \$1,039        | \$2,182  | \$3,221 |
| Loans (tax-free)                                | (10)           | 7        | (3)     |
| Investment securities (taxable)                 | 414            | 211      | 625     |
| Investment securities (tax-free)                | (23)           | 137      | 114     |
| Time deposits with banks and federal funds sold | 2              | (13)     | (11)    |
| Total interest income                           | \$1,422        | \$2,524  | \$3,946 |
| Deposits  | \$1,362        | \$ 1,325 | \$2,687 |
| Borrowed funds                                  | 9              | 137      | 146     |
| Total interest expense                          | \$1,371        | \$1,462  | \$2,833 |
| Net change in net interest income               | \$ 51          | \$1,062  | \$1,113 |

(12)

Other Income and Expenses:

Other income in the first three months of 2008 increased \$783,000 in comparison to the same period of 2007. Service charges and fees increased \$96,000, or 8%, over the prior period. Income from service charges on deposits increased \$58,000, or 9%, in comparison to the same period of last year due to the addition of two community offices. Other fee income increased \$38,000, or 6%. Net gains from asset sales increased \$687,000 as securities were sold to restructure the portfolio.

Other expenses increased \$496,000 or 9% for the period ended March 31, 2008 compared to the same period of the previous year. Salaries and Benefits costs added \$251,000, or 9% in comparison to the first three months of 2007 due to the opening of two new branch offices, additional staff and merit increases. Occupancy and equipment costs increased \$127,000, or 14%, advertising costs rose 14%, data processing costs rose 10%, and other operating expenses increased \$51,000, or 4%.

Other Comprehensive Income:

The Company's other comprehensive income includes unrealized holding gains (losses) on securities which it has classified as available-for-sale in accordance with FASB 115, "Accounting for Certain Investments in Debt and Equity Securities."

Provision for Income Taxes:

The provision for income taxes is calculated based on annualized taxable income. The provision for income taxes differs from the amount of income tax determined applying the applicable U.S. statutory federal income tax rate to pre-tax income from continuing operations as a result of the following differences:

|   | 2008    | 2007    |
|---|---------|---------|
| Provision at statutory rate               | \$1,909 | \$1,726 |
| Add (Deduct):                             |         |         |
| Tax effect of non-taxable interest income | (472)   | (483)   |
| Non-deductible interest expense           | 69      | 70      |
| Tax benefit from stock options exercised  | (3)     | (44)    |
| Deferred tax benefits                     | (6)     | (6)     |
| Other items, net                          | (73)    | 13      |
| Income tax expense                        | \$1,424 | \$1,276 |

(13)

Securities:

Carrying amounts and approximate fair value of investment securities are summarized as follows (in thousands):

|  | March 31, 2008     |               | December 31, 2007  |               |
|--|--------------------|---------------|--------------------|---------------|
|  | Carrying<br>Amount | Fair<br>Value | Carrying<br>Amount | Fair<br>Value |
| U.S. Treasury securities and obligations of U.S. government agencies | \$47,053           | \$47,053      | \$ 52,504          | \$ 52,504     |
| Obligations of state & political subdivisions                        |                    |               |                    |               |
|  | 75,985             | 76,104        | 74,627             | 74,752        |
| Collateralized mortgage obligations                                  | 66,325             | 66,325        | 78,871             | 78,871        |
| Mortgage-backed securities   | 29,239             | 29,239        | 62,143             | 62,143        |
| Corporate debt securities  | 38,624             | 38,624        | 28,308             | 28,308        |
| Equity securities and mutual funds                                   | 994                | 994           | 996                | 996           |
| Total  | \$258,220          | \$258,339     | \$297,449          | \$297,574     |

The following summarizes the amortized cost, approximate fair value, gross unrealized holding gains, and gross unrealized holding losses at March 31, 2008 of the company's Investment Securities classified as available-for-sale (in thousands):

|   | March 31, 2008    |   |  |               |
|---|-------------------|---|--|---------------|
|   | Amortized<br>Cost | Gross<br>Unrealized<br>Holding<br>Gains | Gross<br>Unrealized<br>Holding<br>Losses | Fair<br>Value |
| U.S. Treasury securities and obligations of U.S. government agencies: | \$ 45,862         | \$1,191                                 | \$ 0                                     | \$ 47,053     |

