1ST STATE BANCORP INC
Form 10-Q
May 15, 2001

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2001

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

For the transition period from ______ to ______

Commission file number: 0-25859

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

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

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

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

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

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

As of April 30, 2001, the issuer had 3,289,607 shares of common stock issued and outstanding.

CONTENTS

PAGE

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

Consolidated Balance Sheets as of March 31, 2001 (unaudited) and September 30, 2000....1

Consolidated Statements of Income for the Three Months Ended March 31, 2001 and 2000 (unaudited)....2

Consolidated Statements of Income for the Six Months Ended March 31, 2001 and 2000 (unaudited)....3

Consolidated Statements of Stockholders' Equity and Comprehensive Income for the Six Months Ended March 31, 2001 and 2000 (unaudited)....4

Consolidated Statements of Cash Flows for the Six Months Ended March 31, 2001 and 2000 (unaudited)....5

Notes to Consolidated Financial Statements....7

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations....10

Item 3. Quantitative and Qualitative Disclosures About Market Risk....16

PART II. OTHER INFORMATION

Item 1. Legal Proceedings....17

Item 2. Changes in Securities and Use of Proceeds....17

Item 3. Defaults Upon Senior Securities....17

Item 4. Submission of Matters to a Vote of Security Holders....17

Item 5. Other Information....17

Item 6. Exhibits and Reports on Form 8-K....17

SIGNATURES....18

1ST STATE BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED BALANCE SHEETS

MARCH 31, 2001 AND SEPTEMBER 30, 2000

(IN THOUSANDS)

	AT MARCH 31, 2001 (UNAUDITED)	S
ASSETS		
Cash and cash equivalents	$ 34,356	
Investment securities:		
Held to maturity (fair value of $49,970 and $65,173 at March 31, 2001 and September 30, 2000, respectively)	49,708	
Available for sale (cost of $13,914 and $10,019 at March 31, 2001 and September 30, 2000, respectively)	13,933	
Loans held for sale, at lower of cost or fair value	6,544	
Loans receivable (net of allowance for loan losses of $3,619 and $3,536 at March 31, 2001 and September 30, 2000, respectively)	227,192	
Real estate owned	2,106	
Federal Home Loan Bank stock, at cost	1,650	
Premises and equipment	8,692	
Accrued interest receivable	2,441	
Other assets	3,742	
Total assets	$350,364	
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Deposit accounts	262,711	
Advances from Federal Home Loan Bank	20,000	
Advance payments by borrowers for property taxes and insurance	541	
Dividend payable	263	
Other liabilities	5,619	
Total liabilities	289,134	
Stockholders' Equity:		
Preferred stock, $0.01 par value, 1,000,000 shares authorized; none issued	--	
Common stock, $0.01 par value, 7,000,000 shares authorized; 3,289,607 shares issued and outstanding	33	
Additional paid-in capital	35,575	
Unearned ESOP shares	(4,678)	
Unearned compensation - management recognition plan	(907)	
Deferred compensation	3,815	
Treasury stock for deferred compensation	(3,815)	
Retained income - substantially restricted	31,195	
Accumulated other comprehensive income (loss) - net unrealized gain (loss) on investment securities available for sale	12	
Total stockholders' equity	61,230	
Total liabilities and stockholders' equity	$350,364	

See accompanying notes to the consolidated financial statements.

1ST STATE BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED MARCH 31, 2001 AND 2000

(IN THOUSANDS, EXCEPT PER SHARE DATA)

(UNAUDITED)

	FOR THE THREE MONTHS EN MARCH 31,	
	2001	20
Interest income:		
Interest and fees on loans	$ 4,927	4,
Interest and dividends on investments	1,119	1,
Overnight deposits	195	
Total interest income	6,241	5,
Interest expense:		
Deposit accounts	3,013	2,
Borrowings	277	
Total interest expense	3,290	2,
Net interest income	2,951	3,
Provision for loan losses	60	
Net interest income after provision for loan losses	2,891	3,
Other income:		
Service fees on loans sold	22	
Customer service fees	162	
Commissions from sales of annuities and mutual funds	108	
Real estate operations, net	(6)	
Mortgage banking income, net	193	
Other	41	
Total other income	520	
Operating expenses:		
Compensation and related benefits	1,431	1,
Occupancy and equipment	331	
Deposit insurance premiums	13	
Other expenses	425	
Total operating expenses	2,200	1,
Income before income taxes	1,211	1,

Income taxes	436	
Net income	$ 775	1,
Earnings per share:		
Basic	$ 0.26	$ 0
Diluted	$ 0.24	$ 0

See accompanying notes to the consolidated financial statements.

