SOUTHEASTERN BANKING CORP
Form 10-Q
May 15, 2006
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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 March 31, 2006

Commission File Number 2-83157

SOUTHEASTERN BANKING CORPORATION

(Exact name of registrant as specified in its charter)

Georgia	**58-1423423**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**

P. O. Box 455, 1010 Northway, Darien, Georgia 31305

(Address of principal executive offices) (Zip Code)

(912) 437-4141

(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 shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.   Yes x   No ¨

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

Large accelerated filer ¨   Accelerated filer ¨   Non-accelerated filer x

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

As of April 30, 2006, 3,235,002 shares of the registrant s common stock, par value $1.25 per share, were outstanding.

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Item I - Financial Statements

Southeastern Banking Corporation

Consolidated Balance Sheets

	(Unaudited) March 31, 2006	December 31, 2005
Assets		
Cash and due from banks	**$ 21,187,676**	$ 21,587,266
Federal funds sold	**3,576,000**	15,003,000
Cash and cash equivalents	**24,763,676**	36,590,266
Investment securities		
Available-for-sale, at market value	**87,017,996**	82,791,294
Held-to-maturity (market value of approximately $34,184,000 and $35,381,000 at March 31, 2006 and December 31, 2005)	**33,911,819**	34,584,741
Total investment securities	**120,929,815**	117,376,035
Loans, gross	**233,208,982**	223,947,365
Unearned income	**(135,999)**	(155,731)
Allowance for loan losses	**(4,279,711)**	(4,311,007)
Loans, net	**228,793,272**	219,480,627
Premises and equipment, net	**9,127,066**	8,817,550
Intangible assets	**550,151**	564,704
Other assets	**5,769,001**	5,861,990
Total Assets	**$ 389,932,981**	$ 388,691,172
Liabilities and Shareholders Equity		
Liabilities		
Deposits		
Noninterest-bearing deposits	**$ 85,155,397**	$ 79,750,623
Interest-bearing deposits	**246,653,582**	249,050,465
Total deposits	**331,808,979**	328,801,088
U. S. Treasury demand note	**310,581**	1,355,559
Federal Home Loan Bank advances	**5,000,000**	5,000,000
Other liabilities	**2,466,619**	4,133,625
Total liabilities	**339,586,179**	339,290,272
Shareholders Equity		
Common stock ($1.25 par value; 10,000,000 shares authorized; 3,580,797 shares issued; 3,235,002 shares outstanding)	**4,475,996**	4,475,996
Additional paid-in-capital	**1,391,723**	1,391,723

Retained earnings	**52,171,344**	50,977,998
Treasury stock, at cost (345,795 shares)	**(6,757,073)**	(6,757,073)
Realized shareholders equity	**51,281,990**	50,088,644
Accumulated other comprehensive loss	**(935,188)**	(687,744)
Total shareholders equity	**50,346,802**	49,400,900
Total Liabilities and Shareholders Equity	**$ 389,932,981**	$ 388,691,172

See accompanying notes to consolidated financial statements.

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Southeastern Banking Corporation

Consolidated Statements of Income

(Unaudited)

Three Months Ended March 31,	**2006**	**2005**
Interest income		
Loans, including fees	**$ 4,831,084**	$ 3,947,403
Federal funds sold	**86,998**	145,065
Investment securities		
Taxable	**953,843**	908,445
Tax-exempt	**333,841**	372,871
Other assets	**15,828**	11,013
Total interest income	**6,221,594**	5,384,797
Interest expense		
Deposits	**1,278,681**	902,750
Federal funds purchased	**1,147**	
U. S. Treasury demand note	**5,123**	3,388
Federal Home Loan Bank advances	**74,000**	74,000
Total interest expense	**1,358,951**	980,138
Net interest income	**4,862,643**	4,404,659
Provision for loan losses	**59,500**	93,333
Net interest income after provision for loan losses	**4,803,143**	4,311,326
Noninterest income		
Service charges on deposit accounts	**582,950**	544,187
Other operating income	**286,745**	304,404
Total noninterest income	**869,695**	848,591
Noninterest expense		
Salaries and employee benefits	**1,984,262**	1,910,351
Occupancy and equipment, net	**634,943**	642,401
Other operating expense	**669,257**	624,924
Total noninterest expense	**3,288,462**	3,177,676
Income before income tax expense	**2,384,376**	1,982,241
Income tax expense	**754,304**	603,322
Net income	**$ 1,630,072**	$ 1,378,919
Basic earnings per common share	**$ 0.50**	$ 0.42
Weighted average common shares outstanding	**3,235,002**	3,304,149

See accompanying notes to consolidated financial statements.

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Southeastern Banking Corporation

Consolidated Statements of Shareholders Equity

(Unaudited)

	Common Stock	*Additional Paid-In Capital*	*Retained Earnings*	*Treasury Stock*	*Accumulated Other Comprehensive Income (Loss)*	*Total*
Balance, December 31, 2004	$ 4,475,996	$ 1,391,723	$ 47,828,636	$ (4,815,629)	$ 361,035	$ 49,241,761
Comprehensive income:						
Net income			1,378,919			1,378,919
Other comprehensive loss, net of tax effect of $336,846:						
Change in unrealized gains (losses) on available-for-sale securities					(653,878)	(653,878)
Total comprehensive income						725,041
Cash dividends declared ($0.13 per share)			(429,540)			(429,540)
Balance, March 31, 2005	$ 4,475,996	$ 1,391,723	$ 48,778,015	$ (4,815,629)	$ (292,843)	$ 49,537,262
Balance, December 31, 2005	$ 4,475,996	$ 1,391,723	$ 50,977,998	$ (6,757,073)	$ (687,744)	$ 49,400,900
Comprehensive income:						
Net income			**1,630,072**			**1,630,072**
Other comprehensive loss, net of tax effect of $127,471:						
Change in unrealized losses on available-for-sale securities					**(247,444)**	**(247,444)**
Total comprehensive income						**1,382,628**
Cash dividends declared ($0.13 1/2 per share)			**(436,726)**			**(436,726)**
Balance, March 31, 2006	**$ 4,475,996**	**$ 1,391,723**	**$ 52,171,344**	**$ (6,757,073)**	**$ (935,188)**	**$ 50,346,802**

See accompanying notes to consolidated financial statements.