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|  |           |         |         |           |
|--|-----------|---------|---------|-----------|
| Obligations of state and political subdivisions: | 76,589    | 347     | 2,694   | 74,242    |
| Collateralized mortgage obligations:             |           |         |         |           |
|  | 66,359    | 1,158   | 1,192   | 66,325    |
| Mortgage-backed securities:                      | 28,652    | 587     | 0       | 29,239    |
| Corporate debt securities:                       | 40,626    | 319     | 2,321   | 38,624    |
| Equity securities and mutual funds:              |           |         |         |           |
|  | 1,010     | 0       | 16      | 994       |
| Total  | \$259,098 | \$3,602 | \$6,223 | \$256,477 |

The following summarizes the amortized cost, approximate fair value, gross unrealized holding gains, and gross unrealized holding losses at March 31, 2008 of the company's Investment Securities classified as held-to-maturity (dollars in thousands):

|  | March 31, 2008 |                     |                         |            |
|--|----------------|---------------------|-------------------------|------------|
|  | Amortized Cost | Gross Holding Gains | Gross Unrealized Losses | Fair Value |
| Obligations of state and political subdivisions: |                |                     |                         |            |
| Total  | \$ 1,743       | \$119               | \$ 0                    | \$ 1,862   |

(14)

The following table shows the amortized cost and approximate fair value of the company's debt securities at March 31, 2008 using contractual maturities. Expected maturities will differ from contractual maturity because issuers may have the right to call or prepay obligations with or without call or prepayment penalties (in thousands).

|                                     | Available- for sale |            | Held-to-maturity |            |
|-------------------------------------|---------------------|------------|------------------|------------|
|                                     | Amortized Cost      | Fair Value | Amortized Cost   | Fair Value |
| Amounts maturing in:                |                     |            |                  |            |
| One year or less                    | \$ 501              | \$ 510     | \$ 0             | \$ 0       |
| After one year through five years   | 3,815               | 3,923      | 0                | 0          |
| After five years through ten years  | 14,459              | 14,577     | 0                | 0          |
| After ten years                     | 144,302             | 140,909    | 1,743            | 1,862      |
| Collateralized mortgage obligations | 66,359              | 66,325     | 0                | 0          |
| Mortgage-backed securities          | 28,652              | 29,239     | 0                | 0          |

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|       |           |           |         |         |
|-------|-----------|-----------|---------|---------|
| Total | \$258,088 | \$255,483 | \$1,743 | \$1,862 |
|-------|-----------|-----------|---------|---------|

Gross proceeds from the sale of investment securities for the periods ended March 31, 2008 and 2007 were \$51,579,535 and \$19,014,745 respectively with the gross realized gains being \$698,277 and \$149,266 respectively, and gross realized losses being \$53,562 and \$145,944, respectively.

At March 31, 2008 and 2007, investment securities with a carrying amount of \$177,925,125 and \$204,120,066 respectively, were pledged as collateral to secure public deposits and for other purposes.

Loans:

The following table sets forth detailed information concerning the composition of the company's loan portfolio as of the dates specified (in thousands):

|  | March 31, 2008 |       | December 31, 2007 |       |
|--|----------------|-------|-------------------|-------|
|  | Amount         | %     | Amount            | %     |
| Real estate loans, secured by residential properties                       | \$162,154      | 17.5  | \$164,764         | 18.2  |
| Real estate loans, secured by nonfarm, nonresidential properties           |                |       |                   |       |
|  | 428,609        | 46.2  | 415,087           | 45.8  |
| Commercial & industrial loans  | 213,705        | 23.0  | 202,665           | 22.4  |
| Loans to individuals for household, family and other personal expenditures |                |       |                   |       |
|  | 90,232         | 9.7   | 91,052            | 10.1  |
| Loans to state and political subdivisions                                  | 33,301         | 3.6   | 31,205            | 3.4   |
| All other loans, including overdrafts                                      | 291            | 0.0   | 931               | 0.1   |
| Total Gross Loans  | \$928,292      | 100.0 | \$905,704         | 100.0 |
| Less: Allow. for Credit Losses   | (6,306)        |       | (6,219)           |       |
| Less: Unearned Discount  | (447)          |       | (470)             |       |
| Net Loans  | \$921,539      |       | \$899,015         |       |

