

FIRST FINANCIAL CORP /IN/

Form 10-Q

August 01, 2008

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM 10-Q**  
**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**  
**For The Quarterly Period Ended June 30, 2008**  
**Commission File Number 0-16759**  
**FIRST FINANCIAL CORPORATION**  
 (Exact name of registrant as specified in its charter)

INDIANA	35-1546989
(State or other jurisdiction incorporation or organization)	(I.R.S. Employer Identification No.)
One First Financial Plaza, Terre Haute, IN	47807
(Address of principal executive office)	(Zip Code)
(812)238-6000	
(Registrant's telephone number, including area code)	

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
 (Do not check if a smaller reporting company)

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

As of July 30, 2008, the registrant had outstanding 13,098,615 shares of common stock, without par value.

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## Part I Financial Information

## Item 1. Financial Statements

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

	June 30, 2008 (Unaudited)	December 31, 2007
<b>ASSETS</b>		
Cash and due from banks	\$ 80,809	\$ 70,082
Federal funds sold and short-term investments	4,345	4,201
Securities available-for-sale	606,543	558,020
Loans:		
Commercial, financial and agricultural	491,604	461,086
Real estate construction	25,649	29,637
Real estate mortgage	646,846	673,355
Installment	280,285	262,858
Lease financing	2,080	2,275
	1,446,464	1,429,211
Less:		
Unearned Income	(197)	(212)
Allowance for loan losses	(15,553)	(15,351)
	1,430,714	1,413,648
Credit card loans held-for-sale	13,315	14,068
Restricted Stock	26,227	28,613
Accrued interest receivable	11,866	13,698
Premises and equipment, net	32,541	32,632
Bank-owned life insurance	61,054	59,950
Goodwill	7,102	7,102
Other intangible assets	1,724	1,937
Other real estate owned	2,269	1,472
Other assets	24,916	26,139
<b>TOTAL ASSETS</b>	<b>\$ 2,303,425</b>	<b>\$ 2,231,562</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Deposits:		
Noninterest-bearing	\$ 254,621	\$ 225,549
Interest-bearing:		
Certificates of deposit of \$100 or more	240,578	193,901
Other interest-bearing deposits	1,115,636	1,110,271
	1,610,835	1,529,721

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Short-term borrowings	28,861	27,331
Other borrowings	335,833	341,285
Other liabilities	46,179	51,533
<b>TOTAL LIABILITIES</b>	<b>2,021,708</b>	<b>1,949,870</b>
Shareholders' equity		
Common stock, \$.125 stated value per share;		
Authorized shares-40,000,000		
Issued shares-14,450,966		
Outstanding shares-13,098,615 in 2008 and 13,136,359 in 2007	1,806	1,806
Additional paid-in capital	68,212	68,212
Retained earnings	258,341	250,011
Accumulated other comprehensive income (loss)	(12,452)	(5,181)
Treasury shares at cost-1,352,351 in 2008 and 1,314,607 in 2007	(34,190)	(33,156)
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>281,717</b>	<b>281,692</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 2,303,425</b>	<b>\$ 2,231,562</b>

See accompanying notes.