1ST STATE BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF INCOME

FOR THE SIX MONTHS ENDED MARCH 31, 2001 AND 2000

(IN THOUSANDS, EXCEPT PER SHARE DATA)

(UNAUDITED)

	FOR THE SIX MONTHS ENDE MARCH 31,	
	2001	20
Interest income:		
Interest and fees on loans	$ 10,017	8,
Interest and dividends on investments	2,336	2,
Overnight deposits	398	
Total interest income	12,751	11,
Interest expense:		
Deposit accounts	5,990	4,
Borrowings	580	
Total interest expense	6,570	5,
Net interest income	6,181	6,
Provision for loan losses	120	
Net interest income after provision for loan losses	6,061	6,
Other income:		
Service fees on loans sold	42	
Customer service fees	318	
Commissions from sales of annuities and mutual funds	219	

Real estate operations, net	(6)	
Mortgage banking income (loss), net	321	
Other	83	
Total other income	977	
Operating expenses:		
Compensation and related benefits	2,974	2,
Occupancy and equipment	608	
Deposit insurance premiums	25	
Other expenses	836	
Total operating expenses	4,443	3,
Income before income taxes	2,595	3,
Income taxes	919	1,
Net income	$ 1,676	2,
Earnings per share:		
Basic	$ 0.56	$ 0
Diluted	$ 0.53	$ 0

See accompanying notes to the consolidated financial statements

1ST STATE BANCORP, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME
FOR THE SIX MONTHS ENDED MARCH 31, 2001 AND 2000 (UNAUDITED)
(IN THOUSANDS)

	COMMON STOCK	ADDITIONAL PAID-IN CAPITAL	UNEARNED ESOP SHARES	UNEARN COMPENSA MRP
Balance at September 30, 1999	$ 32	49,216	(4,470)	
Comprehensive income:				
Net income	--	--	--	
Other comprehensive income-unrealized loss on securities available-for-sale net of income taxes of $52	--	--	--	
Total comprehensive income				
Release of ESOP shares	--	(5)	282	
Deferred compensation	--	--	--	
Treasury stock held for deferred compensation	--	--	--	
Cash dividend declared	--	--	--	

Cash dividend on unallocated ESOP shares	--	--	--	
Balance at March 31, 2000	$ 32	49,211	(4,188)	
Balance at September 30, 2000	$ 33	35,587	(4,950)	(1,2
Comprehensive income:				
Net income	--	--	--	
Other comprehensive income-unrealized gain on securities available-for-sale net of income taxes of $110	--	--	--	
Total comprehensive income				
Release of ESOP shares	--	(12)	272	
Deferred compensation	--	--	--	
Treasury stock held for deferred compensation	--	--	--	
MRP share amortization	--	--	--	3
Cash dividend declared	--	--	--	
Cash dividend on unallocated ESOP shares	--	--	--	
Balance at March 31, 2001	$ 33	35,575	(4,678)	(9

	RETAINED INCOME	ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)	TOTAL STOCKHOLDERS' EQUITY
Balance at September 30, 1999	26,960	(123)	71,615
Comprehensive income:			
Net income	2,208	--	2,208
Other comprehensive income-unrealized loss on securities available-for-sale net of income taxes of $52	--	(91)	(91)
Total comprehensive income			2,117
Release of ESOP shares	--	--	277
Deferred compensation	--	--	230
Treasury stock held for deferred compensation	--	--	(230)
Cash dividend declared	(506)	--	(506)
Cash dividend on unallocated ESOP shares	36	--	36
Balance at March 31, 2000	28,698	(214)	73,539
Balance at September 30, 2000	29,999	(164)	59,209
Comprehensive income:			
Net income	1,676	--	1,676
Other comprehensive income-unrealized gain on securities available-for-sale			

net of income taxes of $110	--	176	176
Total comprehensive income			1,852
Release of ESOP shares	--	--	260
Deferred compensation	--	--	1,136
Treasury stock held for deferred compensation	--	--	(1,136)
MRP share amortization	--	--	389
Cash dividend declared	(526)	--	(526)
Cash dividend on unallocated ESOP shares	46	--	46
Balance at March 31, 2001	31,195	12	61,230

See accompanying notes to the consolidated financial statements.

4

1ST STATE BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE SIX MONTHS ENDED MARCH 31, 2001 AND 2000

(UNAUDITED)

(IN THOUSANDS)

	FOR THE SIX MON MARCH 31 2001
Cash flows from operating activities:	
Net income	$ 1,676
Adjustment to reconcile net income to net cash provided by operating activities:	
Provision for loan losses	120
Depreciation	305
Deferred tax benefit	(325)
Amortization of premiums and discounts, net	(12)
Release of ESOP shares	260
Vesting of MRP shares	389
Loan origination fees and unearned discounts deferred, net of current amortization	(11)
Net loss on sale of loans	50
Proceeds from loans held for sale	17,646
Originations of loans held for sale	(18,707)
Decrease (increase) in other assets	25
Decrease (increase) in accrued interest receivable	212
Increase/(decrease) in other liabilities	1,127
Net cash provided by operating activ	2,755
Cash flows provided by (used in) investing activities:	

Purchase of FHLB stock	--
Redemption of FHLB stock	--
Purchases of investment securities held to maturity	--
Purchase of investment securities available for sale	(6,999)
Proceeds from maturities of investment securities available for sale	3,108
Proceeds from maturities of investment securities held to maturity	17,532
Net increase in loans receivable	(5,812)
Purchases of premises and equipment	(544)
Net cash provided by (used in) investing activities	7,285

(Continued)

5

1ST STATE BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS - CONTINUED

FOR THE SIX MONTHS ENDED MARCH 31, 2001 AND 2000

(UNAUDITED)

(IN THOUSANDS)