(15)

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The following table sets forth certain information with respect to the company's allowance for credit losses and charge-offs (in thousands)

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|  | Three months Ended | Year to date Ended |
|--|--------------------|--------------------|
|  | March 31,          | December 31, 2007  |
|  | 2008               |                    |
| Balance, January 1   | \$7,569            | \$7,538            |
| Recoveries Credited  | 72                 | 1,227              |
| Losses Charged   | (285)              | (3,396)            |
| Provision for Credit Losses  | 300                | 2,200              |
| Transfer to Allowance for Credit Losses on Off-Balance Sheet Items | (1,350)            | (1,350)            |
| Balance at End of Period   | \$6,306            | \$6,219            |

The following table presents information about the company's non-performing assets for the periods indicated (in thousands):

|   | March 31, | December 31, 2007 |
|---|-----------|-------------------|
|   | 2008      |                   |
| Nonaccrual loans:                                     |           |                   |
| Impaired  | \$ 0      | \$ 0              |
| Other   | 9,966     | 3,106             |
| Loans past due 90 days or more and still accruing     | 958       | 904               |
| Total non-performing loans                            | 10,924    | 4,010             |
| Other Real Estate Owned                               | 2,588     | 2,588             |
| Total non-performing assets                           | \$13,512  | \$6,598           |
| Non-performing loans as a percentage of gross loans   | 1.18%     | 0.4%              |
| Non-performing assets as a percentage of total assets | 1.05%     | 0.5%              |

Non-performing assets are comprised of non-accrual loans and loans past due 90 days or more and still accruing, and other real estate owned. Loans are placed in nonaccrual status when management believes that the collection of interest or principal is doubtful, or generally when a default of interest or principal has existed for 90 days or more, unless such loan is fully secured and in the process of collection. When interest accrual is discontinued, interest credited to income in the current year is reversed and interest accrued in prior years is charged against the allowance for credit losses. Any payments received are applied, first to the outstanding loan amounts, then to the recovery of any charged-off loan amounts. Any excess is treated as a recovery of lost interest. Nonaccrual loans at March 31, 2008 were comprised of six credits which are adequately secured by mortgages or UCC's on the property. The company currently anticipates that any loss recognized on these credits would not exceed \$400,000.

Provision for Credit Losses:

The provision for credit losses varies from year to year based on management's evaluation of the adequacy of the allowance for credit losses in relation to the risks inherent in the loan portfolio. In its evaluation, management considers credit quality, changes in loan volume, composition of the loan portfolio, past experience, delinquency trends, and the economic condition. Consideration is also given to examinations performed by regulatory authorities and the company's independent accountants. A monthly provision of \$100,000 was credited to the allowance during the first three months of 2008 and 2007. The ratio of the loan loss reserve to total loans at March 31, 2008 and 2007 was 0.68% and 0.91%, respectively. The decrease from the prior period reflects the transfer of \$1,350,000 from the reserve for credit losses to an off-balance sheet reserve. The December 31, 2007 provision was restated for the transfer in order to reflect comparative numbers. The ratio of the combined reserve accounts to total loans at March 31, 2008 was 0.82%.

(16)

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Asset/Liability Management, Interest Rate Sensitivity and Inflation

The major objectives of the company's asset and liability management are to (1) manage exposure to changes in the interest rate environment to achieve a neutral interest sensitivity position within reasonable ranges, (2) ensure adequate liquidity and funding, (3) maintain a strong capital base, and (4) maximize net interest income opportunities. The bank manages these objectives through its Senior Management and Asset and Liability Management Committees. Members of the committees meet regularly to develop balance sheet strategies affecting the future level of net interest income, liquidity and capital. Items that are considered in asset and liability management include balance sheet forecasts, the economic environment, the anticipated direction of interest rates and the bank's earnings sensitivity to changes in these rates.