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

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2008	2007	2008	2007
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
<b>INTEREST INCOME:</b>				
Loans, including related fees	\$ 24,681	\$ 25,950	\$ 50,457	\$ 51,602
Securities:				
Taxable	6,385	5,836	12,382	11,448
Tax-exempt	1,581	1,606	3,178	3,182
Other	624	812	1,541	1,594
<b>TOTAL INTEREST INCOME</b>	<b>33,271</b>	<b>34,204</b>	<b>67,558</b>	<b>67,826</b>
<b>INTEREST EXPENSE:</b>				
Deposits	8,376	10,384	18,593	20,589
Short-term borrowings	200	449	567	681
Other borrowings	4,735	4,806	9,482	9,534
<b>TOTAL INTEREST EXPENSE</b>	<b>13,311</b>	<b>15,639</b>	<b>28,642</b>	<b>30,804</b>
<b>NET INTEREST INCOME</b>	<b>19,960</b>	<b>18,565</b>	<b>38,916</b>	<b>37,022</b>
Provision for loan losses	1,735	1,240	3,660	2,930
<b>NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES</b>	<b>18,225</b>	<b>17,325</b>	<b>35,256</b>	<b>34,092</b>
<b>NON-INTEREST INCOME:</b>				
Trust and financial services	990	942	2,109	1,920
Service charges and fees on deposit accounts	2,988	3,020	5,780	5,741
Other service charges and fees	1,477	1,462	2,871	2,767
Securities gains/(losses), net	1	0	355	20
Insurance commissions	1,637	1,546	3,196	2,944
Gain on sales of mortgage loans	185	220	410	404
Other	363	339	1,569	1,880
<b>TOTAL NON-INTEREST INCOME</b>	<b>7,641</b>	<b>7,529</b>	<b>16,290</b>	<b>15,676</b>
<b>NON-INTEREST EXPENSE:</b>				
Salaries and employee benefits	10,125	9,615	20,458	19,567
Occupancy expense	988	1,031	2,037	2,071
Equipment expense	1,126	1,069	2,239	2,167

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Other	3,991	4,393	7,920	8,361
TOTAL NON-INTEREST EXPENSE	16,230	16,108	32,654	32,166
INCOME BEFORE INCOME TAXES	9,636	8,746	18,892	17,602
Provision for income taxes	2,493	2,333	4,799	4,766
NET INCOME	\$ 7,143	\$ 6,413	\$ 14,093	\$ 12,836
PER SHARE DATA				
Basic and Diluted	\$ 0.55	\$ 0.49	\$ 1.07	\$ 0.97
Dividends Per Share	\$ 0.44	\$ 0.43	\$ 0.44	\$ 0.43
Weighted average number of shares outstanding (in thousands)	13,102	13,200	13,112	13,225

See accompanying notes.



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FIRST FINANCIAL CORPORATION  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY  
Three Months Ended June 30, 2008, and 2007  
(Dollar amounts in thousands, except per share data)  
(Unaudited)

	Common Stock	Additional Capital	Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Treasury Stock	Total
Balance, April 1, 2007	\$ 1,806	\$ 68,003	\$ 242,304	\$ (4,754)	\$ (30,430)	\$ 276,929
Comprehensive income:						
Net income			6,413			6,413
Change in net unrealized gains/(losses) on securities available for-sale				(6,080)		(6,080)
Change in net unrealized gains/ (losses) on retirement plans				111		111
Total comprehensive income/(loss)						444
Cash Dividends, \$.43 per share			(5,665)			(5,665)
Treasury stock purchase					(1,913)	(1,913)
Balance, June 30, 2007	\$ 1,806	\$ 68,003	\$ 243,052	\$ (10,723)	\$ (32,343)	\$ 269,795
Balance, April 1, 2008	\$ 1,806	\$ 68,212	\$ 256,961	\$ 292	\$ (34,043)	\$ 293,228
Comprehensive income:						
Net income			7,143			7,143
Change in net unrealized gains/(losses) on securities available for-sale				(12,872)		(12,872)
Change in net unrealized gains/ (losses) on retirement plans				128		128
Total comprehensive income/(loss)						(5,601)
Cash Dividends, \$.44 per share			(5,763)			(5,763)

Treasury stock purchase					(147)	(147)
Balance, June 30, 2008	\$ 1,806	\$ 68,212	\$ 258,341	\$ (12,452)	\$ (34,190)	\$ 281,717

See accompanying notes.

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FIRST FINANCIAL CORPORATION  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY  
Six Months Ended June 30, 2008, and 2007  
(Dollar amounts in thousands, except per share data)  
(Unaudited)