	FOR THE SIX MON MARCH 31 2001
Cash flows from financing activities:	
Net increase in deposits	$ 8,306
Advances from the Federal Home Loan Bank	5,000
Repayments of advances from Federal Home Loan Bank	(5,000)
Return of capital dividend payment	(17,007)
Dividends paid on common stock	(480)
Increase in advance payments by borrowers for property taxes and insurance	390
Net cash (used in) provided by financing activities	(8,791)
Net increase in cash and cash equivalents	1,249
Cash and cash equivalents at beginning of period	33,107
Cash and cash equivalents at end of period	$ 34,356
Payments are shown below for the following:	
Interest	$ 6,598
Income taxes	$ 937

Noncash investing and financing activities:	
Deferred compensation to be settled in Company's stock	$ 1,136
Unrealized gains (losses) on investment securities available for sale	$ 286
Cash dividends declared but not paid	$ 241
Cash dividends on unallocated ESOP shares, used to repay the Company's loan to ESOP, and on unallocated MRP shares	$ 46
Transfer from loans held for sale to loans receivable	$ 686
Transfer of land from other assets to premises and equipment	$ --
Transfer from loans to real estate acquired in settlement of loans	$ 2,106

See accompanying notes to consolidated financial statements.

1ST STATE BANCORP, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2001 (UNAUDITED) AND SEPTEMBER 30, 2000

NOTE 1. NATURE OF BUSINESS

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

NOTE 2. BASIS OF PRESENTATION

The accompanying consolidated financial statements (which are unaudited, except for the consolidated balance sheet at September 30, 2000, which is derived from the September 30, 2000 audited consolidated financial statements) have been prepared in accordance with generally accepted accounting principles for interim financial information and with the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all

of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (none of which were other than normal recurring accruals) necessary for a fair presentation of the financial position and results of operations for the periods presented have been included.

The results of operations for the three and six month periods ended March 31, 2001 are not necessarily indicative of the results of operations that may be expected for the year ended September 30, 2001. The preparation of consolidated financial statements in accordance with generally accepted accounting principles requires management to make certain estimates. These amounts may be revised in future periods because of changes in the facts and circumstances underlying their estimation.

NOTE 3. EARNINGS PER SHARE

The Company's basic earnings per share were computed by dividing net income by the weighted average shares outstanding, excluding ESOP and MRP benefit plan shares not committed to be released or granted. Diluted earnings per share includes the potentially dilutive effects of the Company's benefit plans. A reconciliation of the denominators of the basic and diluted EPS computations is as follows:

	Three Months E March 31, 2001	
Shares outstanding, excluding MRP shares granted	3,163,125	3
Add: vested MRP shares issued	42,163	
Less: unallocated ESOP shares	(191,213)	
Basic shares for earnings per share	3,014,075	2
Add: unvested MRP shares	84,319	
Add: potential common stock pursuant to stock option plan (See Note 7)	67,269	
Diluted shares for earnings per share	3,165,663	2

	Six Months E March 31, 2001
Shares outstanding, excluding MRP shares granted	3,163,125
Add: vested MRP shares issued	42,163
Less: unallocated ESOP shares	(194,774)
Basic shares for earnings per share	3,010,514
Add: unvested MRP shares	84,319
Add: potential common stock pursuant to stock	

option plan (See Note 7)	64,165	
Diluted shares for earnings per share	3,158,998	2

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

The Company sponsors an employee stock ownership plan (the "ESOP") whereby an aggregate number of shares amounting to 253,050 or 8% of the stock issued in the conversion was purchased for future allocation to employees. The ESOP was funded by an 11 year term loan from the Company in the amount of $4,899,000. The loan is secured by the shares of stock purchased by the ESOP. During the three and six months ended March 31, 2001, 6,992 and 14,089 shares of stock were committed to be released and approximately $131,000 and $260,000 of compensation expense was recognized, respectively.

NOTE 5. DEFERRED COMPENSATION

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

Prior to the Conversion, amounts deferred by each participant accumulated interest at a rate equal to the highest rate of interest paid on the Bank's one-year certificates of deposit. In connection with the Conversion, participants in the plan were given the opportunity to prospectively elect to have their deferred compensation balance earn a rate of return equal to the total return of the Company's stock. All participants elected this option concurrent with the Conversion, so the Company purchases its common stock to fund this obligation as additional amounts are deferred. Refer to the Company's notes to consolidated financial statements, incorporated by reference in the Company's 2000 Annual Report on Form 10-K for a discussion of the Company's accounting policy with respect to this deferred compensation plan and the related treasury stock purchased by the Company to fund this obligation.

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

NOTE 6. MANAGEMENT RECOGNITION PLAN

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

NOTE 7. STOCK OPTION AND INCENTIVE PLAN

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

value common stock in fiscal year 2000. The exercise price per share is equal to the fair market value per share on the date of the grant of the stock.

NOTE 8. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

In June 1998 the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 133, "Accounting for Derivative Instruments and Certain Hedging Activities." In June 1999 the FASB issued SFAS No. 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities, an Amendment of SFAS 133." SFAS No. 133 and SFAS No. 138 require that all derivative instruments be recorded on the balance sheet at their respective fair values. Changes in the fair values of those derivatives will be reported in earnings or other comprehensive income depending on the use of the derivative and whether the derivative qualifies for hedge accounting. SFAS No. 133 and SFAS No. 138 are effective for all fiscal quarters of all fiscal years beginning after June 30, 2000; the Company adopted SFAS No. 133, as amended by SFAS No. 138, on October 1, 2000.