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Southeastern Banking Corporation

Consolidated Statements of Cash Flows

(Unaudited)

Three Months Ended March 31,	**2006**	**2005**
Operating activities		
Net income	**$ 1,630,072**	$ 1,378,919
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	**59,500**	93,333
Depreciation	**154,011**	215,593
Amortization and accretion, net	**37,017**	80,520
Net gains on sales of other real estate	**(3,820)**	(24,018)
Changes in assets and liabilities:		
Decrease (increase) in other assets	**152,563**	(38,961)
(Decrease) increase in other liabilities	**(65,681)**	9,865
Net cash provided by operating activities	**1,963,662**	1,715,251
Investing activities		
Principal collections and maturities of investment securities:		
Available-for-sale	25,401,910	32,993,122
Held-to-maturity	1,365,000	682,000
Proceeds from sales of available-for-sale investment securities		4,373,125
Purchases of available-for-sale investment securities	**(29,992,817)**	(40,877,984)
Purchases of held-to-maturity investment securities	**(720,000)**	(456,602)
Net (increase) decrease in loans	**(9,338,000)**	175,457
Proceeds from sales of other real estate	**32,320**	134,377
Capital expenditures, net	**(463,527)**	(234,857)
Net cash used in investing activities	**(13,715,114)**	(3,211,362)
Financing activities		
Net increase in deposits	**3,007,891**	2,401,319
Net decrease in U. S. Treasury demand note	**(1,044,978)**	(468,361)
Dividends paid	**(2,038,051)**	(2,065,094)
Net cash used in financing activities	**(75,138)**	(132,136)
Net decrease in cash and cash equivalents	**(11,826,590)**	(1,628,247)
Cash and cash equivalents at beginning of period	**36,590,266**	49,041,519
Cash and cash equivalents at end of period	**$ 24,763,676**	$ 47,413,272
Supplemental disclosure		
Cash paid during the period		
Interest	**$ 1,362,804**	$ 1,016,261
Noncash investing and financing activities		
Real estate acquired through foreclosure	**8,511**	196,799
Loans made in connection with sales of foreclosed real estate	**42,655**	221,758

See accompanying notes to consolidated financial statements.

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Southeastern Banking Corporation

Notes to Consolidated Financial Statements

(Unaudited)

1. Accounting and Reporting Policy for Interim Periods

The accompanying unaudited consolidated financial statements of Southeastern Banking Corporation (the Company) have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information. These statements do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statement presentation. In the opinion of management, all adjustments necessary for a fair presentation have been made. These adjustments, consisting of normal, recurring accruals, include estimates for various fringe benefits and other transactions normally determined or settled at year-end. Operating results for the three months ended March 31, 2006 are not necessarily indicative of trends or results to be expected for the full year 2006. For further information, refer to the consolidated financial statements and related notes included in the Company s Annual Report on Form 10-K for the year ended December 31, 2005. There have been no significant changes to the Company s Accounting Policies as disclosed in the 2005 Form 10-K.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.

This Analysis should be read in conjunction with the 2005 Annual Report on Form 10-K and the consolidated financial statements & related notes on pages 3 7 of this quarterly filing. The Company s accounting policies, which are described in detail in Form 10-K, are integral to understanding the results reported. The Company s accounting policies require management s judgment in valuing assets, liabilities, commitments, and contingencies. A variety of factors could affect the ultimate value that is obtained when earning income, recognizing an expense, recovering an asset, or relieving a liability. This Analysis contains forward-looking statements with respect to business and financial matters. Actual results may vary significantly from those contained in these forward-looking statements. See the section entitled Forward-Looking Statements within this Analysis.

Description of Business

Southeastern Banking Corporation (the Company), with assets exceeding $389,900,000, is a financial services company with operations in southeast Georgia and northeast Florida. Southeastern Bank (SEB), the Company s principal subsidiary, offers a full line of commercial and retail services to meet the financial needs of its customer base through its sixteen branch locations and ATM network. Services offered include traditional deposit and credit services, long-term mortgage originations, and credit cards. SEB also offers 24-hour delivery channels, including internet and telephone banking, and through an affiliation with Raymond James Financial Services, provides insurance agent and investment brokerage services.

Financial Condition

Consolidated assets totaled $389,932,981 at March 31, 2006, up $1,241,809 or 0.32% from year-end 2005. Asset growth was concentrated in the loan portfolio, particularly real estate construction balances. Specifically, loans grew $9,312,645 or 4.24% and investment securities, $3,553,780; federal funds sold declined $11,427,000. Loans comprised approximately 65%, investment securities, 34%, and federal funds sold, 1%, of earning assets at March 31, 2006 versus 63%, 33%, and 4% at December 31, 2005. Overall, earning assets continued to approximate 91% of total assets at March 31, 2006. During the year-earlier period, total assets declined $1,378,910 or 0.34%. A decline in federal funds sold was the main factor in the 2005 results. Refer to the Liquidity section of this Analysis for details on deposits and other funding sources.

Investment Securities

On a carrying value basis, investment securities grew $3,553,780 or 3.03% since December 31, 2005. Purchases of securities during the three-month period, including short-term securities with original maturities of 90 days or less, approximated $30,713,000, and redemptions, $26,767,000. The effective repricing of redeemed securities impacts current and future earnings results; refer to the Interest Rate and Market Risk/Interest Rate Sensitivity and Operations sections of this Analysis for more details. In conjunction with asset/liability management, the Company continues to increase its proportionate holdings of mortgage-backed securities, corporates, and municipals when feasible to reduce its exposure to Agency securities with call features. At March 31, 2006, mortgage-backed securities, corporates, and municipals comprised 22%, 8%, and 28% of the portfolio. Overall, securities comprised 34% of earning assets at March 31, 2006, up 100 basis points from year-end 2005 levels. The portfolio yield approximated 4.88% in 2006 year-to-date.

Management believes the credit quality of the investment portfolio remains sound, with 64.17% of the carrying value of debt securities being backed by the U.S. Treasury or other U.S. Government-sponsored agencies at March 31, 2006. The weighted average life of the portfolio approximated 3.0 years at

March 31, 2006. The amortized cost and estimated fair value of investment securities are delineated in the table below:

Investment Securities by Category March 31, 2006 ***(In thousands)***	***Amortized Cost***	***Unrealized Gains***	***Unrealized Losses***	***Fair Value***
Available-for-sale:				
U. S. Government agencies	**$ 51,653**	$	$ 865	**$ 50,788**
Mortgage-backed securities	**27,619**	48	853	**26,814**
Corporates	**9,163**	298	45	**9,416**
	88,435	346	1,763	**87,018**
Held-to-maturity:				
States and political subdivisions	**33,912**	571	299	**34,184**
Total investment securities	**$ 122,347**	$ 917	$ 2,062	**$ 121,202**

As shown, the market value of the securities portfolio reflected $1,144,873 in net unrealized losses at March 31, 2006; refer to the Capital Adequacy section of this Analysis for more details on investment securities and related fair value. The Company does not have a concentration in the obligations of any issuer other than the U.S. Government and its agencies.