	Common Stock	Additional Capital	Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Treasury Stock	Total
Balance, January 1, 2007	\$ 1,806	\$ 68,003	\$ 235,967	\$ (5,494)	\$ (29,022)	\$ 271,260
Comprehensive income:						
Net income			12,836			12,836
Change in net unrealized gains/(losses) on securities available for-sale				(5,659)		(5,659)
Change in net unrealized gains/ (losses) on retirement plans				430		430
Total comprehensive income/(loss)						7,607
Adoption of FIN48			(86)			(86)
Cash Dividends, \$.43 per share			(5,665)			(5,665)
Treasury stock purchase					(3,321)	(3,321)
Balance, June 30, 2007	\$ 1,806	\$ 68,003	\$ 243,052	\$ (10,723)	\$ (32,343)	\$ 269,795
Balance, January 1, 2008	\$ 1,806	\$ 68,212	\$ 250,011	\$ (5,181)	\$ (33,156)	\$ 281,692
Comprehensive income:						
Net income			14,093			14,093
Change in net unrealized gains/(losses) on securities available for-sale				(7,527)		(7,527)
Change in net unrealized gains/ (losses) on retirement plans				256		256
Total comprehensive income/(loss)						6,822

Cash Dividends, \$.44 per share				(5,763)			(5,763)
Treasury stock purchase						(1,034)	(1,034)

Balance, June 30, 2008	\$ 1,806	\$ 68,212	\$ 258,341	\$ (12,452)	\$ (34,190)	\$ 281,717
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See accompanying notes.

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

	Six Months Ended June 30,	
	2008	2007
	(Unaudited)	
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Income	\$ 14,093	\$ 12,836
Adjustments to reconcile net income to net cash provided by operating activities:		
Net amortization (accretion) of premiums and discounts on investments	(1,390)	(1,285)
Provision for loan losses	3,660	2,930
Securities (gains) losses	(355)	(20)
Gain on sale of other real estate	(57)	(34)
Depreciation and amortization	1,715	1,767
Other, net	1,892	720
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>19,558</b>	<b>16,914</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Proceeds from sales of securities available-for-sale	355	2,939
Proceeds from sales of restricted stock	2,386	
Calls, maturities and principal reductions on securities available-for-sale	48,722	44,472
Purchases of securities available-for-sale	(108,399)	(95,503)
Loans made to customers, net of repayment	(21,722)	(23,671)
Proceeds from sales of other real estate owned	1,009	1,510
Net change in federal funds sold	(144)	8,668
Additions to premises and equipment	(1,411)	(938)
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>(79,204)</b>	<b>(62,523)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Net change in deposits	81,114	8,136
Net change in short-term borrowings	1,530	15,422
Dividends paid	(5,785)	(5,708)
Purchase of treasury stock	(1,034)	(3,321)
Proceeds from other borrowings	56,000	81,000
Repayments on other borrowings	(61,452)	(56,528)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>70,373</b>	<b>39,001</b>

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NET CHANGE IN CASH AND CASH EQUIVALENTS	10,727	(6,608)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	70,082	77,682
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 80,809	\$ 71,074

See accompanying notes.

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**FIRST FINANCIAL CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The accompanying June 30, 2008 and 2007 consolidated financial statements are unaudited. The December 31, 2007 consolidated financial statements are as reported in the First Financial Corporation (the Corporation) 2007 annual report. The information presented does not include all information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. The following notes should be read together with notes to the consolidated financial statements included in the 2007 annual report filed with the Securities and Exchange Commission as an exhibit to Form 10-K.

**1. Significant Accounting Policies**

The significant accounting policies followed by the Corporation and its subsidiaries for interim financial reporting are consistent with the accounting policies followed for annual financial reporting. All adjustments which are, in the opinion of management, necessary for a fair statement of the results for the periods reported have been included in the accompanying consolidated financial statements and are of a normal recurring nature. The Corporation reports financial information for only one segment, banking. Some items in the prior year financials were reclassified to conform to the current presentation.

**2. Impaired Loans**

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

	(000 s)	
	June 30, 2008	December 31, 2007
Impaired Loans with related allowance for loan losses calculated under SFAS No. 114	\$ 2,415	\$ 2,203
Impaired Loans with no related allowance for loan losses	294	
	\$ 2,709	\$ 2,203

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

**3. Securities**

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

	(000 s)			
	June 30, 2008		December 31, 2007	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
United States Government entity mortgage- backed securities	\$ 350,418	\$ 346,092	\$ 288,742	\$ 289,704
Collateralized Mortgage Obligations	71,495	72,644	76,730	77,174
State and Municipal Obligations	140,611	143,232	142,862	146,515
Corporate Obligations	44,781	38,215	38,010	36,843
Equity Securities	4,825	6,360	4,721	7,784
	\$ 612,130	\$ 606,543	\$ 551,065	\$ 558,020