On October 1, 2000, the Company had no embedded derivative instruments requiring separate accounting treatment and had identified fixed rate conforming loan commitments as its only freestanding derivative instrument. The Company does not currently engage in hedging activities. The commitments to originate fixed rate conforming loans totaled $2,410,000 and $ 1,114,000 at March 31, 2001 and October 1, 2000, respectively. The fair value of these commitments was immaterial on these dates and therefore the adoption of SFAS 133 on October 1, 2000 as well as the impact of applying SFAS 133 at March 31, 2001 was not material to the Company's consolidated financial statements.

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

FORWARD-LOOKING STATEMENTS

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

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

COMPARISON OF FINANCIAL CONDITION AT MARCH 31, 2001 AND SEPTEMBER 30, 2000

Total assets decreased by $5.1 million or 1.5% from $355.5 million at September 30, 2000 to $350.4 million at March 31, 2001. Assets grew by $11.8 million during the six months ended March 31, 2001 but this growth was largely offset by the $17.0 million return of capital dividend which was paid to stockholders on October 2, 2000.

Investment securities available for sale increased $4.1 million from $9.8 million at September 30, 2000 to $13.9 million at March 31, 2001. Investment securities held to maturity decreased $17.5 million from $68.9 million at September 30, 2000 to $51.4 million at March 31, 2001. As market interest rates fell during the six months ended March 31, 2001, many of the Company's callable investment securities were called by the issuers.

Loans receivable, net increased by $3.6 million, or 1.6%, from $223.6 million at September 30, 2000 to $227.2 million at March 31, 2001. Loans held for sale also increased $1.0 million from $5.5 million at September 30, 2000 to $6.5 million at March 31, 2001. With the lower interest rate environment, we have continued to sell most of the long term fixed rate mortgage loans that we originate. We sold $17.7 million in fixed rate mortgage loans during the six months ended March 31, 2001 compared to $9.2 million for the six months ended March 31, 2000. We continue to emphasize commercial, commercial real estate, consumer loans and equity lines of credit that carry variable rates and/or short term maturities. At March 31, 2001, commercial loans totaled $52.6 million and account for 22.8% of gross loans compared to $42.9 million and 18.9% at September 30, 2000. One to four family residential loans at March 31, 2001 totaled $91.8 million or 39.8% of gross loans compared to $97.6 million or 43.0% at September 30, 2000.

Deposits increased $8.3 million from $254.4 million at September 30, 2000 to $262.7 million at March 31, 2001. Certificates of deposit at March 31, 2001 totaled $170.8 million or 65.0% of total deposits. At September 30, 2000, certificates of deposit totaled $168.3 million or 66.2% of total deposits. We continue to emphasize transaction accounts, which carry lower interest rates than certificates of deposit. Transaction accounts account for 61.3% of the deposit growth during the six months ended March 31, 2001.

Stockholders' equity increased by $2.0 million from $59.2 million at September 30, 2000 to $61.2 million at March 31, 2001 as a result of net income of $1.7 million, release of ESOP shares of $260,000, vesting of MRP shares of $389,000, and an increase in unrealized gains on available for sale securities of $176,000. These increases were offset by dividends declared of $480,000.

COMPARISON OF OPERATING RESULTS FOR THE THREE MONTHS ENDED MARCH 31, 2001 AND 2000

Net Income. We recorded net income of $775,000 for the quarter ended March 31, 2001, as compared to $1,115,000 for the quarter ended March 31, 2000, representing a decrease of $340,000, or 30.5%. For the three months ended March 31, 2001 basic and diluted earnings per share were $0.26 and $0.24, respectively. The Company reported basic and diluted earnings per share for the quarter ended March 31, 2000 of $0.38 per share. The decrease in net income resulted primarily from decreased net interest income and increased operating expenses that were offset partially by increased other income and decreased income taxes. The decline in net interest income resulted from the decrease in average earning assets that resulted from the special return of capital dividend of $17.0 million, which was paid on October 2, 2000 and decreased net interest margins. The return of capital dividend decreased the ratio of average interest-earning assets to average interest-bearing liabilities from 126.5% for the three months ended March 31, 2000 to 119.0% for the three months ended March

31, 2001.

Net Interest Income. Net interest income, the difference between interest earned on loans and investments and interest paid on interest-bearing liabilities, decreased by $235,000 or 7.4% for the three months ended March 31, 2001, compared to the same quarter in the prior year. This decrease reflects a $253,000 increase in interest income that was more than offset by the $488,000 increase in total interest expense. The average net interest margin decreased 32 basis points from 3.99% for the three months ended March 31, 2000 to 3.67% for the quarter ended March 31, 2001.

