

SEACOAST BANKING CORP OF FLORIDA

Form 10-Q

November 09, 2009

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the quarterly period ended September 30, 2009**  
**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_.**  
**Commission File No. 0-13660**  
**Seacoast Banking Corporation of Florida**  
(Exact Name of Registrant as Specified in its Charter)

Florida

59-2260678

(State or Other Jurisdiction of Incorporation or Organization)

(I.R.S. Employer Identification No.)

815 COLORADO AVENUE, STUART FL

34994

(Address of Principal Executive Offices)

(Zip Code)

(772) 287-4000

(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  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Small Reporting Company

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

Common Stock, \$.10 Par Value 52,849,625 shares as of September 30, 2009



INDEX  
SEACOAST BANKING CORPORATION OF FLORIDA

	PAGE #
<u>Part I FINANCIAL INFORMATION</u>	
<u>Item 1. Financial Statements (Unaudited)</u>	
<u>Condensed consolidated balance sheets</u> <u>September 30, 2009 and December 31, 2008</u>	3
<u>Condensed consolidated statements of income</u> <u>Three months and nine months ended September 30, 2009 and 2008</u>	4
<u>Condensed consolidated statements of cash flows</u> <u>Nine months ended September 30, 2009 and 2008</u>	5-6
<u>Notes to condensed consolidated financial statements</u>	7-22
<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	23-66
<u>Item 3. Quantitative and Qualitative Disclosures about Market Risk</u>	67
<u>Item 4. Controls and Procedures</u>	68
<u>Part II OTHER INFORMATION</u>	
<u>Item 1. Legal Proceedings</u>	68
<u>Item 1A. Risk Factors</u>	68-83
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	84
<u>Item 3. Defaults upon Senior Securities</u>	84
<u>Item 4. Submission of Matters to a Vote of Security Holders</u>	84
<u>Item 5. Other Information</u>	84
<u>Item 6. Exhibits</u>	85
<u>SIGNATURES</u>	86
<u>Exhibit 31.1</u>	
<u>Exhibit 31.2</u>	
<u>Exhibit 32.1</u>	
<u>Exhibit 32.2</u>	



**Table of Contents****Part I. FINANCIAL INFORMATION****Item 1. FINANCIAL STATEMENTS**

## CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)

## Seacoast Banking Corporation of Florida and Subsidiaries

(Dollars in thousands, except share amounts)	September 30, 2009	December 31, 2008
<b>ASSETS</b>		
Cash and due from banks	\$ 32,515	\$ 46,002
Interest bearing deposits with other banks	137,640	100,585
Federal funds sold	0	4,605
 Total cash and cash equivalents	 170,155	 151,192
Securities:		
Available for sale (at fair value)	342,742	318,030
Held for investment (fair values: at September 30, 2009 and \$26,109 at December 31, 2008)	19,296	\$ 18,870 27,871
 TOTAL SECURITIES	 362,038	 345,901
Loans held for sale	5,857	2,165
Loans	1,504,566	1,676,728
Less: Allowance for loan losses	(48,850)	(29,388)
 NET LOANS	 1,455,716	 1,647,340
Bank premises and equipment, net	42,143	44,122
Other real estate owned	26,819	5,035
Goodwill and other intangible assets	4,436	55,193
Other assets	72,751	63,488
	\$ 2,139,915	\$ 2,314,436
 <b>LIABILITIES</b>		
Deposits	\$ 1,761,287	\$ 1,810,441
Federal funds purchased and securities sold under agreements to repurchase, maturing within 30 days	68,797	157,496
Borrowed funds	65,053	65,302
Subordinated debt	53,610	53,610
Other liabilities	10,844	11,586
	1,959,591	2,098,435
 <b>SHAREHOLDERS EQUITY</b>		
Preferred stock, par value \$0.10 per share, authorized 4,000,000 shares, issued and outstanding 2,000 shares of Series A	44,686	43,787
Warrant for purchase of shares of common stock at \$6.36 per share	3,123	6,245
Common stock, par value \$0.10 per share, authorized 65,000,000 shares, issued 52,923,151 and outstanding 52,849,625 shares at September 30, 2009, issued 19,283,841 and outstanding 19,171,779 shares at December 31, 2008	5,292	1,928
Other shareholders equity	127,223	164,041

TOTAL SHAREHOLDERS EQUITY	180,324	216,001
	\$ 2,139,915	\$ 2,314,436

See notes to condensed consolidated financial statements.

**Table of Contents**CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)  
Seacoast Banking Corporation of Florida and Subsidiaries

(Dollars in thousands, except per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
Interest and fees on loans	\$ 20,836	\$ 27,146	\$ 65,634	\$ 86,525
Interest and dividends on securities	4,349	3,508	12,728	10,805
Interest on federal funds sold and other investments	163	322	420	1,074
<b>TOTAL INTEREST INCOME</b>	<b>25,348</b>	<b>30,976</b>	<b>78,782</b>	<b>98,404</b>
Interest on deposits	5,416	10,367	19,597	33,579
Interest on borrowed money	881	1,492	3,040	5,061
<b>TOTAL INTEREST EXPENSE</b>	<b>6,297</b>	<b>11,859</b>	<b>22,637</b>	<b>38,640</b>
<b>NET INTEREST INCOME</b>	<b>19,051</b>	<b>19,117</b>	<b>56,145</b>	<b>59,764</b>
Provision for loan losses	45,374	10,241	83,253	57,978
<b>NET INTEREST (LOSS) INCOME AFTER PROVISION FOR LOAN LOSSES</b>	<b>(26,323)</b>	<b>8,876</b>	<b>(27,108)</b>	<b>1,786</b>
Noninterest income				
Other income	4,627	5,160	14,414	17,411
Securities gains, net	1,425	0	3,211	355
<b>TOTAL NONINTEREST INCOME</b>	<b>6,052</b>	<b>5,160</b>	<b>17,625</b>	<b>17,766</b>
Noninterest Expenses				
Goodwill impairment	0	0	49,813	0
Other noninterest expenses	20,506	19,986	61,066	58,157
<b>TOTAL NONINTEREST EXPENSES</b>	<b>20,506</b>	<b>19,986</b>	<b>110,879</b>	<b>58,157</b>
<b>LOSS BEFORE INCOME TAXES</b>	<b>(40,777)</b>	<b>(5,950)</b>	<b>(120,362)</b>	<b>(38,605)</b>
Benefit for income taxes	0	(2,502)	(11,825)	(15,604)
<b>NET LOSS</b>	<b>(40,777)</b>	<b>(3,448)</b>	<b>(108,537)</b>	<b>(23,001)</b>
Preferred stock dividends and accretion of preferred stock discount	937	0	2,811	0
<b>NET LOSS AVAILABLE TO COMMON SHAREHOLDERS</b>	<b>\$ (41,714)</b>	<b>\$ (3,448)</b>	<b>\$ (111,348)</b>	<b>\$ (23,001)</b>
<b>PER SHARE COMMON STOCK:</b>				
Net loss diluted	\$ (1.21)	\$ (0.18)	\$ (4.58)	\$ (1.21)
Net loss basic	(1.21)	(0.18)	(4.58)	(1.21)



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Cash dividends declared	0.00	0.01	0.01	0.33
Average shares outstanding diluted	34,571,200	19,030,758	24,299,915	18,981,944
Average shares outstanding basic	34,571,200	19,030,758	24,299,915	18,981,944

See notes to condensed consolidated financial statements.