Gross unrealized losses on investment securities were \$12.5 million and \$11.6 million as of June 30, 2008 and 2007. These losses represent negative adjustments to market value relative to the rate of interest paid on the securities and not losses related to the creditworthiness of the issuer. Management has the intent and ability to hold for the foreseeable future and believes the value will recover as the securities approach maturity or market rates change. Additionally, a significant portion of this relates to collateralized debt obligations that were separately evaluated under EITF 99-20, Recognition of Interest Income and Impairment on Purchased Beneficial Interests and Beneficial Interests that Continue to be Held by a Transferor in Securitized Financial Assets. Based upon our analysis of expected cash flows, we do not believe these investments to be other-than-temporarily impaired as of June 30, 2008.

#### 4. Fair Value

Statement of Financial Accounting Standard ( SFAS ) No. 157 establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) of identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level I prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a reporting entity s own assumptions about the assumptions that market participants would use in pricing an asset or liability.



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The fair value of securities available for sale is determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs) or matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs). The fair value of securities reported using Level 3 inputs include certain investments in bank equities and collateralized debt obligations for which Level 1 and Level 2 inputs are not available.

	(000 s)			
	June 30, 2008			
	Fair Value Measurements Using			Carrying
	Level 1	Level 2	Level 3	Value
Securities available-for-sale	\$ 2,301	\$ 575,836	\$ 28,406	\$ 606,543

The table below presents a reconciliation and income statement classification of gains and losses for all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the six months ended June 30, 2008.

	(000 s)	
	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)	
Beginning Balance	\$	33,745
Total gains or losses (realized/unrealized)		(5,101)
Purchase		0
Settlements		0
Paydowns and Maturities		(238)
Transfers into Level 3		0
Ending Balance	\$	28,406

Changes in unrealized gains and losses recorded in earnings for the six months ended June 30, 2008 for Level 3 assets and liabilities that are still held at June 30, 2008 are immaterial.

All impaired loans disclosed in footnote 2 are valued at Level 3 and have a valuation allowance of \$0.7 million at June 30, 2008. The impact to the provision for loan losses for the six months ending June 30, 2008 is immaterial.

#### 5. Short-Term Borrowings

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

	(000 s)	
	June 30, 2008	December 31, 2007
Federal Funds Purchased	\$ 9,633	\$ 3,032
Repurchase Agreements	18,659	22,656
Note Payable - U.S. Government	569	1,643
	\$ 28,861	\$ 27,331

#### 6. Other Borrowings

Other borrowings at period-end are summarized as follows:

	(000 s)	
	June 30, 2008	December 31, 2007
FHLB Advances	\$ 329,233	\$ 334,685
City of Terre Haute, Indiana economic development revenue bonds	6,600	6,600
	\$ 335,833	\$ 341,285

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	Three Months Ended June 30,				Six Months Ended June 30,			
	(000 s)				(000 s)			
	Pension Benefits		Post-Retirement Health Benefits		Pension Benefits		Post-Retirement Health Benefits	
	2008	2007	2008	2007	2008	2007	2008	2007
Service cost	\$ 758	\$ 768	\$ 31	\$ 29	\$ 1,515	\$ 1,536	\$ 62	\$ 59
Interest cost	727	693	60	77	1,454	1,387	119	155
Expected return on plan assets	(823)	(911)			(1,646)	(1,822)		
Amortization of transition obligation			15	15			30	30
Net amortization of prior service cost	(5)	(5)			(9)	(9)		
Net amortization of net (gain) loss	182	116	3	43	365	231	6	86
Net Periodic Benefit Cost	\$ 839	\$ 661	\$ 109	\$ 164	\$ 1,679	\$ 1,323	\$ 217	\$ 330

**Employer Contributions**

First Financial Corporation previously disclosed in its financial statements for the year ended December 31, 2007 that it expected to contribute \$1.7 and \$1.3 million respectively to its Pension Plan and ESOP and \$185 thousand to the Post Retirement Health Benefits Plan in 2008. Contributions of \$424 thousand have been made through the first six months of 2008 for the Pension Plan. Contributions of \$88 thousand have been made through the first six months of 2008 for the Post Retirement Health Benefits plan.