Interest Income. The increase in interest income for the three months ended March 31, 2001 was due to an increase of $2.4 million in average interest-earning assets compared to the same quarter in the prior year and an increase in yield on interest-earning assets of 0.26% from 7.50% for the three months ended March 31, 2000 to 7.76% for the three months ended March 31, 2001. The increased volume of average interest-earning assets increased interest income by approximately $44,000 and the increased yield increased interest income by approximately $209,000. An increase in average loans outstanding of $15.1 million coupled with an increase in average interest-bearing overnight funds of $6.2 million increased interest-earning assets for the quarter compared to the prior year. These increases were offset in part by a decrease in average investments of $18.9 million. Average investments decreased to provide cash to pay the special return of capital dividend and as a result of the $20.0 million of bonds that were called.

Interest Expense. Interest expense increased in the three months ended March 31, 2001 due to an increase in average interest-bearing liabilities of $18.0 million and an increase in the cost of interest-bearing liabilities of 43 basis points from 4.44% for the three months ended March 31, 2000 to 4.87% for the three months ended March 31, 2001. Average deposits increased by $23.9 million while average FHLB advances decreased $5.9 million for the three months ended March 31, 2001 compared to the same quarter in the prior year. The increase in average interest-bearing liabilities increased interest expense by approximately $200,000 while the increase in the average cost of interest-bearing liabilities increased interest expense by approximately $289,000.

The following table presents average balances and average rates earned/paid by the Company for the quarter ended March 31, 2001 compared to the quarter ended March 31, 2000.

	THREE MONTHS ENDED MARCH 31, 2001			DOLLARS IN THOUSANDS
	AVERAGE BALANCE	INTEREST	YIELD/ COST	AV BA
Assets:				
Loans receivable (1)	232,084	4,927	8.49%	21
Investment securities (2)	75,511	1,119	5.93	9
Interest-bearing overnight deposits	14,129	195	5.53	
Total interest-earning assets	321,724	6,241	7.76	31
Non interest-earning assets	26,125			1

Total assets	347,849			33
Liabilities and stockholders' equity:				
Deposits	249,938	3,013	4.82%	22
FHLB advances	20,444	277	5.41	2
Total interest-earning liabilities	270,382	3,290	4.87	25
Non interest-earning liabilities	16,641			1
Total liabilities	287,023			26
Stockholders' equity	60,826			7
Total liabilities and stockholders' equity	347,849			33
Net interest income		2,951		
Interest rate spread			2.89%	
Net interest margin (3)			3.67%	
Ratio of average interest-earning assets to average interest-bearing liabilities			118.99%	

Provision for Loan Losses. The provision for loan losses is charged to earnings to maintain the total allowance for loan losses at a level considered adequate to absorb estimated probable losses inherent in the loan portfolio based on existing loan levels and types of loans outstanding, nonperforming loans, prior loan loss experience, general economic conditions and other factors. Provisions for loan losses totaled $60,000 for both the three months ended March 31, 2001 and 2000. During the quarter we foreclosed on a $2.1 million loan resulting in an increase to real estate owned. The fair value of the collateral for the loan, less costs to sell, is estimated to exceed the balance of the loan. Accordingly, upon foreclosure there was no charge off against the allowance for loan losses. See further discussion of nonperforming assets at "Asset Quality".

Other Income. Other income increased $179,000, or 52.5%, from $341,000 for the quarter ended March 31, 2000 to $520,000 for the quarter ended March 31, 2001. Mortgage banking income, net increased $168,000 from $25,000 for the quarter ended March 31, 2000 to $193,000 for the quarter ended March 31, 2001. During the quarter ended March 31, 2001, we sold fixed-rate mortgage loans held for sale of $11.4 million and recognized a $193,000 gain on the sale. During the quarter ended March 31, 2000, we sold fixed-rate mortgage loans held for sale of $6.7 million and recognized a gain of $25,000 from the sale of these loans. Customer service fees increased $22,000, or 15.7% from $140,000 for the quarter ended March 31, 2000 to $162,000 for the quarter ended March 31, 2001. This increase results primarily from growth in the number of transaction accounts. During the quarter ended March 31, 2001, the Company incurred net losses from real estate operations of $6,000, which were not present in the prior year.

Operating Expenses. Total operating expenses were $2.2 million for the quarter ended March 31, 2001, an increase of $456,000, or 26.2% over the $1.7 million recorded for the three months ended March 31, 2000. Compensation and related benefits expense increased $323,000, or 29.2% from $1.1 million for the quarter ended March 31, 2000 to $1.4 million for the quarter ended March 31, 2001. This increase was primarily the result of the MRP expense of $263,000 for the quarter ended March 31, 2001, which was not present in 2000. Occupancy and equipment expense increased $76,000 or 29.8% from $255,000 for the quarter ended March 31, 2000 to $331,000 for the quarter ended March 31, 2001. Most of this increase was depreciation expense from the new branch and the check imaging

hardware and software, which were not present in the same quarter in the prior year. The increases in other categories of operating expenses generally are attributable to the growth of the Company including the operating expenses associated with the Bank's seventh branch, which opened on September 27, 2000. We expect that other operating expenses will continue to increase in subsequent periods as a result of increased cost associated with operating a public company.

Income Tax Expense. Income tax expense decreased $172,000 from tax expense of $608,000 for the quarter ended March 31, 2000 to $436,000 for the quarter ended March 31, 2001. The decrease resulted from a $512,000 decrease in income before income taxes. The effective tax rates were 36.0% and 35.3% for the quarters ended March 31, 2001 and 2000, respectively.