The company analyzes its interest sensitivity position to manage the risk associated with interest rate movements through the use of gap analysis and simulation modeling. Because of the limitations of the gap reports, the bank uses simulation modeling to project future net interest income streams incorporating the current "gap" position, the forecasted balance sheet mix, and the anticipated spread relationships between market rates and bank products under a variety of interest rate scenarios.

Economic conditions affect financial institutions, as they do other businesses, in a number of ways. Rising inflation affects all businesses through increased operating costs but affects banks primarily through the manner in which they manage their interest sensitive assets and liabilities in a rising rate environment. Economic recession can also have a material effect on financial institutions as the assets and liabilities affected by a decrease in interest rates must be managed in a way that will maximize the largest component of a bank's income, that being net interest income. Recessionary periods may also tend to decrease borrowing needs and increase the uncertainty inherent in the borrowers' ability to pay previously advanced loans. Additionally, reinvestment of investment portfolio maturities can pose a problem as attractive rates are not as available. Management closely monitors the interest rate risk of the balance sheet and the credit risk inherent in the loan portfolio in order to minimize the effects of fluctuations caused by changes in general economic conditions.

Liquidity

The term liquidity refers to the ability of the company to generate sufficient amounts of cash to meet its cash-flow needs. Liquidity is required to fulfill the borrowing needs of the bank's credit customers and the withdrawal and maturity requirements of its deposit customers, as well as to meet other financial commitments.

The short-term liquidity position of the company is strong as evidenced by \$29,210,000 in cash and cash equivalents. A secondary source of liquidity is provided by the investment portfolio with \$56 million or 21% of the portfolio maturing or expected to provide cash flow within one year through maturities, projected calls or principal reductions.

The company's focus is on retail deposits as a source of funds, although short-term needs can be funded with municipal deposits. The bank has the ability to sell Federal funds to invest excess cash; however, the bank can also borrow in the Federal Funds market to meet temporary liquidity needs. Other sources of potential liquidity include Federal Home Loan Bank advances, the Federal Reserve Discount Window, CDARS deposits and the Brokered CD market.

Capital Management

A strong capital base is essential to the continued growth and profitability of the company and in that regard the maintenance of appropriate levels of capital is a management priority. The company's principal capital planning goals are to provide an adequate return to shareholders while retaining a sufficient base from which to provide for future growth, while at the same time complying with all regulatory standards. As more fully described in Note 15 to the year end audited financial statements, regulatory authorities have prescribed specified minimum capital ratios as guidelines for determining capital adequacy to help insure the safety and soundness of financial institutions.

Total stockholders' equity increased \$3,727,000 or 3% during the first three months of 2008 comprised of an increase in retained earnings in the amount of \$2,458,000 after paying cash dividends, \$783,000 from stock issued through Dividend Reinvestment and Stock Option Plans and a



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\$486,000 increase in other comprehensive income. During the same period of 2007, total stockholders' equity increased \$3,591,000, or 4%, comprised of an increase in retained earnings of \$2,126,000, after paying cash dividends, \$1,035,000 from stock issued through Dividend Reinvestment and Stock Option Plans and a \$430,000 increase in other comprehensive income. The total dividend payout during the first three months of 2008 and 2007 represents \$.11 per share and \$.10 per share, respectively.

(17)

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Excluding the impact due to securities valuation, increases in core equity amounted to \$3,241,000 and \$3,161,000, respectively.