**8. Unrecognized Tax Benefits**

Unrecognized tax benefits attributable to prior years were reduced by \$134 thousand, including \$29 thousand of interest, during the quarter ended June 30, 2008. The unrecognized tax benefits attributable to prior years has been reduced for the six months ending June 30, 2008 by \$345 thousand, including \$54 thousand of interest. The reversals relates to a recent U.S. Tax Court decision that confirmed that a subsidiary of a bank can deduct the interest expense of tax exempt obligations it has purchased and the completion during the second quarter of an Internal Revenue Service audit through the year 2005.

**9. New accounting standards**

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

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

ITEMS 2. and 3. Management's Discussion and Analysis of Financial Condition and Results of Operations and Quantitative and Qualitative Disclosures About Market Risk

The purpose of this discussion is to point out key factors in the Corporation's recent performance compared with earlier periods. The discussion should be read in conjunction with the financial statements beginning on page three of this report. All figures are for the consolidated entities. It is presumed the readers of these financial statements and of the following narrative have previously read the Corporation's annual report for 2007.

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This Quarterly Report on Form 10-Q contains forward-looking statements. Forward-looking statements provide current expectations or forecasts of future events and are not guarantees of future performance, nor should they be relied upon as representing management's views as of any subsequent date. The forward-looking statements are based on management's expectations and are subject to a number of risks and uncertainties. Although management believes that the expectations reflected in such forward-looking statements are reasonable, actual results may differ materially from those expressed or implied in such statements. Risks and uncertainties that could cause actual results to differ materially include, without limitation, the Corporation's ability to effectively execute its business plans; changes in general economic and financial market conditions; changes in interest rates; changes in the competitive environment; continuing consolidation in the financial services industry; new litigation or changes in existing litigation; losses, customer bankruptcy, claims and assessments; changes in banking regulations or other regulatory or legislative requirements affecting the Corporation's business; and changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board or other regulatory agencies. Additional information concerning factors that could cause actual results to differ materially from those expressed or implied in the forward-looking statements is available in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2007, and subsequent filings with the United States Securities and Exchange Commission (SEC). Copies of these filings are available at no cost on the SEC's Web site at [www.sec.gov](http://www.sec.gov) or on the Corporation's Web site at [www.first-online.com](http://www.first-online.com). Management may elect to update forward-looking statements at some future point; however, it specifically disclaims any obligation to do so.

**Critical Accounting Policies**

Certain of the Corporation's accounting policies are important to the portrayal of the Corporation's financial condition and results of operations, since they require management to make difficult, complex or subjective judgments, some of which may relate to matters that are inherently uncertain. Estimates associated with these policies are susceptible to material changes as a result of changes in facts and circumstances. Facts and circumstances which could affect these judgments include, without limitation, changes in interest rates, in the performance of the economy or in the financial condition of borrowers. Management believes that its critical accounting policies include determining the allowance for loan losses and the valuation of goodwill. See further discussion of these critical accounting policies in the 2007 Annual Report on Form 10-K.

**Summary of Operating Results**

Net income for the three months ended June 30, 2008 was \$7.14 million compared to \$6.41 million for the same period of 2007. Basic earnings per share increased to \$0.55 for the second quarter of 2008 compared to \$0.49 for 2007, a 12.2% increase. Return on Assets and return on Equity were 1.26% and 9.74% respectively, compared to 1.17% and 9.21% for the three months ended June 30, 2007.

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

**Net Interest Income**

The Corporation's primary source of earnings is net interest income, which is the difference between the interest earned on loans and other investments and the interest paid for deposits and other sources of funds. Net interest income increased \$1.4 million in the three months ended June 30, 2008 to \$19.7 million from \$18.6 million in the same period in 2007. The net interest margin for the first six months of 2008 is 3.93% compared to 3.89% for the same period of 2007, a 1.03% increase, driven by a greater decline in the costs of funding than the decline in the income realized on earning assets.