**Table of Contents**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)  
Seacoast Banking Corporation of Florida and Subsidiaries

	Nine Months Ended September 30,	
	2009	2008
(Dollars in thousands)		
Increase (decrease) in cash and cash equivalents		
<b>Cash flows from operating activities</b>		
Interest received	\$ 78,178	\$ 98,436
Fees and commissions received	14,508	17,397
Interest paid	(22,716)	(39,094)
Cash paid to suppliers and employees	(55,110)	(53,031)
Income taxes paid	(14)	(3,481)
Trading securities activity	0	14,000
Origination of loans held for sale	(129,233)	(161,231)
Proceeds of loans held for sale	125,541	162,190
Net change in other assets	562	470
Net cash provided by operating activities	11,716	35,656
<b>Cash flows from investing activities</b>		
Maturities of securities available for sale	74,683	23,244
Maturities of securities held for investment	8,589	2,775
Proceeds from sale of securities available for sale	56,663	13,391
Purchases of securities available for sale	(147,506)	(52,593)
Net new loans and principal repayments	70,514	57,294
Proceeds from sale of loans	10,755	47,147
Proceeds from the sale of other real estate owned	3,105	533
Proceeds from sale of Federal Home Loan Bank and Federal Reserve Bank stock	181	0
Purchase of Federal Home Loan Bank and Federal Reserve Bank stock	(1,276)	(174)
Additions to bank premises and equipment	(666)	(4,881)
Net cash provided by investing activities	75,042	86,736
<b>Cash flows from financing activities</b>		
Net decrease in deposits	(49,142)	(148,515)
Net decrease in federal funds purchased and repurchase agreements	(88,699)	(16,775)
Issuance of common stock, net of related expense	70,466	0
Stock based employee benefit plans	160	897
Dividends paid	(580)	(6,291)
Net cash used in financing activities	(67,795)	(170,684)
Net increase (decrease) in cash and cash equivalents	18,963	(48,292)
Cash and cash equivalents at beginning of period	151,192	98,475
Cash and cash equivalents at end of period	\$ 170,155	\$ 50,183



**Table of Contents**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (continued) (Unaudited)  
Seacoast Banking Corporation of Florida and Subsidiaries

(Dollars in thousands)	Nine Months Ended	
	2009	September 30, 2008
<b>Reconciliation of net loss to cash provided by operating activities</b>		
Net loss	\$ (108,537)	\$ (23,001)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Loss on impairment of goodwill	49,813	0
Depreciation	2,637	2,553
Amortization (accretion) of premiums and discounts on securities, net	(1,193)	(401)
Other amortization and accretion	822	349
Trading securities activity	0	14,000
Change in loans held for sale, net	(3,692)	959
Provision for loan losses	83,253	57,978
Gains on sale of securities	(3,211)	(355)
Gains on sale of loans	(67)	(45)
Losses on sale and write-downs of other real estate owned	2,264	315
Losses (gains) on disposition of fixed assets	8	(103)
Change in interest receivable	710	1,028
Change in interest payable	(79)	(454)
Change in prepaid expenses	502	89
Change in accrued taxes	(10,909)	(18,370)
Change in other assets	562	470
Change in other liabilities	(1,167)	644
Net cash provided by operating activities	\$ 11,716	\$ 35,656
Supplemental disclosure of non-cash investing activities:		
Fair value adjustment to available for sale securities	\$ 4,004	\$ (3,859)
Transfer of loans to other real estate owned	27,278	4,664
See notes to condensed consolidated financial statements.		

**Table of Contents**

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)  
SEACOAST BANKING CORPORATION OF FLORIDA AND SUBSIDIARIES

NOTE A BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U. S. generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U. S. generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the nine-month period ended September 30, 2009, are not necessarily indicative of the results that may be expected for the year ending December 31, 2009 or any other period. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2008.

*Use of Estimates*

The preparation of these condensed consolidated financial statements required the use of certain estimates by management in determining the Company's assets, liabilities, revenues and expenses. Actual results could differ from those estimates.

The accounting policies that are particularly sensitive to judgments and the extent to which significant estimates are used include allowance for loan losses and the reserve for unfunded lending commitments, fair value of certain financial instruments, goodwill impairment, realization of deferred tax assets, and contingent liabilities.

The Company tests goodwill for impairment on an annual basis, or more often if events or circumstances indicate there may be impairment. The Company engages external valuation specialists to assist in the Company's goodwill assessments. The Company completed an annual test of goodwill for impairment for the year ended December 31, 2008. Management updated the test for impairment of goodwill at March 31, 2009 due to the decline in the price of the Company's common stock and net earnings in the first quarter of 2009. The results of these tests indicated that none of the Company's goodwill was impaired. Due to the further decline in the price of the Company's common stock and the Company's net loss in the second quarter of 2009, we again tested for impairment of goodwill as of June 30, 2009. The fair value of the Company's enterprise was determined using two methods, the discounted cash flow and change in control valuation methods. These two methods provided a range of valuations of \$2.43 to \$7.00 per share that we used in evaluating goodwill for possible impairment. As of June 30, 2009, the Company determined that the carrying amount of the Company exceeded its fair value and that the entire amount of goodwill was impaired based on a preliminary step two goodwill analysis. At September 30, 2009, the Company completed its step two analysis of goodwill impairment which supported the conclusion reached at June 30, 2009.

**Table of Contents**

**NOTE B RECENT ACCOUNTING STANDARDS**

**FASB Accounting Standards Update No. 2009-01, Topic 105-Generally Accepted Accounting Principles-amendments based on Statement of Financial Accounting Standards No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles, a Replacement of FASB Statement No. 162, ( ASU 2009-01 )**

ASU 2009-01 replaces FAS 162, The Hierarchy of Generally Accepted Accounting Principles and establishes the FASB Accounting Standards Codification (the Codification ) as the source of authoritative accounting principles recognized by the FASB to be applied by non-governmental entities in the preparation of financial statements in conformity with generally accepted accounting principles. Rules and interpretive releases of the SEC under authority of federal securities laws are also sources of authoritative guidance for SEC registrants. All guidance contained in the Codification carries an equal level of authority. All non-grandfathered, non-SEC accounting literature not included in the Codification is superseded and deemed non-authoritative. ASU 2009-01 was effective for the Company s financial statements for periods ending after September 15, 2009 and did not have a significant impact on the Company s consolidated financial statements.