Loans

Loans, net of unearned income, grew 4.15% or $9,281,349 at March 31, 2006 compared to year-end 2005. The net loans to deposits ratio aggregated 70.24% at March 31, 2006 versus 68.06% at December 31, 2005, and 63.88% a year ago. An $11,181,758 or 9.11% increase in real estate construction and residential mortgage loans, particularly construction loans, was the primary factor in the 2006 results. The majority of the growth within the construction portfolio was residential in nature and concentrated in the Company s coastal markets. Most of the loans in the real estate construction portfolio are preparatory to customers attainment of permanent financing or developer s sale and are, by nature, short-term and somewhat cyclical; swings in these account balances are normal and to be expected. Although the Company, like peer institutions of similar size, originates permanent mortgages for new construction, it traditionally does not hold or service long-term mortgage loans for its own portfolio. Rather, permanent mortgages are typically brokered through a mortgage underwriter or government agency. The Company receives mortgage origination fees for its participation in these origination transactions; refer to the disclosures provided under Results of Operations for more details. Reversing 2005 declines, consumer loans grew $3,600,332 at March 31, 2006 compared to year-end 2005; these loans comprised 8% of the total portfolio at March 31, 2006. Overall, the commercial portfolio fell $5,520,471 or 6.40% at March 31, 2006 compared to December 31, 2005. Nonfarm real estate, governmental, and other commercial/industrial loans within the commercial portfolio fell $2,330,472, $403,984, and $6,661,871; agricultural loans grew $3,875,856. Commercial balances are projected to improve during the remainder of 2006.

Despite economic uncertainties within the Company s markets, management is optimistic that loan volumes will continue to grow in 2006. Managerial strategies to increase loan production include continuing competitive pricing on loan products, development of additional loan relationships, and purchase of loan participations from correspondent banks, all without compromising portfolio quality. Additionally, real estate financing in the Company s coastal markets is expected to remain strong. During the same period in 2005, net loans declined $236,245. Pay-downs on large commercial loans was the primary factor in the 2005 results. Loans outstanding are presented by type in the table on the next page.

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Loans by Category (In thousands)	**March 31, 2006**	December 31, 2005	March 31, 2005
Commercial, financial, and agricultural[1]	**$ 80,735**	$ 86,256	$ 84,004
Real estate construction[3]	**95,751**	64,549	62,408
Real estate residential mortgage[2,3]	**38,196**	58,215	56,317
Consumer, including credit cards	**18,527**	14,927	15,735
Loans, gross	**233,209**	223,947	218,464
Unearned income	**136**	156	196
Loans, net	**$ 233,073**	$ 223,791	$ 218,268

1 Includes obligations of states and political subdivisions.
2 Typically have final maturities of 15 years or less.
3 To comply with regulatory guidelines, certain loans that formerly would have been classified as real estate-mortgage are now being coded as real estate-construction. Comparable loans from prior periods have not been reclassified to reflect this change. The majority of real estate-construction loans are residential in nature.

Although the Company s loan portfolio is diversified, significant portions of its loans are collateralized by real estate. At March 31, 2006, real estate loans exceeded $182,624,000, and commitments to extend credit on such loans approximated $27,695,000. As required by policy, real estate loans are collateralized based on certain loan-to-appraised value ratios. A geographic concentration in loans arises given the Company s operations within a regional area of southeast Georgia and northeast Florida. On an aggregate basis, commitments to extend credit and standby letters of credit approximated $47,490,000 at March 31, 2006; because a substantial amount of these contracts expire without being drawn upon, total contractual amounts do not represent future credit exposure or liquidity requirements. The Company has not funded or incurred any losses on letters of credit in 2006 year-to-date.

Nonperforming Assets

Nonperforming assets consist of nonaccrual loans, restructured loans, and foreclosed real estate and other assets. Overall, nonperforming assets approximated $1,243,000 at March 31, 2006, down $251,000 or 16.80% from year-end 2005 and 1.27% from March 31, 2005. As a percent of total assets, nonperforming assets totaled 0.32% at March 31, 2006 versus 0.38% at year-end 2005 and 0.32% a year ago. No material credits have been transferred or removed from nonaccrual status during 2006 year-to-date. Industry or individual concentrations within nonaccrual balances at March 31, 2006 included:

a) Industry concentrations: Approximately 20% or $223,000 of nonaccrual balances at March 31, 2006 pertained to the shrimping industry. Collateral held varies but includes real estate and commercial fishing vessels. Management considers the allowance sufficient to absorb any additional losses that may result from these loans.

b) Individual concentrations: At March 31, 2006, nonaccrual balances also included loans to one other borrower averaging $88,000. Due to the underlying collateral coverage, no significant losses, if any, are expected on this balance.

Refer to the subsection entitled Policy Note for criteria used by management in classifying loans as nonaccrual. The allowance for loan losses approximated 3.91X the nonperforming loans balance at March 31, 2006 versus 3.35X at year-end 2005 and 4.36X a year ago. The modest decline in foreclosed real estate was due to normal foreclosure and sales activity. Management is unaware of any other material developments in nonperforming assets at March 31, 2006 that should be presented or otherwise discussed.

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Loans past due 90 days or more approximated $507,000, or less than 1% of net loans, at March 31, 2006. Management is unaware of any material concentrations within these past due balances. The table below provides further information about nonperforming assets and loans past due 90 plus days:

Nonperforming Assets (In thousands)	**March 31, 2006**	**December 31, 2005**	**March 31, 2005**
Nonaccrual loans:			
Commercial, financial, and agricultural	**$ 247**	$ 327	$ 212
Real estate construction[3]	**146**	33	60
Real estate mortgage[3]	**420**	818	557
Consumer, including credit cards	**282**	107	117
Total nonaccrual loans	**1,095**	$ 1,285	946
Restructured loans[1]			
Total nonperforming loans	**1,095**	$ 1,285	946
Foreclosed real estate[2]	**124**	187	259
Other repossessed assets	**24**	22	54
Total nonperforming assets	**$ 1,243**	$ 1,494	$ 1,259
Accruing loans past due 90 days or more	**$ 507**	$ 579	$ 797
Ratios:			
Nonperforming loans to net loans	**0.47%**	0.57%	0.43%
Nonperforming assets to net loans plus foreclosed/repossessed assets	**0.53%**	0.67%	0.58%

1 Does not include restructured loans that yield a market rate.
2 Includes only other real estate acquired through foreclosure or in settlement of debts previously contracted.
3 To comply with regulatory guidelines, certain loans that formerly would have been classified as real estate-mortgage are now being coded as real estate-construction. Comparable loans from prior periods have not been reclassified to reflect this change. The majority of real estate-construction loans are residential in nature.