**Non-Interest Income**

Non-interest income for the quarter was \$7.6 million, an increase of 1.5% from the \$7.5 million for the same period of 2007. For the six months ended June 30 2008 non-interest income is increased 3.9% or \$614 thousand to \$16.3 million compared to \$15.7 million for the same period of 2007.

**Non-Interest Expenses**

The Corporation's non-interest expense for the quarter and six months ended June 30, 2008 increased by \$122 thousand, or 0.8% and \$488 thousand or 1.5%, respectively, compared to the same periods in 2007. Income tax expense increased \$33 thousand but the effective tax rate dropped from 27.1% to 25.4% for the six months ended June 30, 2007 compared to 2008. A favorable outcome of a tax examination allowed the recognition of previously

unrecognized tax benefits of \$134 thousand related to tax-exempt interest in the second quarter of 2008 as compared to the same period of 2007.

Allowance for Loan Losses

The Corporation's provision for loan losses increased \$495 thousand for the second quarter of 2008 compared to the same period of 2007. Net charge-offs were lower by \$96 thousand, however, the volume of impaired and non-accrual loans both increased. The allowance for loan losses has increased slightly from 1.06% of gross loans, or \$15.4 million at December 31, 2007 to 1.07% of gross loans, or \$15.6 million at June 30, 2008. Based on management's analysis of the current portfolio, an evaluation that includes consideration of historical loss experience, non-performing loans trends, and probable incurred losses on identified problem loans, management believes the allowance is adequate.

**Table of Contents****Non-performing Loans**

Non-performing loans consist of (1) non-accrual loans on which the ultimate collectability of the full amount of interest is uncertain, (2) loans which have been renegotiated to provide for a reduction or deferral of interest or principal because of a deterioration in the financial position of the borrower, and (3) loans past due ninety days or more as to principal or interest. A summary of non-performing loans at June 30, 2008 and December 31, 2007 follows:

	(000 \$)	
	June 30, 2008	December 31, 2007
Non-accrual loans	\$ 9,345	\$ 7,971
Restructured loans	102	50
Accruing loans past due over 90 days	2,758	4,462
	\$ 12,205	\$ 12,483

Ratio of the allowance for loan losses as a percentage of non-performing loans

127%

123%

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

	(000 \$)	
	June 30, 2008	December 31, 2007
Non-accrual loans		
1-4 family residential	\$ 2,512	\$ 2,574
Commercial loans	5,420	3,938
Installment loans	1,413	1,459
	\$ 9,345	\$ 7,971
Past due 90 days or more		
1-4 family residential	\$ 848	\$ 1,230
Commercial loans	1,230	2,795
Installment loans	680	437
	\$ 2,758	\$ 4,462

**Interest Rate Sensitivity and Liquidity**

First Financial Corporation has established risk measures, limits and policy guidelines for managing interest rate risk and liquidity. Responsibility for management of these functions resides with the Asset Liability Committee. The primary goal of the Asset Liability Committee is to maximize net interest income within the interest rate risk limits approved by the Board of Directors.

**Interest Rate Risk**

Management considers interest rate risk to be the Corporation's most significant market risk. Interest rate risk is the exposure to changes in net interest income as a result of changes in interest rates. Consistency in the Corporation's net interest income is largely dependent on the effective management of this risk.

The Asset Liability position is measured using sophisticated risk management tools, including earning simulation and market value of equity sensitivity analysis. These tools allow management to quantify and monitor both short-term and long-term exposure to interest rate risk. Simulation modeling measures the effects of changes in interest rates, changes in the shape of the yield curve and the effects of embedded options on net interest income. This measure projects earnings in the various environments over the next three years. It is important to note that measures of interest rate risk have limitations and are dependent on various assumptions. These assumptions are inherently uncertain and, as a result, the model cannot precisely predict the impact of interest rate fluctuations on net interest income. Actual results will differ from simulated results due to timing, frequency and amount of interest rate changes as well as overall market conditions. The Committee has performed a thorough analysis of these assumptions and believes them to be valid and theoretically sound. These assumptions are continuously monitored for behavioral changes. The Corporation from time to time utilizes derivatives to manage interest rate risk. Management continuously evaluates the merits of such interest rate risk products but does not anticipate the use of such products to become a major part of the Corporation's risk management strategy.