**Accounting Standards Codification 805, Business Combinations ( ASC 805 and formerly Statement of Financial Accounting Standards No. 141, Business Combinations (Revised 2007), ( FAS 141R ))**

FAS 141R was codified by the FASB as ASC 805 as a replacement to Statement of Financial Accounting Standards No. 141, Business Combinations, ( FAS 141 ) and applies to all transactions and other events in which one entity obtains control over one or more other businesses. ASC 805 requires an acquirer, upon initially obtaining control of another entity, to recognize the assets, liabilities and any non-controlling interest in the acquired at fair value as of the acquisition date. Contingent consideration is required to be recognized and measured at fair value on the date of acquisition rather than at a later date when the amount of that consideration may be determinable beyond a reasonable doubt. This fair value approach replaces the cost-allocation process previously required whereby the cost of an acquisition was allocated to the individual assets acquired and liabilities assumed based on their estimated fair value. ASC 805 requires acquirers to expense acquisition-related costs as incurred rather than allocating such costs to the assets acquired and liabilities assumed. Under ASC 805, the requirements of FASB Accounting Standards Codification 420, Exit or Disposal Cost Obligations, (formerly Statement of Financial Accounting Standards No. 146,

Accounting for Costs Associated with Exit or Disposal Activities ) would have to be met in order to accrue for a restructuring plan in purchase accounting. Pre-acquisition contingencies are to be recognized at fair value, unless it is a non-contractual contingency that is not likely to materialize, in which case, nothing should be recognized in purchase accounting and, instead, that contingency would be subject to the probable and estimable recognition criteria of FASB Accounting Standards Codification 450, Contingencies (formerly Statement of Financial Accounting Standards No. 5, Accounting for Contingencies ). ASC 805 is applicable to the Company s accounting for business combinations closing on or after January 1, 2009.

**Table of Contents**

**Statement of Financial Accounting Standards No. 160, Non-controlling Interest in Consolidated Financial Statements An Amendment of ARB No. 51 ( FAS 160 )**

Issued during 2007, FAS 160 was codified by FASB into Accounting Standards Codification 810, Consolidations, to establish accounting and reporting standards for the non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a non-controlling interest in a subsidiary, which is sometimes referred to as minority interest, is an ownership interest in the consolidated entity that should be reported as a component of equity in the consolidated financial statements. Among other requirements, consolidated net income is required to be reported at amounts that included the amounts attributable to both the parent and the non-controlling interest. It also requires disclosure, on the face of the consolidated income statement, of the amounts of consolidated net income attributable to the parent and to the non-controlling interest. The Company adopted this guidance as of January 1, 2009, and it did not have a significant impact on the Company's consolidated financial statements.

**Accounting Standards Codification 815-10-50 Derivatives and Hedging Disclosures ( ASC 815-10-50 and formerly Statement of Financial Accounting Standards No. 161, Disclosure about Derivative Instruments and Hedging Activities, an Amendment of FASB Statement No. 133, ( FAS 161 )**

FAS 161 was codified by FASB as ASC 815-10-50 to provide greater transparency about (i) how and why an entity uses derivative instruments, (ii) how derivative instruments and related hedge items are accounted for under FASB Accounting Standards Codification 815, Derivatives and Hedging and (iii) how derivative instruments and related hedged items affect an entity's financial position, results of operations and cash flows. To meet those objectives, ASC 815-10-50 requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of gains and losses on derivative instruments and disclosures about credit-risk-related contingent features in derivative agreements. ASC 815-10-50 was effective for the Company as of January 1, 2009. It did not have a significant impact on the Company's financial statements.

**Financial Accounting Standards Board Staff Position No. FAS 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That are Not Orderly ( FSP 157-4 )**

FSP 157-4 was codified by FASB into the FASB Accounting Standards Codification 820 Fair Value Measurements. ( ASC 820 ). It was issued April 9, 2009 to provide guidance for determining fair value when there is no active market or where price inputs represent distressed sales. It reaffirms the fair value measurement objective that fair value represents how much an asset would be sold for in an orderly transaction under current market conditions. The guidance was effective for interim and annual periods ending after June 15, 2009. Early adoption for interim and annual periods ending after March 15, 2009 was permitted. The Company adopted this guidance as of June 30, 2009. It did not have a significant impact on the Company's consolidated financial statements.

**Table of Contents**

**Financial Accounting Standards Board Staff Position No. FAS 115-2 and FAS 124-2 Recognition and Presentation of Other-Than-Temporary Impairments ( FSP No. 115 -2 )**

FSP 115-2 was codified by FASB into the FASB Accounting Standards Codification 320, Investments - Debt and Equity Securities. It was issued April 9, 2009 to provide additional guidance and create greater clarity and consistency in accounting for impairment losses on securities. It replaces the assertion of intent and ability to hold an impaired debt security until fair value recovers with assertions that the holder does not intend to sell the security prior to recovery and that it is more likely than not that the holder will not be required to sell the impaired security prior to recovery. The full impairment loss is recognized in earnings if the holder is unable to make these assertions. Otherwise, a credit loss portion of the impairment is recognized in earnings and the remaining impairment is recognized in other comprehensive income (equity). Both the full impairment and credit loss portion are presented on the face of the income statement. The guidance is effective for interim and annual periods ending after June 15, 2009 and requires additional disclosures in interim periods. Early adoption for interim and annual periods ending after March 15, 2009 was permitted. The Company adopted this guidance as of June 30, 2009. It did not have a significant impact on the Company's consolidated financial statements.

**FSP FAS 107-1 and APB 28-1, Interim Disclosures about Fair Value of Financial Instruments ( FSP 107-1 )**

FSP 107-1 was codified into the FASB Accounting Standards Codification 820, Fair Value Measurements ( ASC 820 ) and enhances consistency in financial reporting by increasing the frequency of fair value disclosures for any financial instruments that are not currently reflected on the balance sheet at fair value. It requires disclosures in interim financial statements that were previously only required in annual financial statements to provide qualitative and quantitative information about fair value estimates. The guidance included in ASC 820 was effective for interim and annual periods ending after June 15, 2009. Early adoption for interim and annual periods ending after March 15, 2009 was permitted. The Company adopted the guidance included in ASC 820 as of June 30, 2009. It did not have a significant impact on the Company's consolidated financial statements.

**Financial Accounting Standards Board Staff Position No. EITF 03-6-1 Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities ( FSP No. EITF 03-6-1 )**

FSP No. EITF 03-6-1 provides that unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. FSP No. EITF 03-6-1 became effective on January 1, 2009 and was codified by FASB into the Accounting Standards Codification 260, Earnings Per Share. It did not have a significant impact on the Company's consolidated financial statements.