COMPARISON OF OPERATING RESULTS FOR THE SIX MONTHS ENDED MARCH 31, 2001 AND 2000

Net Income. We recorded net income of $1.7 million for the six months ended March 31, 2001, as compared to $2.2 million for the six months ended March 31, 2000, representing a decrease of $532,000, or 24.1%. For the six months ended March 31, 2001 basic and diluted earnings per share were $0.56 and $0.53, respectively. The Company reported basic and diluted earnings per share for the six months ended March 31, 2000 of $0.75 per share. The decrease in net income resulted primarily from decreased net interest income and increased operating expenses that were offset partially by increased other income and decreased income taxes. The decline in net interest income resulted from the decrease in average earning assets that resulted from the special return on capital dividend of $17.0 million, which was paid on October 2, 2000 and decreased net interest margins. The return of capital dividend decreased the ratio of average interest-earning assets to average interest-bearing liabilities from 126.7% for the six months ended March 31, 2000 to 120.0% for the six months ended March 31, 2001.

Net Interest Income. Net interest income, the difference between interest earned on loans and investments and interest paid on interest-bearing liabilities, decreased by $272,000 or 4.2% for the six months ended March 31, 2001, compared to the same six months in the prior year. This decrease reflects a $807,000 increase in interest income that was more than offset by the $1.1 million increase in total interest expense. The average net interest margin decreased 23 basis points from 4.07% for the six months ended March 31, 2000 to 3.84% for the six months ended March 31, 2001.

Interest Income. The increase in interest income for the six months ended March 31, 2001 was due to an increase of $4.8 million in average interest-earning assets compared to the same six months in the prior year and an increase in yield on interest-earning assets of 0.39% from 7.53% for the six months ended March 31, 2000 to 7.92% for the six months ended March 31, 2001. The increased volume of average interest-earning assets increased interest income by approximately $180,000 and the increased yield increased interest income by approximately $628,000. An increase in average loans outstanding of $17.8 million coupled with an increase in average interest-bearing overnight funds of $5.7 million increased interest-earning assets for the six months compared to the prior year. These increases were offset in part by a decrease in average investments of $18.7 million. Average investments decreased to provide cash to pay the special return of capital

dividend and as a result of the $20.0 million of bonds that were called.

Interest Expense. Interest expense increased in the six months ended

March 31, 2001 due to an increase in average interest-bearing liabilities of $18.0 million and an increase in the cost of interest-bearing liabilities of 51 basis points from 4.39% for the six months ended March 31, 2000 to 4.90% for the six months ended March 31, 2001. Average deposits increased by $22.8 million while average FHLB advances decreased $4.9 million for the six months ended March 31, 2001 compared to the same six months in the prior year. The increase in average interest-bearing liabilities increased interest expense by approximately $394,000 while the increase in the average cost of interest-bearing liabilities increased interest expense by approximately $685,000.

The following table presents average balances and average rates earned/paid by the Company for the six months ended March 31, 2001 compared to the six months ended March 31, 2000.

	SIX MONTHS ENDED MARCH 31, 2001			DOLLARS IN THOUSANDS
	AVERAGE BALANCE	INTEREST	YIELD/ COST	AV BA
Assets:				
Loans receivable (1)	231,747	10,017	8.64%	21
Investment securities (2)	77,118	2,336	6.06	9
Interest-bearing overnight deposits	13,143	398	6.07	
Total interest-earning assets	322,008	12,751	7.92	31
Non interest-earning assets	23,977			1
Total assets	345,985			33
Liabilities and stockholders' equity:				
Deposits	247,303	5,990	4.84%	22
FHLB advances	21,050	580	5.51	2
Total interest-earning liabilities	268,353	6,570	4.90	25
Non interest-earning liabilities	17,311			1
Total liabilities	285,664			26
Stockholders' equity	60,321			7
Total liabilities and stockholders' equity	345,985			33
Net interest income		6,181		
Interest rate spread			3.02%	
Net interest margin (3)			3.84%	
Ratio of average interest-earning assets to average interest-bearing liabilities			119.99%	

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

loans, prior loan loss experience, general economic conditions and other factors. Provisions for loan losses totaled $120,000 for both the six months ended March 31, 2001 and 2000. During the quarter we foreclosed on a $2.1 million loan resulting in an increase to real estate owned. The fair value of the collateral for the loan, less costs to sell, is estimated to exceed the balance of the loan. Accordingly, upon foreclosure there was no charge off against the allowance for loan losses. See further discussion of nonperforming assets at "Asset Quality".

Other Income. Other income increased $429,000, or 78.3%, from $548,000 for the six months ended March 31, 2000 to $977,000 for the six months ended March 31, 2001. Mortgage banking income, net increased $379,000 from a loss of $58,000 for the six months ended March 31, 2000 to income of $321,000 for the six months ended March 31, 2001. During the six months ended March 31, 2001, we sold fixed-rate mortgage loans held for sale of $17.7 million and recognized a $301,000 gain on the sale as well as a recovery of $20,000 from previous writedowns on loans held for sale. During the six months ended March 31, 2000, we sold fixed-rate mortgage loans held for sale of $9.2 million and recognized a gain of $122,000 from the sale of these loans; however, the increase in interest rates during this six months required a $180,000 charge to earnings to record the loans held for sale at the lower of cost or fair value. Customer service fees increased $37,000, or 13.2% from $281,000 for the six months ended March 31, 2000 to $318,000 for the six months ended March 31, 2001. This increase results primarily from growth in the number of transaction accounts. In addition, during the six months ended March 31, 2001, commissions from sales of annuities and mutual funds increased $24,000 or 12.3% from $195,000 for the six months ended March 31, 2000 to $219,000 for the six months ended March 31, 2001. This increase resulted from a shift in the mix of products sold that earned the Company higher commissions. During the six months ended March 31, 2001, the Company incurred net losses from real estate operations of $6,000, which were not present in the prior year.