Policy Note. Loans classified as nonaccrual have been placed in nonperforming, or impaired, status because the borrower s ability to make future principal and/or interest payments has become uncertain. The Company considers a loan to be nonaccrual with the occurrence of any one of the following events: a) interest or principal has been in default 90 days or more, unless the loan is well-collateralized and in the process of collection; b) collection of recorded interest or principal is not anticipated; or c) income on the loan is recognized on a cash basis due to deterioration in the financial condition of the borrower. Smaller balance consumer loans are generally not subject to the above-referenced guidelines and are normally placed on nonaccrual status or else charged-off when payments have been in default 90 days or more. Nonaccrual loans are reduced to the lower of the principal balance of the loan or the market value of the underlying real estate or other collateral net of selling costs. Any impairment in the principal balance is charged against the allowance for loan losses. Accrued interest on any loan placed on nonaccrual status is reversed. Interest income on nonaccrual loans, if subsequently recognized, is recorded on a cash basis. No interest is subsequently recognized on nonaccrual (or former nonaccrual) loans until all principal has been collected. Loans are classified as restructured when either interest or principal has been reduced or deferred because of deterioration in the borrower s financial position. Foreclosed real estate represents real property acquired by foreclosure or directly by title or deed transfer in settlement of debt. Provisions for subsequent devaluations of foreclosed real estate are charged to operations, while costs associated with improving the properties are generally capitalized.

Allowance for Loan Losses

The Company continuously reviews its loan portfolio and maintains an allowance for loan losses available to absorb losses inherent in the portfolio. The three-month provision for loan losses at March 31, 2006

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totaled $59,500, and net charge-offs, $90,796. The comparable provision and charge-off amounts at March 31, 2005 were $93,333 and $100,372. Net charge-offs represented 0.16% of average loans at March 31, 2006 compared to 0.18% at March 31, 2005 and 0.23% in 2004. No single charge-off exceeded $65,000 at March 31, 2006. The Company is committed to the early recognition of problem loans and to an appropriate and adequate level of allowance. The adequacy of the allowance is further discussed in the next subsection of this Analysis. Activity in the allowance is presented in the table below:

Allowance for Loan Losses

Three Months Ended March 31, (Dollars in thousands)	**2006**	**2005**	**2004**
Allowance for loan losses at beginning of year	**$ 4,311**	$ 4,134	$ 3,833
Provision for loan losses	**60**	93	204
Charge-offs:			
Commercial, financial, and agricultural	**64**	71	40
Real estate construction			12
Real estate mortgage	**23**	15	24
Consumer, including credit cards	**46**	75	98
Total charge-offs	**133**	161	174
Recoveries:			
Commercial, financial, and agricultural	**3**	10	2
Real estate construction			
Real estate mortgage	**5**	3	15
Consumer, including credit cards	**34**	48	41
Total recoveries	**42**	61	58
Net charge-offs	**91**	100	116
Allowance for loan losses at end of period	**$ 4,280**	$ 4,127	$ 3,921
Net loans outstanding[1] at end of period	**$ 233,073**	$ 218,268	$ 200,032
Average net loans outstanding[1] at end of period	**$ 227,258**	$ 216,733	$ 203,256
Ratios:			
Allowance to net loans	**1.84%**	1.89%	1.96%
Net charge-offs to average loans[2]	**0.16%**	0.18%	0.23%
Provision to average loans[2]	**0.11%**	0.17%	0.40%
Recoveries to total charge-offs	**31.58%**	37.89%	33.33%

1 Net of unearned income

2 Annualized.

The Company prepares a comprehensive analysis of the allowance for loan losses at least quarterly. SEB s Board of Directors is responsible for affirming the allowance methodology and assessing the general and specific allowance factors in relation to estimated and actual net charge-off trends. The allowance for loan losses consists of three elements: a) specific allowances for individual loans; b) general allowances for loan pools based on historical loan loss experience and current trends; and c) allowances based on economic conditions and other risk factors in the Company s markets. The specific allowance is based on a regular analysis of classified loans where the internal risk ratings are below a predetermined classification. The specific allowance established for these classified loans is based on a careful analysis of probable and potential sources of repayment, including cash flow, collateral value, and guarantor capacity. The general allowance is determined by the mix of loan products within the portfolio, an internal loan grading process, and associated allowance factors. These general allowance factors are updated at least annually and are based on a statistical loss analysis and current loan charge-off trends. The loss analysis examines loss experience for loan portfolio segments in relation to internal

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loan grades. Charge-off trends are analyzed for homogeneous loan categories (e.g., residential real estate, consumer loans, etc.). While formal loss and charge-off trend analyses are conducted annually, the Company continually monitors credit quality in all portfolio segments and revises the general allowance factors whenever necessary in order to address improving or deteriorating credit quality trends or specific risks associated with a given loan category. The third element, comprised of economic conditions, concentrations, and other risk factors, is based on marketplace conditions and/or events that may affect loan repayment in the near-term. This element requires a high degree of managerial judgment to anticipate the impact that economic trends, legislative or governmental actions, or other unique market and/or portfolio issues will have on credit losses. Consideration of other risk factors typically includes such issues as recent loss experience in specific portfolio segments, trends in loan quality, changes in market focus, and concentrations of credit. These factors are based on the influence of current external variables on portfolio risk, so there will typically be some movement between this element and the specific allowance component during various stages of the economic cycle. Because of their subjective nature, these risk factors are carefully reviewed by management and revised as conditions indicate. Based on its analyses, management believes the allowance was adequate at March 31, 2006.

Other Commitments

Other than construction of a permanent branch building to replace the temporary facility in Brunswick, Georgia, renovation of other SEB offices, and the purchase of new core banking software, the Company had no material plans or commitments for capital expenditures as of March 31, 2006. Estimated remaining costs associated with new construction and renovations in progress at March 31, 2006 were $2,400,000; remaining costs associated with the new operating system, which will include both teller and deposit platforms, approximate $450,000.

Liquidity

Liquidity is managed to ensure sufficient cash flow to satisfy demands for credit, deposit withdrawals, and other corporate needs. The Company s sources of funds include a large, stable deposit base and secured advances from the Federal Home Loan Bank. Additional liquidity is provided by payments and maturities, including both principal and interest, of the loan and investment securities portfolios. At March 31, 2006, loans[1] and investment securities with carrying values exceeding $122,685,000 and $13,211,000 were scheduled to mature in one year or less. The investment portfolio has also been structured to meet liquidity needs prior to asset maturity when necessary. The Company s liquidity position is further strengthened by its access, on both a short- and long-term basis, to other local and regional funding sources.

Funding sources primarily comprise customer-based core deposits but also include borrowed funds and cash flows from operations. Customer-based core deposits, the Company s largest and most cost-effective source of funding, comprised 92% of the funding base at March 31, 2006, virtually unchanged from 2005 levels. Borrowed funds, which variously encompass U.S. Treasury demand notes, federal funds purchased, and FHLB advances, totaled $5,310,581 at March 31, 2006 versus $6,355,559 at year-end 2005. More specifically, the maximum amount of U.S. Treasury demand notes available to the Company at March 31, 2006 totaled $3,000,000, of which $310,581 was outstanding. Unused borrowings under unsecured federal funds lines of credit from other banks, each with varying terms and expiration dates, totaled $23,000,000. Additionally, under a credit facility with the FHLB, the Company can borrow up to 16% of SEB s total assets; at March 31, 2006, unused borrowings approximated $57,211,000. Refer to the subsection entitled FHLB Advances for details on the Company s outstanding balance with the FHLB. Cash flows from operations also constitute a significant source of liquidity. Net cash from operations derives primarily from net income adjusted for noncash items such as depreciation and amortization, accretion, and the provision for loan losses.