**Table of Contents**

**Accounting Standards Codification 855 Subsequent Events ( ASC 855 and formerly Statement of Financial Accounting Standards No. 165, Subsequent Events ( FAS 165 )**

On May 28, 2009, the FASB issued FAS 165 to provide authoritative accounting guidance on management's assessment of subsequent events. FAS 165 was codified by FASB into ASC 855 which incorporates existing U.S. auditing literature and clarifies that management is responsible for evaluating, as of each reporting period, events or transactions that occur after the balance sheet date through the date that the financial statements are issued or are available to be issued. ASC 855 was effective for the Company as of June 30, 2009 and did not have a significant impact on the Company's financial statements.

**Statement of Financial Accounting Standards No. 166, Accounting for Transfers of Financial Assets - an amendment to Statement No. 140, ( FAS 166 )**

FAS 166 amends FAS 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities, to enhance reporting about transfers of financial assets, including securitizations, and where companies have continuing exposure to the risks related to transferred financial assets. FAS 166 eliminates the concept of a qualifying special-purpose entity and changes the requirements for derecognizing financial assets. FAS 166 also requires additional disclosures about all continuing involvement with transferred financial assets including information about gains and losses resulting from transfers during the period. FAS 166 will be effective January 1, 2010 and is not expected to have a significant impact on the Company's financial statements. The FASB has not yet codified FAS 166.

**Statement of Financial Accounting Standards No. 167, Amendments to FASB Interpretation No. 46(R), ( FAS 167 )**

FAS 167 amends FIN 46 (Revised December 2003), Consolidation of Variable Interest Entities, to change how a company determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. The determination of whether a company is required to consolidate an entity is based on, among other things, an entity's purpose and design and a company's ability to direct the activities of the entity that most significantly impact the entity's economic performance. FAS 167 requires additional disclosures about the reporting entity's involvement with variable-interest entities and any significant changes in risk exposure due to that involvement as well as its affect on the entity's financial statements. FAS 167 will be effective January 1, 2010 and is not expected to have a significant impact on the Company's consolidated financial statements. The FASB has not yet codified FAS 167.

**Accounting Standards Update No. 2009-05, Topic 820 Fair Value Measurements and Disclosures - Measuring Liabilities at Fair Value ( ASU 2009-05 )**

ASU 2009-05 provides clarification that the fair value measurement of liabilities in which a quoted price in an active market for the identical liability is not available should be developed based on a valuation technique that uses the quoted price of the identical liability when traded as an asset or quoted prices for similar liabilities when traded as assets or another valuation technique that is consistent with the principles of Topic 820 Fair Value Measurements and Disclosures. ASU 2009-05 also clarifies that there is no requirement to adjust the fair value related to the existence of a restriction that prevents the transfer of the liability and that both a quoted price in an active market for the identical liability at the measurement date and the quoted price for the identical liability when traded as an asset in an active market when no adjustments to the quoted price of the asset are required are Level 1 fair value measurements. This guidance was effective for the Company as of September 30, 2009 and did not have a significant impact on the Company's consolidated financial statements.

**Table of Contents****Accounting Standards Update No. 2009-12, Topic 820 Fair Value Measurements and Disclosures - Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent) ( ASU 2009-12 )**

ASU 2009-12 permits, as a practical expedient, fair value of an investment that is within the scope of the ASU such as hedge funds, private equity funds, real estate funds, venture capital funds, offshore fund vehicles and fund of funds to be measured based on the net asset value of the investment or its equivalent as of the reporting entity's measurement date. It also requires certain disclosures including any restrictions on the investor's ability to redeem its investments at the measurement date, any unfunded commitments and the investment strategies of the investees. ASU 2009-12 is effective for interim and annual periods ending December 15, 2009. Early application is permitted. The Company will adopt ASU 2009-12 as of December 31, 2009 and it is not expected to have a significant impact on the Company's consolidated financial statements.

**NOTE C COMPREHENSIVE INCOME (LOSS)**

At September 30, 2009 and 2008, comprehensive income (loss) was as follows:

(Dollars in thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2009	2008	2009	2008
Net loss	\$ (40,777)	\$ (3,448)	\$ (108,537)	\$ (23,001)
Unrealized gains (losses) on securities available for sale (net of tax)	2,851	(2,426)	3,497	(2,265)
Net reclassification adjustment	(908)	0	(1,047)	(138)
Comprehensive loss	\$ (38,834)	\$ (5,874)	\$ (106,087)	\$ (25,404)

**Table of Contents****NOTE D BASIC AND DILUTED EARNINGS (LOSS) PER COMMON SHARE**

Equivalent shares of 558,000 and 918,000 related to stock options and stock settled appreciation rights for the periods ended September 30, 2009 and 2008, respectively, were excluded from the computation of diluted EPS because they would have been anti-dilutive.

(Dollars in thousands, except per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2009	2008	2009	2008
Basic:				
Net loss available to common shareholders	\$ (41,714)	\$ (3,448)	\$ (111,348)	\$ (23,001)
Average shares outstanding	34,571,200	19,030,758	24,299,915	18,981,944
Basic EPS	\$ (1.21)	\$ (0.18)	\$ (4.58)	\$ (1.21)
Diluted:				
Net loss available to common shareholders	\$ (41,714)	\$ (3,448)	\$ (111,348)	\$ (23,001)
Average shares outstanding	34,571,200	19,030,758	24,299,915	18,981,944
Net effect of employee restricted stock, stock options and stock settled appreciation rights	0	0	0	0
TOTAL	34,571,200	19,030,758	24,299,915	18,981,944
Diluted EPS	\$ (1.21)	\$ (0.18)	\$ (4.58)	\$ (1.21)

**Table of Contents****NOTE E FAIR VALUE INSTRUMENTS MEASURED AT FAIR VALUE**

In certain circumstances, fair value enables the Company to more accurately align its financial performance with the market value of actively traded or hedged assets and liabilities. Fair values enable a company to mitigate the non-economic earnings volatility caused from financial assets and financial liabilities being carried at different bases of accounting, as well as to more accurately portray the active and dynamic management of a company's balance sheet. The FASB issued ASC 820, formerly FSP No. 157-3, *Determining the Fair Value of a Financial Asset When the Market for that Asset is Not Active* on October 10, 2008. In April 2009, the FASB issued ASC 820, formerly FSP No. FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*, and it provides additional guidance for estimating fair value when the volume and level of activity for an asset or liability has significantly decreased. In addition, it includes guidance on identifying circumstances that indicate a transaction is not orderly. Under ASC 820, fair value measurements for items measured at fair value at September 30, 2009 and 2008 included:

(Dollars in thousands)	Fair Value Measurements	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>September 30, 2009</b>				
Available for sale securities	\$ 342,742		\$ 342,742	
Loans held for sale	5,857		5,857	
Loans (1)	121,762		17,707	\$ 104,055
Derivative product assets, net	77		77	
Other real estate owned (2)	26,819		26,819	
<b>September 30, 2008</b>				
Available for sale securities	\$ 267,661		\$ 267,661	
Loans held for sale	2,701		2,701	
Loans (1)	68,620		8,052	\$ 60,568
Derivative product assets, net	28		28	
Other real estate owned (2)	4,551		4,551	

- (1) See Note F.  
Nonrecurring  
fair value  
adjustments to  
loans identified  
as impaired  
reflect full or  
partial  
write-downs  
that are based  
on the loan's  
observable  
market price or  
current  
appraised value

of the collateral in accordance with ASC 310, formerly SFAS 114, *Accounting by Creditors for Impairment of a Loan*. When appraisals are used to determine fair value and the appraisals are based on a market approach, the related loans' fair value is classified as Level 2 input. The fair value of loans based on appraisals which require significant adjustments to market-based valuation inputs or apply an income approach based on unobservable cash flows, are classified as Level 3 inputs.

- (2) Fair value is measured on a nonrecurring basis in accordance with ASC 360, formerly SFAS No. 144.

**Table of Contents**

For derivative product assets and loans held for sale, the realized and unrealized gains and losses are included in earnings in noninterest income or net interest income, as appropriate, and were not material for the nine-month periods ended September 30, 2009 and 2008.

In April 2009, the FASB issued ASC 825 which changed the reporting requirements on certain fair value disclosures of financial instruments to include interim reporting periods.

The following shows the carrying value and fair value of the Company's financial assets and financial liabilities as of September 30, 2009.

(Dollars in thousands)	September 30, 2009	
	Carrying Value	Fair Value
<b>Financial Assets</b>		
Cash and cash equivalents	\$ 170,155	\$ 170,155
Securities	362,038	361,612
Loans, net	1,455,716	1,463,885
Loans held for sale	5,857	5,857
Derivative product assets	77	77
<b>Financial Liabilities</b>		
Deposit liabilities	1,761,287	1,772,018
Borrowings	133,850	130,305
Subordinated debt	53,610	17,160

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate that value at September 30, 2009:

*Cash and cash equivalents:* The carrying amount was used as a reasonable estimate of fair value.

*Securities:* The fair value of U.S. Treasury and U.S. Government agency, mutual fund and mortgage backed securities are based on market quotations when available or by using a discounted cash flow approach. The fair value of many state and municipal securities are not readily available through market sources, so fair value estimates are based on quoted market price or prices of similar instruments.

*Loans:* Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as commercial, mortgage, etc. Each loan category is further segmented into fixed and adjustable rate interest terms and by performing and nonperforming categories. The fair value of loans, except residential mortgages, is calculated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect the credit and interest rate risks inherent in the loan. For residential mortgage loans, fair value is estimated by discounting contractual cash flows adjusting for prepayment assumptions using discount rates based on secondary market sources. The estimated fair value is not an exit price fair value under ASC 820 when this valuation technique is used.

*Loans held for sale:* Fair values are based upon estimated values to be received from independent third party purchasers.

*Deposit Liabilities:* The fair value of demand deposits, savings accounts and money market deposits is the amount payable at the reporting date. The fair value of fixed maturity certificates of deposit is estimated using the rates currently offered for funding of similar remaining maturities.

**Table of Contents**

*Borrowings:* The fair value of floating rate borrowings is the amount payable on demand at the reporting date. The fair value of fixed rate borrowings is estimated using the rates currently offered for borrowings of similar remaining maturities.

*Subordinated debt:* The fair value of the floating rate subordinated debt is estimated using a market rate currently observed for similar securities of comparable credit quality.

*Derivative product assets and liabilities:* Quoted market prices or valuation models that incorporate current market data inputs are used to estimate the fair value of derivative product assets and liabilities.

**NOTE F IMPAIRED LOANS AND ALLOWANCE FOR LOAN LOSSES**

At September 30, 2009 and 2008, the Company's recorded investments in impaired loans and the related valuation allowances were as follows:

(Dollars in thousands)	2009		2008	
	Recorded Investment	Valuation Allowance	Recorded Investment	Valuation Allowance
Impaired loans without an allowance	\$ 59,755	\$ 0	\$ 38,839	\$ 0
Impaired loans with an allowance	110,335	16,533	38,252	8,471
Impaired loans	\$ 170,090	\$ 16,533	\$ 77,091	\$ 8,471

Impaired loans also include loans that have been modified in troubled debt restructurings where concessions to borrowers who experienced financial difficulties have been granted and the impairment has been measured using discounted cash flows.

The valuation allowance is included in the allowance for loan losses. Where appropriate the impaired loans were measured for impairment based on the value of underlying collateral. The majority of impaired loans are to residential real estate developers for construction and land development. These relationships, including the impaired balances, have been and continue to be assessed and evaluated to determine the probable loan loss. This evaluation includes obtaining current appraisal values for the properties held as collateral and assessing the value of personal guarantees, and requires significant management judgment. Depending on changes in circumstances involving each exposure, future assessments of probable losses may yield materially different results, which may result in a material increase or decrease in the allowance for loan losses through provisions for loan losses on our income statements.

Interest payments received on impaired loans are recorded as interest income, unless the collection of the remaining recorded investment is doubtful at that time, in which case, payments received are recorded as reductions to principal.

Nonaccrual loans and accruing loans past due 90 days or more at September 30, 2009 and 2008 were \$153,981,000 and \$48,000, respectively, for 2009 and \$75,793,000 and \$1,297,000, respectively for 2008.

**Table of Contents**

**NOTE G CONTINGENCIES**

The Company and its subsidiaries, because of the nature of their businesses, are at all times subject to numerous legal actions, threatened or filed. Management presently believes that none of the legal proceedings to which it is a party are likely to have a materially adverse effect on the Company's consolidated financial condition, operating results or cash flows, although no assurance can be given with respect to the ultimate outcome of any such claim or litigation.

The Company has evaluated events from the date of the consolidated financial statements on September 30, 2009 through the issuance of those consolidated financial statements included in this Quarterly Report on Form 10-Q on November 9, 2009. No events were identified requiring recognition and/or disclosure in the consolidated financial statements.

As a result of the public issuance of common stock the Company has notified Treasury to reduce the Warrant it holds to purchase common stock by 50% to 589,625 shares.

**NOTE H REGULATORY CAPITAL**

A common stock offering was completed during the third quarter of 2009 and added 33.7 million in new common shares and resulted in \$70.5 million in additional Tier 1 common equity, net of issuance costs. In addition, the Company expects to close a firm commitment from a private equity firm in the fourth quarter of 2009 for 6 million shares and \$13.5 million gross proceeds.