The Board of Governors of the Federal Reserve System and other various regulatory agencies have specified guidelines for purposes of evaluating a bank's capital adequacy. Currently, banks must maintain a leverage ratio of core capital to total assets at a prescribed level, namely 3%. In addition, bank regulators have issued risk-based capital guidelines. Under such guidelines, minimum ratios of core capital and total qualifying capital as a percentage of risk-weighted assets and certain off-balance sheet items of 4% and 8% are required. As of March 31, 2008, the bank met all capital requirements with a leverage ratio of 8.86% and core capital and total risk-based capital ratios of 10.65% and 11.37%, respectively. On a consolidated basis, the company's leverage ratio, core capital and total risk-based capital ratios at March 31, 2008 were 8.87%, 10.65% and 11.37%, respectively.

### ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There has been no material change in the company's exposure to market risk during the first nine months of 2007. For discussion of the company's exposure to market risk, refer to Item 7A, Quantitative and Qualitative Disclosure about Market Risk, contained in the company's Annual Report incorporated by reference in Form 10-K for the year ended December 31, 2007.

### ITEM 4. – CONTROLS AND PROCEDURES

The company carried out an evaluation, under the supervision and with the participation of the company's management, including the company's Chief Executive Officer along with the company's Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures, as such term is defined under Rule 13a – 15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). Based upon that evaluation, the company's Chief Executive Officer along with the company's Chief Financial Officer concluded that the company's disclosure controls and procedures are effective in timely alerting them to material information relating to the company (including its consolidated subsidiaries) required to be included in the company's periodic SEC filings.

The management of the company is responsible for (1) the preparation of the accompanying financial statements; (2) establishing and maintaining internal controls over financial reporting; and (3) the assessment of the effectiveness of internal control over financial reporting. The Securities and Exchange Commission defines effective internal control over financial reporting as a process designed under the supervision of the company's principal executive officer and principal financial officer, and implemented in conjunction with management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles.

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The company's internal control over financial reporting is supported by written policies and procedures. All internal control systems, no matter how well designed, have inherent limitations and provide only reasonable assurance that the objectives of the control system are met. Therefore, no evaluation of controls can provide absolute assurance that all control issues and misstatements due to error or fraud, if any, within the company have been detected. Additionally, any system of controls is subject to the risk that controls may become inadequate due to changes in conditions or that compliance with policies or procedures may deteriorate.

As of March 31, 2008, management of the company conducted an assessment of the effectiveness of the company's internal control over financial reporting based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this assessment, management has concluded that the company's internal control over financial reporting was effective as of March 31, 2008.

There were no changes in our internal control over financial reporting that occurred during the period covered by this quarterly report that have materially affected, or are, reasonably likely to materially affect, the company's internal controls over financial reporting.

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### Part II Other Information

#### Item 1 - Legal Proceedings.

The bank is not involved in any material pending legal proceedings, other than routine litigation incidental to the business. In addition, no material proceedings are pending or are known to be threatened or contemplated against the corporation or its subsidiaries by government authorities.

#### Item 1A. – Risk Factors.

No material changes in risk factors occurred from those previously disclosed in the company's Form 10-K for the year ended December 31, 2007.

#### Item 2 – Unregistered Sales of Equity Securities and Use of Proceeds.

None

#### Item 3 - Defaults upon Senior Securities.

None

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

None

Item 5 - Other Information.

None

Item 6 – Exhibits.

|              |   |
|--------------|---|
| Exhibit 31.1 | Certification of Principal Executive Officer<br>Pursuant to Section 302 of the Sarbanes-Oxley Act |
| Exhibit 31.2 | Certification of Principal Financial Officer<br>Pursuant to Section 302 of the Sarbanes-Oxley Act |
| Exhibit 32.1 | Certification of Principal Executive Officer<br>Pursuant to Section 906 of the Sarbanes-Oxley Act |
| Exhibit 32.2 | Certification of Principal Financial Officer<br>Pursuant to Section 906 of the Sarbanes-Oxley Act |

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SIGNATURES

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

Registrant: FIRST NATIONAL COMMUNITY BANCORP, INC

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Date: May 6, 2008

/s/ J. David Lombardi

J. David Lombardi, President/

Chief Executive Officer

Date: May 6, 2008

/s/ William lance

William Lance, Treasurer/

Principal Financial Officer