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Management believes the Company has the funding capacity, from operating activities or otherwise, to meet its financial commitments in 2006. Refer to the Capital Adequacy section of this Analysis for details on treasury stock purchases and intercompany dividend policy and the Financial Condition section for details on unfunded loan commitments.

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[1] No cash flow assumptions other than final contractual maturities have been made for installment loans. Nonaccrual loans are excluded.

Deposits

Deposits grew a modest $3,007,891 or 0.91% since year-end 2005. Noninterest-bearing deposits increased $5,404,774 or 6.78%, while interest-bearing deposits fell $2,396,883 or 0.96%. The decline in interest-bearing balances were reflected in two categories, NOW and savings. The NOW decline was due to seasonal variation in commercial balances; the savings decline resulted from customers taking advantage of higher market rates for CDs and other investment opportunities in this rising rate environment. Overall, interest-bearing deposits comprised 74.34%, and noninterest-bearing deposits, 25.66%, of total deposits at March 31, 2006. The distribution of interest-bearing balances at March 31, 2006 and certain comparable quarter-end dates is shown in the table below:

	March 31, 2006		**December 31, 2005**		**March 31, 2005**	
Deposits ***(Dollars in thousands)***	***Balances***	***Percent of Total***	***Balances***	***Percent of Total***	***Balances***	***Percent of Total***
Interest-bearing demand deposits[1]	**$ 90,675**	**36.76%**	$ 93,954	37.72%	$ 91,825	34.50%
Savings	**79,875**	**32.38%**	82,107	32.97%	97,977	36.81%
Time certificates < $100,000	**47,308**	**19.18%**	46,891	18.83%	45,015	16.91%
Time certificates >= $100,000	**28,796**	**11.68%**	26,098	10.48%	31,366	11.78%
Total interest-bearing deposits	**$ 246,654**	**100.00%**	$ 249,050	100.00%	$ 266,183	100.00%

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[1] NOW and money market accounts.

Deposits of one local governmental body comprised approximately $34,061,000 and $31,527,000 of the overall deposit base at March 31, 2006 and December 31, 2005. The Company had no brokered deposits at March 31, 2006.

Approximately 78% of time certificates at March 31, 2006 were scheduled to mature within the next twelve months. The composition of average deposits and the fluctuations therein at March 31 for the last two years is shown in the Average Balances table included in the Operations section of this Analysis.

FHLB Advances

Advances outstanding with the FHLB totaled $5,000,000 at March 31, 2006, unchanged from year-end 2005. The outstanding advance, which matures March 17, 2010, accrues interest at an effective rate of 6.00%, payable quarterly. The advance is convertible into a three-month Libor-based floating rate anytime at the option of the FHLB. Year-to-date, interest expense on the advance approximated $74,000. Mortgage-backed securities were pledged to collateralize advances under this line of credit.

Interest Rate and Market Risk/Interest Rate Sensitivity

The normal course of business activity exposes the Company to interest rate risk. Fluctuations in interest rates may result in changes in the fair market value of the Company s financial instruments, cash flows, and net interest income. The asset/liability committee regularly reviews the Company s exposure to interest rate risk and formulates strategy based on acceptable levels of interest rate risk. The overall

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objective of this process is to optimize the Company s financial position, liquidity, and net interest income, while limiting volatility to net interest income from changes in interest rates. The Company uses gap analysis and simulation modeling to measure and manage interest rate sensitivity.

An indicator of interest rate sensitivity is the difference between interest rate sensitive assets and interest rate sensitive liabilities; this difference is known as the interest rate sensitivity gap. In an asset sensitive, or positive, gap position, the amount of interest-earning assets maturing or repricing within a given period exceeds the amount of interest-bearing liabilities maturing or repricing within that same period. Conversely, in a liability sensitive, or negative, gap position, the amount of interest-bearing liabilities maturing or repricing within a given period exceeds the amount of interest-earning assets maturing or repricing within that time period. During a period of rising rates, a negative gap would tend to affect net interest income adversely, while a positive gap would theoretically result in increased net interest income. In a falling rate environment, a negative gap would tend to result in increased net interest income, while a positive gap would affect net interest income adversely. The gap analysis below provides a snapshot of the Company s interest rate sensitivity position at March 31, 2006:

Interest Rate Sensitivity	*Repricing Within*				
March 31, 2006 *(Dollars in thousands)*	*0 - 3 Months*	*4 - 12 Months*	*One - Five Years*	*More Than Five Years*	*Total*
Interest Rate Sensitive Assets					
Federal funds sold	**$ 3,576**				**$ 3,576**
Securities[1]	**7,793**	**$ 6,031**	**$ 83,080**	**$ 25,443**	**122,347**
Loans, gross[2]	**133,774**	**24,769**	**53,606**	**19,965**	**232,114**
Other assets	**1,112**				**1,112**
Total interest rate sensitive assets	**146,255**	**30,800**	**136,686**	**45,408**	**359,149**
Interest Rate Sensitive Liabilities					
Deposits[3]	**$ 183,893**	**46,218**	**16,527**	**16**	**246,654**
U.S. Treasury demand note	**310**				**310**
Federal Home Loan Bank advances			**5,000**		**5,000**
Total interest rate sensitive liabilities	**184,203**	**46,218**	**21,527**	**16**	**251,964**
Interest rate sensitivity gap	**$ (37,948)**	**$ (15,418)**	**$ 115,159**	**$ 45,392**	**$ 107,185**
Cumulative gap	**$ (37,948)**	**$ (53,366)**	**$ 61,793**	**$ 107,185**	
Ratio of cumulative gap to total rate sensitive assets	**(10.57)%**	**(14.86)%**	**17.21%**	**29.84%**	
Ratio of cumulative rate sensitive assets to rate sensitive liabilities	**79.40%**	**76.84%**	**124.53%**	**142.54%**	
Cumulative gap at December 31, 2005	**$ (50,409)**	**$ (59,043)**	**$ 71,366**	**$ 101,779**	
Cumulative gap at March 31, 2005	**$ (58,169)**	**$ (76,928)**	**$ 55,072**	**$ 97,281**	

1 Distribution of maturities for available-for sale-securities is based on amortized cost. Additionally, distribution of maturities for mortgage-backed securities is based on expected average lives which may be different from the contractual terms. Equity securities, if any, are excluded.

2 No cash flow assumptions other than final contractual maturities have been made for installment loans with fixed rates. Nonaccrual loans are excluded.

3 NOW, money market, and savings account balances are included in the 0-3 months repricing category.

As shown in the table above, the Company s gap position ($ in thousands) remained negative through the short-term repricing intervals at March 31, 2006, totaling $(37,948) at three months and $(53,366) through one-year.