The Company is well capitalized for bank regulatory purposes. To be categorized as well capitalized, the Company must maintain minimum total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth under "Capital Resources" in this Report. At September 30, 2009, the Company's principal subsidiary, Seacoast National Bank, or Seacoast National, met the risk-based capital and leverage ratio requirements for well capitalized banks under the regulatory framework for prompt corrective action.

Seacoast National has agreed to maintain a Tier 1 capital (to adjusted average assets) ratio of at least 7.50% and a total risk-based capital ratio of at least 12.00% as of March 31, 2009 with its primary regulator, the Office of the Comptroller of the Currency (OCC). The agreement with the OCC as to minimum capital ratios does not change the Bank's status as well-capitalized for bank regulatory purposes.

**NOTE I LETTERS OF CREDIT**

During the second quarter of 2009, the Company's banking subsidiary utilized \$43.0 million in letters of credit issued by the Federal Home Loan Bank (FHLB) to satisfy a portion of its pledging requirement to transact business as a qualified public depository within the state of Florida. The letters of credit had a term of one year with an annual fee equivalent to 5 basis points, or \$21,500, amortized over the one year term of the letters. During the third quarter, the Company's banking subsidiary utilized an additional \$33.0 million in letters of credit issued by the FHLB with similar terms, and an annual fee of \$16,500. No interest cost is associated with the letters of credit.



**Table of Contents****NOTE J SECURITIES**

The amortized cost and fair value of securities available for sale and held to maturity at September 30, 2009 and December 31, 2008 are summarized as follows:

	<b>September 30, 2009</b>			
	<b>Gross Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
	(In thousands)			
<b>SECURITIES AVAILABLE FOR SALE</b>				
U.S. Treasury securities and obligations of U.S. Government Sponsored Entities	\$ 1,196	\$ 2	\$	\$ 1,198
Mortgage-backed securities of Government Sponsored Entities	49,514	1,452		50,966
Collateralized mortgage obligations of Government Sponsored Entities	210,826	7,310	(240)	217,896
Private collateralized mortgage obligations	68,566	772	(2,032)	67,306
Obligations of state and political subdivisions	2,021	82	(1)	2,102
Other	3,274			3,274
	\$ 335,397	\$ 9,618	\$ (2,273)	\$ 342,742
<b>SECURITIES HELD FOR INVESTMENT</b>				
Collateralized mortgage obligations of Government Sponsored Entities	\$ 493	\$	\$	493
Private collateralized mortgage obligations	14,096	59	(564)	13,591
Obligations of state and political subdivisions	4,707	81	(2)	4,786
	\$ 19,296	\$ 140	\$ (566)	\$ 18,870

**Table of Contents**

	<b>December 31, 2008</b>			
	<b>Gross Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
	<b>(In thousands)</b>			
<b>SECURITIES AVAILABLE FOR SALE</b>				
U.S. Treasury securities and obligations of U.S. Government Sponsored Entities	\$ 22,094	\$ 286	\$	\$ 22,380
Mortgage-backed securities of Government Sponsored Entities	59,500	1,035	(6)	60,529
Collateralized mortgage obligations of Government Sponsored Entities	200,812	4,806	(178)	205,440
Private collateralized mortgage obligations	27,106		(2,652)	24,454
Obligations of state and political subdivisions	2,021	51	(2)	2,070
Other	3,157			3,157
	<b>\$ 314,690</b>	<b>\$ 6,178</b>	<b>\$ (2,838)</b>	<b>\$ 318,030</b>
<b>SECURITIES HELD FOR INVESTMENT</b>				
Collateralized mortgage obligations of Government Sponsored Entities	\$ 1,960	\$	\$ (47)	\$ 1,913
Private collateralized mortgage obligations	20,288		(1,758)	18,530
Obligations of state and political subdivisions	5,623	49	(6)	5,666
	<b>\$ 27,871</b>	<b>\$ 49</b>	<b>\$ (1,811)</b>	<b>\$ 26,109</b>

Proceeds from sales of securities available for sale for the nine-month period ended September 30, 2009, were \$56,663,000 with gross gains of \$3,211,000 and no losses. Proceeds from sales of securities available for sale for the nine-month period ended September 30, 2008, were \$13,391,000 with gross gains of \$355,000 and no losses.

Securities with a carrying value of \$269,875,000 and \$273,032,000 and a fair value of \$269,881,000 and \$272,993,000 at September 30, 2009 and December 31, 2008, respectively, were pledged as collateral for repurchase agreements, United States Treasury deposits, other public deposits and trust deposits.

The amortized cost and fair value of securities at September 30, 2009, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or repay obligations with or without call or prepayment penalties.

	<b>Held for Investment</b>		<b>Available for Sale</b>	
	<b>Amortized Cost</b>	<b>Fair Value</b>	<b>Amortized Cost</b>	<b>Fair Value</b>
	<b>(In thousands)</b>			
Due in less than one year	\$	\$	\$ 1,196	\$ 1,198
Due after one year through five years	1,472	1,484		
Due after five years through ten years	2,524	2,552	791	836
Due after ten years	711	750	1,230	1,266
	<b>4,707</b>	<b>4,786</b>	<b>3,217</b>	<b>3,300</b>
Mortgage-backed securities of Government Sponsored Entities			49,514	50,966

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Collateralized mortgage obligations of Government Sponsored Entities	493	493	210,826	217,896
Private collateralized mortgage obligations	14,096	13,591	68,566	67,306
No contractual maturity			3,274	3,274
	\$ 19,296	\$ 18,870	\$ 335,397	\$ 342,742

**Table of Contents**

All of the Company's securities at September 30, 2009 and December 31, 2008 which had unrealized losses were obligations of the state and political subdivisions, U.S. Government agencies or private label collateralized mortgage related securities. Management expects that all principal will be repaid at a par value at the date of maturity.

	Less than 12 months		September 30, 2009 12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
			(In thousands)			
Collateralized mortgage obligations of Government Sponsored Entities	\$ 21,439	\$ (240)	\$	\$	\$ 21,439	\$ (240)
Private collateralized mortgage obligations	7,510	(164)	29,037	(2,432)	36,547	(2,596)
Obligations of state and political subdivisions			1,549	(3)	1,549	(3)
Total temporarily impaired securities	\$ 28,949	\$ (404)	\$ 30,586	\$ (2,435)	\$ 59,535	\$ (2,839)

	Less than 12 months		December 31, 2008 12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
			(In thousands)			
Mortgage-backed securities of Government Sponsored Entities	\$ 7,714	\$ (6)	\$	\$	\$ 7,714	\$ (6)
Collateralized mortgage obligations of Government Sponsored Entities	12,450	(176)	1,914	(49)	14,364	(225)
Private collateralized mortgage obligations			42,983	(4,410)	42,983	(4,410)
Obligations of state and political subdivisions	503	(1)	1,517	(7)	2,020	(8)
Total temporarily impaired securities	\$ 20,667	\$ (183)	\$ 46,414	\$ (4,466)	\$ 67,081	\$ (4,649)

**Table of Contents**

During the second quarter 2009, the Company adopted ASC 320 formerly FSP FAS 115-2 and FAS 124-2 *Recognition and Presentation of Other-Than-Temporary Impairments*.