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The table below shows the Corporation's estimated sensitivity profile as of June 30, 2008. The change in interest rates assumes a parallel shift in interest rates of 100 and 200 basis points. Given a 100 basis point increase in rates, net interest income would decrease 0.77% over the next 12 months and increase 0.74% over the following 12 months. Given a 100 basis point decrease in rates, net interest income would increase 0.60% over the next 12 months and decrease 1.13% over the following 12 months. These estimates assume all rate changes occur overnight and management takes no action as a result of this change.

Basis Point Interest Rate Change	Percentage Change in Net Interest Income		
	12 months	24 months	36 months
Down 200	-0.20%	-4.21%	-7.12%
Down 100	0.60	-1.13	-2.50
Up 100	-0.77	0.74	2.06
Up 200	-2.82	-0.08	2.50

Typical rate shock analysis does not reflect management's ability to react and thereby reduce the effect of rate changes, and represents a worst-case scenario.

**Liquidity Risk**

Liquidity is measured by each bank's ability to raise funds to meet the obligations of its customers, including deposit withdrawals and credit needs. This is accomplished primarily by maintaining sufficient liquid assets in the form of investment securities and core deposits. The Corporation has \$15.1 million of investments that mature throughout the coming 12 months. The Corporation also anticipates \$57.4 million of principal payments from mortgage-backed securities. Given the current rate environment, the Corporation anticipates \$23.7 million in securities to be called within the next 12 months. With these sources of funds, the Corporation currently anticipates adequate liquidity to meet the expected obligations of its customers.

**Financial Condition**

Comparing the second quarter of 2008 to the same period in 2007, loans, including credit card loans held-for-sale, net of unearned discount are up 3.43% or \$48.4 million. Deposits are up \$100.0 million at June 30, 2008, a 6.6% increase from the balances at the same time in 2007. Shareholders' equity increased \$11.9 million. This financial performance increased book value per share 4.9% to \$21.51 at June 30, 2008 from \$20.50 at June 30, 2007. Book value per share is calculated by dividing the total shareholders' equity by the number of shares outstanding.

**Capital Adequacy**

As of June 30, 2008, the most recent notification from the respective regulatory agencies categorized the subsidiary banks as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized the banks must maintain minimum total risk-based, Tier I risk-based and Tier I leverage ratios as set forth in the table. There are no conditions or events since that notification that management believes have changed the bank's category. Below are the capital ratios for the Corporation and lead bank.

	June 30, 2008	December 31, 2007
Total risk-based capital		
Corporation	18.13%	18.18%
First Financial Bank	18.05%	18.13%
Tier I risk-based capital		
Corporation	17.20%	17.22%
First Financial Bank	17.26%	17.33%
Tier I leverage capital		
Corporation	12.58%	12.44%

First Financial Bank

12.54%

12.60%

**Table of Contents****ITEM 4. Controls and Procedures**

First Financial Corporation's management is responsible for establishing and maintaining effective disclosure controls and procedures, as defined under Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934. As of June 30, 2008, an evaluation was performed under the supervision and with the participation of management, including the principal executive officer and principal financial officer, of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures. Based on that evaluation, management, including the principal executive officer and principal financial officer, concluded that the Corporation's disclosure controls and procedures as of June 30, 2008 were effective in ensuring material information required to be disclosed in this Quarterly Report on Form 10-Q was recorded, processed, summarized, and reported on a timely basis. Additionally, there was no change in the Corporation's internal control over financial reporting that occurred during the quarter ended June 30, 2008 that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting.

**PART II Other Information****ITEM 1. Legal Proceedings.**

There are no material pending legal proceedings, other than routine litigation incidental to the business of the Corporation or its subsidiaries, to which the Corporation or any of the subsidiaries is a party or of which any of their respective property is subject. Further, there is no material legal proceeding in which any director, officer, principal shareholder, or affiliate of the Corporation or any of its subsidiaries, or any associate of such director, officer, principal shareholder or affiliate is a party, or has a material interest, adverse to the Corporation or any of its subsidiaries.