Excluding traditionally nonvolatile NOW balances from the gap calculation, the cumulative gap at March 31, 2006 totaled $42,449 at three months and $27,031 at twelve months. The narrowing of the short-term gap position at March 31, 2006 versus year-end 2005 was primarily attributable to declines in savings and interest-bearing demand deposits. No significant changes are anticipated in the gap position for the remainder of 2006. Shortcomings are inherent in any gap analysis since certain assets and liabilities may not move proportionally as rates change. For example, the gap analysis presumes that all loans[2] and securities[1] will perform according to their contractual maturities when, in many cases, actual loan terms are much shorter than the original terms and securities are subject to early redemption.

In addition to gap analysis, the Company uses simulation modeling to test the interest rate sensitivity of net interest income and the balance sheet. Contractual maturity and repricing characteristics of loans are incorporated into the model, as are prepayment assumptions, maturity data, and call options within the investment portfolio. Non-maturity deposit accounts are modeled based on past experience. Simulation results quantify interest rate risks under various interest rate scenarios. In estimating the impact of these rate movements on the Company s net interest income, the following general assumptions were made: a) Spreads on all loans, investment securities, and deposit products remain constant; b) Interest rate movements occur gradually over an extended period versus rapidly; and c) Loans and deposits are projected to grow at constant speeds. Limitations inherent with these assumptions include: a) Certain deposit accounts, in particular, interest-bearing demand deposits, infrequently reprice and historically, have had limited impact on net interest income from a rate perspective; b) In a down rate environment, competitive and other factors constrain timing of rate cuts on other deposit products whereas loans tied to prime and other variable indexes reprice instantaneously and, as amply demonstrated the last few years, securities with call or other prepayment features are likely to be redeemed prior to stated maturity and replaced at lower rates (lag effect); c) Changes in balance sheet mix, for example, unscheduled pay-offs of large commercial loans, are oftentimes difficult to forecast; and d) Rapid and aggressive rate movements by the Federal Reserve can materially impact estimated results. Management is optimistic that initiatives taken to increase loan production and diversify the securities portfolio have reduced the interest rate sensitivity of net interest income and the balance sheet, and such actions will continue.

The Company has not in the past, but may in the future, utilize interest rate swaps, financial options, financial futures contracts, or other rate protection instruments to reduce interest rate and market risks.

Impact of Inflation

The effects of inflation on the local economy and the Company s operating results have been relatively modest the last several years. Because substantially all the Company s assets and liabilities, including cash, securities, loans, and deposits, are monetary in nature, their values are less sensitive to the effects of inflation than to changing interest rates. As discussed in the preceding section, the Company attempts to control the impact of interest rate fluctuations by managing the relationship between its interest sensitive assets and liabilities.

Capital Adequacy

Federal banking regulators have established certain capital adequacy standards required to be maintained by banks and bank holding companies. These regulations define capital as either Tier 1 (primarily shareholders equity) or Tier 2 (certain debt instruments and a portion of the allowance for loan losses). The Company and SEB are subject to a minimum Tier 1 capital ratio (Tier 1 capital to risk-weighted assets) of 4%, total capital ratio (Tier 1 plus Tier 2 to risk-weighted assets) of 8%, and Tier 1 leverage ratio (Tier 1 to average quarterly assets) of 4%. To be considered a well-capitalized institution, the Tier 1 capital, total capital, and Tier 1 leverage ratios must equal or exceed 6%, 10%, and 5%,

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respectively. Banks and bank holding companies are prohibited from including unrealized gains and losses on debt securities in the calculation of risk-based capital but are permitted to include up to 45 percent of net unrealized pre-tax holding gains on equity securities in Tier 2 capital. The Company did not have any unrealized gains on equity securities includible in the risk-based capital calculations for any of the periods presented. The Company is committed to maintaining its well-capitalized status.

The Company s capital ratios for the most recent periods are presented in the table below:

Capital Ratios ***(Dollars in thousands)***	**March 31, 2006**	**December 31, 2005**	**March 31, 2005**
Tier 1 capital:			
Realized shareholders equity	**$ 51,282**	$ 50,089	$ 49,830
Intangible assets and other adjustments	**(550)**	(565)	(608)
Total Tier 1 capital	**50,732**	49,524	49,222
Tier 2 capital:			
Portion of allowance for loan losses	**3,364**	3,152	3,101
Allowable long-term debt			
Total Tier 2 capital	**3,364**	3,152	3,101
Total risk-based capital	**$ 54,096**	$ 52,676	$ 52,323
Risk-weighted assets	**$ 269,352**	$ 251,024	$ 247,155
Risk-based ratios:			
Tier 1 capital	**18.84%**	19.73%	19.92%
Total risk-based capital	**20.09%**	20.98%	21.17%
Tier 1 leverage ratio	**13.15%**	13.10%	12.28%
Realized shareholders equity to assets	**13.17%**	12.86%	12.47%

Book value per share grew $0.37 or 2.39% during the first three months of 2006 to $15.85 at March 31, 2006. Dividends declared totaled $0.135, up 3.85% or $0.005 from 2005, which was up 4.00% from 2004. For more specifics on the Company s dividend policy, refer to the subsection immediately following. Accumulated other comprehensive loss, which measures net fluctuations in the fair values of investment securities, increased $247,444 at March 31, 2006 compared to year-end 2005. Movement in interest rates remained a dominant factor in the fair value results. Further details on investment securities and associated fair values are contained in the Financial Condition section of this Analysis.

Under existing authorization, the Company can purchase up to $10,000,000 in treasury stock. From 2000 2005, the Company repurchased 345,795 shares on the open market and through private transactions at an average price of $19.54 per share. No treasury stock purchases have been made in 2006 year-to-date. The maximum consideration available for additional purchases, at prices to be determined in the future, is $3,242,927. Any acquisition of additional shares will be dictated by market conditions. There is no expiration date for the treasury authorization.

Refer to the Financial Condition and Liquidity sections of this Analysis for details on planned capital expenditures.

Dividend Policy

The Parent Company is a legal entity separate and distinct from its subsidiaries, and its revenues and liquidity position depend primarily on the payment of dividends from its subsidiaries. State banking

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regulations limit the amount of dividends SEB may pay without prior approval of the regulatory agencies. Year-to-date, SEB has paid 25% or $811,510 of the $3,246,040 in cash dividends available to the Company in 2006 without such prior approval. The Company uses regular dividends paid by SEB in order to pay quarterly dividends to its own shareholders. Management anticipates that the Company will continue to pay cash dividends on a recurring basis.

Results of Operations

Net income for the 2006 first quarter totaled $1,630,072, up $251,153 or 18.21% from 2005. On a per share basis, quarterly earnings grew $0.08 to $0.50 at March 31, 2006 from $0.42 in 2005. The return on beginning equity for the three-month period totaled 13.02% at March 31, 2006 versus 11.28% in 2005. A 10.40% improvement in net interest income was the predominant factor in the 2006 results year-to-date. Variations in operating results are further discussed within the next two subsections of this Analysis.