The Company owned individual investment securities of \$59.5 million with aggregate gross unrealized losses at September 30, 2009. Based on a review of each of the securities in the investment securities portfolio at September 30, 2009, the Company concluded that it expected to recover the amortized cost basis of its investment.

Approximately \$2.6 million of the unrealized losses pertain to super senior private label securities secured by collateral originated prior to 2005 with a fair value of \$36.5 million and were attributable to a combination of factors, including relative changes in interest rates since the time of purchase and decreased liquidity for investment securities in general. The collateral underlying these mortgage investments are 30- and 15-year fixed and 10/1 adjustable rate mortgages loans with low loan to values, subordination and historically have had minimal foreclosures and losses. Based on its assessment of these factors, management believes that the unrealized losses on these debt security holdings are a function of changes in investment spreads and interest rate movements and not changes in credit quality.

The Company also had \$240,000 of unrealized losses on mortgage-backed securities of government sponsored entities having a fair value of \$21.4 million that were attributable to a combination of factors, including relative changes in interest rates since the time of purchase and decreased liquidity for investment securities in general. The contractual cash flows for these securities are guaranteed by U.S. government agencies and U.S. government-sponsored enterprises. Based on its assessment of these factors, management believes that the unrealized losses on these debt security holdings are a function of changes in investment spreads and interest rate movements and not changes in credit quality. Management expects to recover the entire amortized cost basis of these securities.

The unrealized losses on debt securities issued by states and political subdivisions amounted to \$3,000 at September 30, 2009. The unrealized losses on state and municipal holdings included in this analysis are attributable to a combination of factors, including a general decrease in liquidity and an increase in risk premiums for credit-sensitive securities since the time of purchase. Based on its assessment of these factors, management believes that unrealized losses on these debt security holdings are a function of changes in investment spreads and liquidity and not changes in credit quality. Management expects to recover the entire amortized cost basis of these securities.

**Table of Contents**

As of September 30, 2009, the Company does not intend to sell nor is it anticipated that it would be required to sell any of its investment securities which have losses. Therefore, management does not consider any investment to be other-than-temporarily impaired at September 30, 2009.

Included in other assets are \$13.9 million and \$12.8 million at September 30, 2009 and December 31, 2008, respectively, of Federal Home Loan Bank and Federal Reserve Bank stock stated at par value. At September 30, 2009, the Company has not identified events or changes in circumstances which may have a significant adverse effect on the fair value of the \$13.9 million of cost method investment securities.

**NOTE K INCOME TAXES**

The tax benefit for the net loss for the third quarter totaled \$15.7 million. A deferred tax valuation allowance was recorded in a like amount, and therefore there was no change in the carrying value of net deferred tax assets which are supported by tax planning strategies. Should the economy show signs of improvement and the Company's credit losses moderate in the future, increased reliance on management's forecast of future taxable earnings could result in realization of additional future tax benefits.

**Table of Contents**

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

**THIRD QUARTER 2009**

The following discussion and analysis is designed to provide a better understanding of the significant factors related to the Company's results of operations and financial condition. Such discussion and analysis should be read in conjunction with the Company's Condensed Consolidated Financial Statements and the related notes included in this report.

**NEW OFFICES / CLOSURES / RELOCATIONS**

The Company's banking subsidiary has consolidated, improved and opened a number of branch offices during 2009 and 2008. A new branch office was opened on January 20, 2009 in the same shopping plaza as our existing Wedgewood branch in Martin County. This new branch has better ingress and egress on a corner of U.S. Highway One. Our office on Northlake Boulevard in northern West Palm Beach was closed on June 2, 2009, to reduce overhead and rationalize cost with future growth opportunities. Customers of this office are now served by our PGA Boulevard office.

During 2008, the Company's banking subsidiary consolidated three branch locations in the first quarter and in the second quarter opened one new branch in Brevard County on Murrell Road.

Branch additions to bank premises and equipment over the past twelve months have been more than offset by depreciation of \$3.5 million over the same period, resulting in a decrease in bank premises and equipment (net) of \$1,254,000 at September 30, 2009, compared to September 30, 2008.

**EARNINGS SUMMARY**

Net loss available to common shareholders for the third quarter of 2009 totaled \$(41,714,000) or \$(1.21) per average common diluted share, as a result of continued increased credit costs. This compares to \$(63,937,000) or \$(3.35) per average common share in the second quarter of 2009 which included the write-off of \$49.8 million of all of the Company's goodwill (see Goodwill Impairment under Critical Accounting Estimates) and \$(5,697,000) or \$(0.30) per average common diluted share in the first quarter of 2009. In the third quarter a year ago, net loss available to common shareholders totaled \$(3,448,000) or \$(0.18) per average common diluted share.

As forecasted, the net interest margin continued to improve, increasing by 9 basis points during the third quarter of 2009 from the second quarter of 2009, and by 21 basis points during the second quarter of 2009 from the first quarter of 2009, after improving 12 basis points during the first quarter of 2009 from the fourth quarter of 2008. The Company has continued to benefit from lower rates paid for interest bearing liabilities due to the Federal Reserve's reduction in interest rates and its continuance of historically low interest rates, as well as our improved mix of deposits. The average cost of interest bearing liabilities was 15 basis points lower for the third quarter of 2009, compared to second quarter 2009, 40 basis points lower for the second quarter of 2009, compared to first quarter 2009, and was 47 basis points lower for the first quarter of 2009, compared to fourth quarter 2008, a total reduction of 102 basis points.

**Table of Contents**

The improved mix of deposits reflects the continued success of our retail deposit growth initiatives. Signs of improved stability in home prices and greater transaction volumes increased fee income from residential real estate production during the first, second and third quarters of 2009.

Noninterest expenses increased by \$0.5 million versus the prior year's third quarter result, and were up \$52.7 million for the nine-month period ended September 30, 2009, compared to 2008. The increase for the nine-month period was primarily a result of our write-off of \$49.8 million of goodwill (see "Goodwill Impairment" under "Critical Accounting Estimates") and a special Federal Deposit Insurance Corporation (FDIC) assessment of \$996,000. We have managed our controllable overhead, with noninterest expenses (excluding the write-off of goodwill and the increase in FDIC assessments) virtually unchanged versus a year ago. While reductions in overhead occurred in salaries and wages, employee benefits, outsourced data processing costs, furniture and equipment expenses and marketing expenses, these reductions were almost entirely offset by higher legal and professional fees and costs to manage and liquidate foreclosed and repossessed property, reflecting economic conditions.