**ITEM 1A. Risk Factors.**

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

**ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

(a) None.

(b) Not applicable.

(c) Purchases of Equity Securities

The Corporation periodically acquires shares of its common stock directly from shareholders in individually negotiated transactions. The Corporation has not adopted a formal policy or adopted a formal program for repurchases of shares of its common stock. Following is certain information regarding shares of common stock purchased by the Corporation during the quarter covered by this report.

	(a) Total Number Of Shares Purchased	(b) Average Price Paid Per Share	(c) Total Number Of Shares Purchased As Part Of Publicly Announced Plans Or Programs *	(c) Maximum Number Of Shares That May Yet Be Purchased *
April 1 30, 2008	5,000	29.50	N/A	N/A
May 1 31, 2008			N/A	N/A
June 1 30, 2008			N/A	N/A
Total	5,000	29.50	N/A	N/A

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

ITEM 3. Defaults upon Senior Securities.

Not applicable.

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

(a) The Annual Meeting of the shareholders of the Corporation was held on April 16, 2008.

(b) The following were elected Directors of the Corporation for a three year term as follows:

	Votes for	Votes Against	Abstentions
B. Guille Cox, Jr.	11,072,421	130,927	146,113
Anton H. George	11,063,438	139,910	146,113
Gregory L. Gibson	11,088,198	115,150	146,113
Virginia L. Smith	11,061,218	142,130	146,113

The following individual s terms as directors continued after the meeting: B. Guille Cox, Jr., Thomas T. Dinkel, Anton H. George, Gregory Gibson, Norman L. Lowery, Patrick O Leary and Virginia L. Smith.

(c) At the annual meeting, the items for consideration were the election of the four directors and to ratify the appointment of Crowe Chizek and Company LLC as the independent registered public accounting firm of the Corporation for the fiscal year ending December 31, 2008. The votes to ratify appointment of Crowe Chizek and Company LLC were 11,103,832 voted for, 13,761 votes against and 231,868 vote abstentions. The vote tabulations for the election of such Directors is set forth above.

(d) Not applicable.

**ITEM 5. Other Information.**

Not applicable.

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ITEM 6. Exhibits.

Exhibit No.:	Description of Exhibit:
3.1	Amended and Restated Articles of Incorporation of First Financial Corporation, incorporated by reference to Exhibit 3(i) of the Corporation's Form 10-Q filed for the quarter ended September 30, 2002.
3.2	Code of By-Laws of First Financial Corporation, incorporated by reference to Exhibit 3(ii) of the Corporation's Form 10-Q filed for the quarter ended September 30, 2002.
10.1	Employment Agreement for Norman L. Lowery, dated April 14, 2008 and effective January 1, 2008, incorporated by reference to Exhibit 10.1 of the Corporation Form 10-Q filed for the quarter ended March 31, 2008.
10.2	2001 Long-Term Incentive Plan of First Financial Corporation, incorporated by reference to Exhibit 10.3 of the Corporation's Form 10-Q filed for the quarter ended September 30, 2002.
10.3	2008 Schedule of Director Compensation, incorporated by reference to Exhibit 10.3 of the Corporation's Form 10-K filed for the fiscal year ended December 31, 2007.
10.4	2008 Schedule of Named Executive Officer Compensation, incorporated by reference to the Corporation's Form 10-K filed for the fiscal year ended December 31, 2007.
31.1	Sarbanes-Oxley Act 302 Certification for Quarterly Report on Form 10-Q for the quarter ended June 30, 2008 by Principal Executive Officer, dated August 1, 2008
31.2	Sarbanes-Oxley Act 302 Certification for Quarterly Report on Form 10-Q for the quarter ended June 30, 2008 by Principal Financial Officer, dated August 1, 2008.
32.1	Certification, dated August 1, 2008, of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2005 on Form 10-Q for the quarter ended June 30, 2008.

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**SIGNATURES**

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

**FIRST FINANCIAL CORPORATION**

(Registrant)

Date: August 1, 2008

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

Date: August 1, 2008

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

Date: August 1, 2008

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

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*Exhibit Index*

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