Net Interest Income

Net interest income increased $457,984 or 10.40% during the first three months of 2006 compared to 2005. The net interest margin approximated 5.67% at March 31, 2006 versus 5.03% a year ago; the interest rate spread, 5.05% versus 4.64%. Interest earnings on loans, investment securities, and other earning assets improved $883,681, $6,368, and $4,815 from same period results in 2005 while earnings on federal funds sold fell 40.03% or $58,067. Overall improvements in asset yields precipitated the 2006 results. Asset yields averaged 7.20% at March 31, 2006 versus 6.10% in 2005; see the interest differential table on page 20 for more details on changes in interest income attributable to volume and rates at March 31, 2006 versus 2005. Interest expense on deposits and other borrowed funds increased $378,813 or 38.65% during the 2006 first quarter versus 2005. Cost of funds increased 69 basis points from 2005 levels, totaling 2.15% at March 31, 2006 versus 1.46% at March 31, 2005. The jump in cost of funds resulted from higher rates on all deposit types at March 31, 2006 compared to 2005. Given the rising rate environment currently propelled by the Federal Reserve, managements expects costs of funds and corresponding interest expense to increase throughout 2006 as deposits and other funds reprice at higher levels. Anticipated loan growth in Brunswick and other markets are expected to alleviate declines in margins and spreads. Additionally, because most of the loans in the variable portfolio are tied to prime and similar indexes, the portfolio is positioned to take advantage of rate hikes promulgated by the Federal Reserve in 2006; variable loans comprised approximately 55% of total loans at March 31, 2006.

The intense competition for loans and deposits continues in 2006 and shows no sign of abating. The high number of new and existing financial institutions in the Company s market areas essentially guarantees downward pressure on net interest spreads and margins as all participants struggle to amass and grow market share. Volume of assets and deposits will become even more important as margins decline. Strategies implemented by management to increase average loans outstanding emphasize competitive pricing on loan products and development of additional loan relationships, all without compromising portfolio quality. Management s strategy for deposits is to closely manage anticipated market increases and maintain a competitive position with respect to pricing and products. Comparative details about average balances, income/expense, and average yields earned and rates paid on interest-earning assets and liabilities for the last two years are provided in the table on the next page.

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Selected Average Balances, Income/Expense, and Average Yields Earned and Rates Paid

Average Balances[6]	**2006**			**2005**		
Three Months Ended March 31, (Dollars in thousands)	***Average Balances***	***Income/ Expense***	***Yields/ Rates***	***Average Balances***	***Income/ Expense***	***Yields/ Rates***
Assets						
Interest-earning assets:						
Loans, net[1,2,4]	**$ 227,258**	**$ 4,843**	**8.53%**	$ 216,733	$ 3,956	7.30%
Federal funds sold	**8,069**	**87**	**4.31%**	24,286	145	2.39%
Taxable investment securities[3]	**85,994**	**954**	**4.44%**	90,074	908	4.03%
Tax-exempt investment securities[3,4]	**33,626**	**505**	**6.01%**	33,737	563	6.68%
Other assets	**1,175**	**16**	**5.45%**	1,115	11	3.95%
Total interest-earning assets	**$ 356,122**	**$ 6,405**	**7.20%**	$ 365,945	$ 5,583	6.10%
Liabilities						
Interest-bearing liabilities:						
Interest-bearing demand deposits[5]	**$ 91,253**	**$ 436**	**1.91%**	$ 90,938	$ 292	1.28%
Savings	**80,569**	**221**	**1.10%**	96,421	211	0.88%
Time deposits	**75,187**	**622**	**3.31%**	76,310	400	2.10%
Federal funds purchased	**89**	**1**	**4.49%**			
U. S. Treasury demand note	**520**	**5**	**3.85%**	595	3	2.02%
Federal Home Loan Bank advances	**5,000**	**74**	**6.00%**	5,000	74	6.00%
Total interest-bearing liabilities	**$ 252,618**	**$ 1,359**	**2.15%**	$ 269,264	$ 980	1.46%
Excess of interest-earning assets over interest-bearing liabilities	**103,504**			$ 96,681		
Interest rate spread			**5.05%**			4.64%
Net interest income		**$ 5,046**			$ 4,603	
Net interest margin			**5.67%**			5.03%

1 Average loans are shown net of unearned income. Nonperforming loans are included.
2 Includes loan fees and late charges.
3 Securities are presented on an amortized cost basis. Investment securities with original maturities of three months or less are included, as applicable.
4 Interest income on tax-exempt loans and securities is presented on a taxable-equivalent basis, using a federal income tax rate of 34%. No adjustment has been made for any state tax benefits.
5 NOW and money market accounts.
6 Averages presented generally represent average daily balances.

Analysis of Changes in Net Interest Income

The average balance table above provides detailed information about average balances, income/expense, and average yields earned and rates paid on interest-earning assets and interest-bearing liabilities for the three months ended March 31, 2006 and 2005. The table on the next page summarizes the changes in interest income and interest expense attributable to volume and rates during this period.

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Interest Differential[1] *Three Months Ended March 31, (In thousands)*	**2006 Compared to 2005 Increase (Decrease) Due to**		
	Volume	**Rate**	**Net**
Interest income			
Loans[2,3]	**$ 199**	**$ 688**	**$ 887**
Federal funds sold	**(132)**	**74**	**(58)**
Taxable investment securities	**(42)**	**88**	**46**
Tax-exempt investment securities[3]	**(2)**	**(56)**	**(58)**
Other interest-earning assets	**1**	**4**	**5**
Total interest income	**24**	**798**	**822**
Interest expense			
Interest-bearing demand deposits[4]	**1**	**143**	**144**
Savings	**(38)**	**48**	**10**
Time deposits	**(6)**	**228**	**222**
Federal funds purchased[5]	**1**		**1**
U.S. Treasury demand note		**2**	**2**
Federal Home Loan Bank advances			
Total interest expense	**(42)**	**421**	**379**
Net change in net interest income	**$ 66**	**$ 377**	**$ 443**

1 Changes in net interest income are attributed to either changes in average balances (volume change) or changes in average rates (rate change) for earning assets and sources of funds on which interest is received or paid. Volume change is calculated as change in volume times the previous rate while rate change is change in rate times the previous volume. The rate/volume change, change in rate times change in volume, is allocated between volume change and rate change at the ratio each component bears to the absolute value of their total.

2 Includes loan fees. See the average balances table on the previous page for more details.

3 Interest income on tax-exempt loans and securities is presented on a taxable-equivalent basis, using a federal income tax rate of 34%. No adjustments have been made for any state tax benefits or the nondeductible portion of interest expense.