Operating Expenses. Total operating expenses were $4.4 million for the six months ended March 31, 2001, an increase of $955,000, or 27.4% over the $3.5 million recorded for the six months ended March 31, 2000. Compensation and related benefits expense increased $691,000, or 30.3% from $2.3 million for the six months ended March 31, 2000 to $3.0 million for the six months ended March 31, 2001. This increase was primarily the result of the MRP expense of $527,000 for the six months ended March 31, 2001, which was not present in 2000. Occupancy and equipment expense increased $107,000 or 21.4% from $501,000 for the six months ended March 31, 2000 to $608,000 for the six months ended March 31, 2001. Most of this increase was depreciation expense from the new branch and the check imaging hardware and software, which were not present in the same, six months in the prior year. The increases in other categories of operating expenses generally are attributable to the growth of the Company including the operating expenses associated with the Bank's seventh branch, which opened on September 27, 2000. We expect that other operating expenses will continue to increase in subsequent periods as a result of increased cost associated with operating a public company.

Income Tax Expense. Income tax expense decreased $266,000 from tax expense of $1.2 million for the six months ended March 31, 2000 to $919,000 for the six months ended March 31, 2001. The decrease resulted from a $798,000 decrease in income before income taxes. The effective tax rates were 35.4% and 34.9% for the six months ended March 31, 2001 and 2000, respectively. The higher effective tax rate results from the losses at the holding company level for which no state tax benefit is received.

ASSET QUALITY

At March 31, 2001, the Company's non-performing assets (nonaccrual loans and real estate owned) were $2.9 million or 0.83% of total assets. At

September 30, 2000, non-performing assets consisted entirely of loans, which were approximately $2.9 million or 0.82% of total assets. At March 31, 2001, impaired loans totaled $493,000 as defined by Statement of Financial Accounting Standards No. 114, "Accounting by Creditors for Impairment of a Loan," compared to $2.6 million at September 30, 2000. The decrease is attributable to a single $2.1 million loan that was foreclosed during the quarter. See further discussion below. The impaired loans at March 31, 2001 result from one borrower and are secured by several one to four family dwellings that are used as income properties in Alamance County. At March 31, 2001, all of the $493,000 of impaired loans are on non-accrual status, and their related reserve for loan losses totaled $45,000. The average carrying value of impaired loans was $1.8 million during the six months ended March 31, 2001. No interest income was recognized on these impaired loans during the six months ended March 31, 2001. All amounts received on these impaired loans have been recorded as a reduction of the principal balance of the loan. At March 31, 2001 real estate owned totaled $2.1 million, compared to zero one at September 30, 2000. The increase is attributable to foreclosing on two loans secured by real estate during the quarter ended March 31, 2001. Within real estate owned is a 53 unit apartment complex in Burlington, N. C. with a carrying value of $2.0 million. We have engaged a management company to rent and operate the complex while we own it. The Company is undertaking steps to liquidate the real

estate owned properties. The Bank's net chargeoffs for the six months ended March 31, 2001 and 2000 were $36,000 and $1,000, respectively. The allowance for loan losses was $3.6 million or 1.57% of outstanding loans at March 31, 2001. This compares to 1.56 % at September 30, 2000 and 1.66% at March 31, 2000.

Regulations require that we classify our assets on a regular basis. There are three classifications for problem assets: substandard, doubtful and loss. We regularly review our assets to determine whether any assets require classification or re-classification. At March 31, 2001, we had $ 3.3 million in classified assets consisting entirely of $3.3 million in substandard assets.

In addition to regulatory classifications, we also classify as "special mention" assets that are currently performing in accordance with their contractual terms but may become classified or nonperforming assets in the future. At March 31, 2001, we have identified approximately $37.8 million in assets classified as special mention or watch. Included in this amount are five loans with an aggregate outstanding balance of $4.3 million at March 31, 2001 to a company affiliated with one of our directors. In addition, the director has the ability to borrow an additional $174,000 from us under a line of credit. All the loans are secured by a first lien on all company assets, including accounts receivable, inventory, equipment, furniture and real property occupied by the borrower. In addition, the director has personally guaranteed repayment of the loans. At March 31, 2001, such loans were current with respect to their payment terms and were performing in accordance with the related loan agreements. Based on an analysis of the borrower's current financial statements received in May 2001, management has concerns that the borrower may have difficulty in complying with the present loan repayment terms on an ongoing basis. Accordingly, this loan may become a nonperforming asset in future periods. Management will continue to closely monitor the performance of these loans in future periods.