4 Now and money market accounts.

5 The entire change in net interest income attributable to the Company s initial borrowings under these credit facilities has been allocated to the change in volume. Similarly, when these facilities are unutilized in subsequent years, the change in net interest income is allocated to the change in volume.

Noninterest Income and Expense

Noninterest income increased $21,104 or 2.49% during the first quarter of 2006 compared to 2005. A $38,763 or 7.12% improvement in service charges on deposit accounts was the key factor in the three-month results; the 2006 increase was primarily attributable to higher volume of NSF fees. The other operating portion of noninterest income fell $17,659 at March 31, 2006 compared to 2005. Declines in mortgage origination fees accounted for virtually all of the drop in other operating income year-to-date. By type and amount, the chief components of other operating income at March 31, 2006 were mortgage origination fees, $89,738; surcharge fees ATM, $38,048; commissions on the sale of credit life insurance, $29,886; income on sale of check products, $42,132; and safe deposit box rentals, $20,075. Together, these five income items comprised 76.68% of other operating income at March 31, 2006. In 2005, these same five income components comprised 80.71% of other operating income. Overall, noninterest expense increased $110,786 or 3.50% in 2006 year-to-date. Personnel costs accounted for $73,911 or 66.72% of the increase. The vast majority, or 84%, of employee expenses remained concentrated in salaries and other direct compensation, including related payroll taxes, at March 31, 2006. Profit-sharing accruals and other fringe benefits constituted the remaining 6% and 10% of employee expenses. The division of employee expenses between compensation, profit sharing, and other fringe benefits remained consistent with historical norms in 2006. When compared to the prior year, net occupancy and equipment expense declined 1.16% or $7,458 during the first three months of 2006 compared to 2005. Other operating expenses increased $44,333 or 7.09% at March 31, 2006 compared

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to 2005; a $24,744 increase in advertising expense accounted for the bulk of the 2006 2005 fluctuation. Besides advertising expense, which approximated $91,000 in 2006 and $67,000 in 2005, no individual component of other operating expenses aggregated or exceeded 10% of the total in 2006 or 2005.

Recent Accounting Pronouncements

Recent accounting pronouncements affecting the Company are discussed in the 2005 Form 10-K previously filed with the Securities and Exchange Commission.

Various other accounting proposals affecting the banking industry are pending with the Financial Accounting Standards Board. Given the inherent uncertainty of the proposal process, the Company cannot assess the impact of any such proposals on its financial condition or results of operations.

Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 (the Act) provides a safe harbor for forward-looking statements made by or on behalf of the Company. The Company and its representatives have made, and may continue to make, various written or oral forward-looking statements with respect to business and financial matters, including statements contained in this report, filings with the Securities and Exchange Commission, and press releases. Generally, the words believe, expect, intend, estimate, anticipate, project, will, should, and similar identify forward-looking statements. All statements which address operating performance, events or developments that we expect or anticipate will occur in the future, including statements related to loan growth, deposit growth, per share growth, and statements expressing general sentiment about future operating results and non-historical information, are forward-looking statements within the meaning of the Act. The forward-looking statements are and will be based on management s then current views and assumptions regarding future events and operating performance. The Company undertakes no obligation to publicly update or revise any forward-looking statements in light of new information or future events.

Forward-looking statements involve inherent risks and uncertainties. Certain factors that could cause actual results to differ materially from estimates contained in or underlying forward-looking statements include:

Competitive pressures between depository and other financial institutions may increase significantly.

Changes in the interest rate environment may reduce margins and impact funding sources.

General economic or business conditions in the geographic regions and industry in which the Company operates may lead to a deterioration in credit quality or a reduced demand for credit.

Legislative or regulatory changes, including changes in accounting standards, monetary policies, and taxation requirements, may adversely affect the Company s business.

Other factors include:

Changes in consumer spending and saving habits as well as real estate markets.

Management of costs associated with expansion of existing and development of new distribution channels, and ability to realize increased revenues from these distribution channels.

The outcome of litigation which depends on judicial interpretations of law and findings of juries.

The effect of mergers, acquisitions, and/or dispositions and their integration into the Company.

Other risks and uncertainties as detailed from time to time in Company filings with the Securities and Exchange Commission.
The foregoing list of factors is not exclusive. Many of the factors that will determine actual financial performance and values are beyond the Company s ability to predict or control. This Analysis should be read in conjunction with the consolidated financial statements and related notes.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

The discussion on market risk is included in the Interest Rate and Market Risk/Interest Rate Sensitivity section of Part I, Item 2.

Item 4. Controls and Procedures.

The Company s management, with the participation of the Company s Chief Executive Officer (the CEO) and Chief Financial Officer (the CFO or Treasurer), has evaluated the effectiveness of the Company s disclosure controls and procedures (as defined in Rules 13a-15(e) or 15(d)-15(e) of the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on that evaluation, the CEO and Treasurer have concluded that the Company s current disclosure controls and procedures, as designed and implemented, were effective.

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Part II - Other Information

Item 1. Legal Proceedings.
None

Item 1A. Risk Factors.
There were no material changes to the Company s risk factors during the quarter, but the Company did add an additional factor:

Negative public opinion could damage our reputation and adversely impact business and revenues.

As a financial institution, our earnings and capital are subject to risks associated with negative public opinion. Negative public opinion could result from our actual or alleged conduct in any number of activities, including lending practices, the failure of any product or service sold by us to meet our customers expectations or applicable regulatory requirements, corporate governance and acquisitions, or from actions taken by regulators and community organizations in response to those activities. Negative public opinion can adversely affect our ability to keep and attract and/or retain clients and can expose us to litigation and regulatory action.

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.
The Annual Meeting of Shareholders (the Meeting) was held on May 10, 2006. At the Meeting, the following individuals were elected directors:

Directors	For	Withheld
Alyson G. Beasley	2,670,616	2,080
Leslie H. Blair	2,670,716	1,980
David H. Bluestein	2,670,716	1,980
Cornelius P. Holland, III	2,662,796	9,900
Alva J. Hopkins, III	2,662,796	9,900
A. Wade Strickland	2,670,716	1,980

The shareholders also approved the following proposals:

(a) Setting the number of directors at a 9 member maximum, with 3 to remain vacant until the elected Board deems it in the Company s best interest to fill one or more of such vacancies.

For	Against	Abstain	Broker

			Non-Votes
2,645,772	21,644	5,280	

(b) The appointment of independent auditors by the Audit Committee for fiscal year 2006.

For	Against	Abstain	Broker Non-Votes
2,670,616	1,980	100	

Item 5. Other Information.
None

Item 6. Exhibits.
(a) Index to Exhibits:

Exhibit 31.1.	CEO Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 31.2.	Treasurer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 32.	CEO/Treasurer Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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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.

SOUTHEASTERN BANKING CORPORATION
(Registrant)

By: /s/ ALYSON G. BEASLEY
Alyson G. Beasley, Vice President & Treasurer

Date: May 15, 2006

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