LIQUIDITY AND CAPITAL RESOURCES

The Bank must meet certain liquidity requirements established by the State of North Carolina Office of the Commissioner of Banks (the "Commissioner"). At March 31, 2001, the Bank's liquidity ratio exceeded such requirements. Liquidity generally refers to the Bank's ability to generate

adequate amounts of funds to meet its cash needs. Adequate liquidity guarantees that sufficient funds are available to meet deposit withdrawals, fund loan commitments, maintain adequate reserve requirements, pay operating expenses, provide funds for debt service, pay dividends to stockholders and meet other general commitments.

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

Our most liquid assets are cash and cash equivalents. The levels of these assets are dependent on our operating, financing, lending and investing activities during any given period. At March 31, 2001, cash and cash equivalents totaled $34.4 million. We have other sources of liquidity should we need additional funds. During the six months ended March 31, 2001 and 2000, we sold loans totaling $17.7 million and $9.2 million, respectively. Additional sources of funds include FHLB of Atlanta advances. Other sources of liquidity include loans and investment securities designated as available for sale, which totaled $13.9 million at March 31, 2001.

We anticipate that we will have sufficient funds available to meet our current commitments. At March 31, 2001, we had $7.2 million in commitments to originate new loans, $55.2 million in unfunded commitments to extend credit under existing equity lines and commercial lines of credit and $266,000 in standby letters of credit. At March 31, 2001, certificates of deposit, which are scheduled to mature within one year, totaled $140.2 million. We believe that a significant portion of such deposits will remain with us.

The FDIC requires the Bank to meet a minimum leverage capital requirement of Tier I capital to assets ratio of 4%. The FDIC also requires the Bank to meet a ratio of total capital to risk-weighted assets of 8%, of which 4% must be in the form of Tier I capital. The Commissioner requires the Bank at all times to maintain certain minimum capital levels. The Bank was in compliance with all capital requirements of the FDIC and the Commissioner at March 31, 2001 and is deemed to be "well capitalized."

The Federal Reserve also mandates capital requirements on all bank holding companies, including 1st State Bancorp, Inc. These capital requirements are similar to those imposed by the FDIC on the Bank. At March 31, 2001, the Company was in compliance with the capital requirements of the Federal Reserve.

ACCOUNTING ISSUES

In June 1998 the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 133, "Accounting for Derivative Instruments and Certain Hedging Activities." In June 2000 the FASB issued SFAS No. 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities, an Amendment of SFAS 133." SFAS No. 133 and SFAS No. 138 require that all derivative instruments be recorded on the balance sheet at their respective fair values. Changes in the fair values of those derivatives will be reported in earnings or other comprehensive income depending on the use of the derivative and whether the derivative qualifies for hedge accounting. SFAS No. 133 and SFAS No. 138 are effective for all fiscal quarters of all fiscal years beginning after June 30, 2000; the Company adopted SFAS No. 133, as amended by SFAS No. 138, on October 1, 2000.

On October 1, 2000, the Company had no embedded derivative instruments requiring separate accounting treatment and had identified fixed rate conforming loan commitments as its only freestanding derivative instrument. The Company does not currently engage in hedging activities. The commitments to originate fixed rate conforming loans totaled $2,410,000 and $1,114,000 at March 31, 2001 and October 1, 2000, respectively. The fair value of these commitments was less than $ 12,000 on these dates and therefore the adoption of SFAS 133 on October 1, 2000 as well as the impact of applying SFAS 133 at March 31, 2001 was not material to the Company's consolidated financial statements.

The FASB has issued Statement of Financial Accounting Standards No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities" ("SFAS 140"). This statement replaces SFAS No. 125 ("Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities") and revises the standards for accounting for securitizations and other transfers of financial assets and collateral and requires certain disclosures, but it carries over most of the provisions of SFAS No. 125 without consideration. SFAS No. 140 provides accounting and reporting standards for transfers and servicing of financial assets and extinguishments of liabilities, based on application of a financial components approach that focuses on control. SFAS No. 140 is effective for transfers and servicing of financial assets and extinguishments of liabilities occurring after March 2001. Adoption of SFAS No. 140 is not expected to have a material impact on the Company's consolidated financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

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

The Company monitors whether material changes in market risk have occurred since September 30, 2000. The Company does not believe that any material adverse changes in market risk exposures occurred since September 30, 2000.

16

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

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

The Company's Annual Meeting of Stockholders was held on January 30, 2001. At this meeting 2,859,452 shares of the Company's common stock were represented in person or by proxy.

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

Nominee	Votes in Favor Of Election	Votes Withheld
James A. Barnwell, Jr.	2,854,864	4,588
James G. McClure, Jr.	2,854,864	4,588
T. Scott Quakenbush	2,854,864	4,588
Ernest A. Koury, Jr.	2,854,837	4,615

There were no broker nonvotes on the matter.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a.) Exhibits. None.

(b.) Reports on Form 8-K. During the quarter ended March 31, 2001, the registrant did not file any current reports on Form 8-K.

17

SIGNATURES

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

1ST STATE BANCORP, INC.

Date: May 11, 2001

/s/ James C. McGill

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

Date: May 11, 2001

/s/ A. Christine Baker

A. Christine Baker
Executive Vice President
Treasurer and Secretary

(Principal Financial and Accounting Officer)