Our provision for loan losses was substantially higher than in the first and second quarter of 2009, with \$45.4 million of provision for loan losses for the third quarter of 2009 compared to \$26.2 million and \$11.7 million for the second and first quarter of 2009, respectively. Provisions for loans losses were higher year over year for the first nine months of 2009 as a result of higher net charge-offs for 2009 and the Company increasing its allowance for loan losses to loans outstanding ratio to 3.25 percent, or 138 basis points since September 30, 2008.

**CRITICAL ACCOUNTING ESTIMATES**

Management, after consultation with the Company's Audit Committee, believes the most critical accounting estimates and assumptions that may affect the Company's financial status and that involve the most difficult, subjective and complex assessments are:

- the allowance and the provision for loan losses;
- the fair value and other than temporary impairment of securities;
- realization of deferred tax assets;
- goodwill impairment; and
- contingent liabilities.



**Table of Contents**

The following is a brief discussion of the critical accounting policies intended to facilitate a reader's understanding of the judgments, estimates and assumptions underlying these accounting policies and the possible or likely events or uncertainties known to us that could have a material effect on our reported financial information.

**Allowance and Provision for Loan Losses**

The information contained on pages 32-35 and 42-50 related to the Provision for Loan Losses, Loan Portfolio, Allowance for Loan Losses and Nonperforming Assets is intended to describe the known trends, events and uncertainties which could materially affect the Company's accounting estimates related to our allowance for loan losses.

**Fair Value and Other than Temporary Impairment of Securities Classified as Available for Sale**

At September 30, 2009, securities designated as available for sale totaled \$342,742,000. The fair value of the available for sale portfolio at September 30, 2009 was more than historical amortized cost, producing net unrealized gains of \$7,345,000 that have been included in other comprehensive income (loss) as a component of shareholders' equity. The Company made no change to the valuation techniques used to determine the fair values of securities during the first, second or third quarters of 2009. The fair value of each security available for sale was obtained from independent pricing sources utilized by many financial institutions. The fair value of many state and municipal securities are not readily available through market sources, so fair value estimates are based on quoted market price or prices of similar instruments. Generally the Company obtains one price for each security. However, actual values can only be determined in an arms-length transaction between a willing buyer and seller that can, and often do, vary from these reported values. Furthermore, significant changes in recorded values due to changes in actual and perceived economic conditions can occur rapidly, producing greater unrealized losses or gains in the available for sale portfolio.

The credit quality of the Company's securities holdings is investment grade and higher. These securities, except for approximately \$2.1 million of states and their political subdivision's securities, as of September 30, 2009, generally are traded in highly liquid markets. Obligations of U.S. Treasury and U.S. Government agencies total \$270 million, or 78.8 percent of the total portfolio. The remainder of the portfolio primarily consists of super senior private label securities secured by collateral originated prior to 2005. The collateral underlying these mortgage investments are 30- and 15-year fixed rate and 10/1 adjustable rate mortgage loans. Historically, these mortgage loans have had minimal foreclosures and losses.

These investments are reviewed quarterly for other than temporary impairment, or OTTI, by considering the following primary factors: percent decline in fair value, rating downgrades, subordination, duration, amortized loan-to-value, and the ability of the issuers to pay all amounts due in accordance with the contractual terms. Prices obtained from pricing services are usually not adjusted. However, on occasion pricing provided by the pricing services may not be consistent with other observed prices in the market for similar securities. Using observable market inputs, including interest rate and yield curves, volatilities, prepayment speeds, loss severities and default rates, the Company may at times validate the observed prices using a discounted cash flow model and using the observed prices for similar securities to determine the fair value of its securities.

Changes in the fair values, as a result of deteriorating economic conditions and credit spread changes, should only be temporary. Further, management believes that the Company's other sources of liquidity, as well as the cash flow from principal and interest payments from the securities portfolio, reduces the risk that losses would be realized as a result of a need to sell securities to obtain liquidity.

**Table of Contents**

The Company also holds stock in the Federal Home Loan Bank of Atlanta ( FHLB ) totaling \$7.1 million as of September 30, 2009, slightly less than at year-end 2008. The FHLB eliminated its dividend for the first quarter of 2009 but has since reinstated dividends, and instituted quarterly rather than daily repurchases of FHLB activity-based stock in February 2009. The Company accounts for the stock based on the industry guidance in ASC 942 formerly SOP 01-6, *Accounting by Certain Entities (Including Entities With Trade Receivables) That Lend to or Finance the Activities of Others*, which requires the investment to be carried at cost and evaluated for impairment based on the ultimate recoverability of the par value. We evaluated our holdings in FHLB stock at September 30, 2009 totaling \$7.1 million and believe our holdings in the stock are ultimately recoverable at par. We do not have operational or liquidity needs that would require redemption of the FHLB stock in the foreseeable future and, therefore, have determined that the stock is not other-than-temporarily impaired.

**Realization of Deferred Tax Assets**

Our wholly-owned subsidiary, Seacoast National, had a state deferred tax asset ( DTA ) of \$5.5 million at December 31, 2008 reflecting the benefit of \$101.3 million in net operating loss ( NOL ) carry-forwards, which will expire between 2027 and 2028. This deferred state tax asset resulted from the large provision for loan losses in 2008 related to Seacoast National's residential construction and land development loan portfolio. Early recognition of and aggressive responses to unprecedented economic conditions have resulted in substantially higher loan loss provisions and losses for Seacoast National during 2008 and 2009. Our recognition of market conditions allowed for realignment of resources early in 2008 and significant reductions in residential construction and land development loan exposures which at September 30, 2009 continue to decline, totaling 3.8 percent of total loans compared to 7.8 percent at December 31, 2008 and 20.2 percent at their peak during 2007. Management believes that loan loss provisions will likely be much lower in the future over the 20-year carry-forward period for state NOLs. Seacoast National has been through other similar economic cycles in the past where provisioning for loan losses has been elevated followed by periods of lower risk and where little to no loan loss provisions were needed. It is management's opinion that Seacoast National's future taxable income will ultimately allow for the recovery of the NOL, and the utilization of its deferred tax assets.

As a result of the losses incurred in 2008, the Company was in a three-year cumulative pretax loss position at December 31, 2008. A cumulative loss position is considered significant negative evidence in assessing the prospective realization of a DTA from a forecast of future taxable income. The use of the Company's forecast of future taxable income was not considered positive evidence which could be used to offset the negative evidence at this time, given the uncertain economic conditions. Therefore, a valuation allowance of \$5.5 million was recorded related to the Company's state deferred tax asset at December 31, 2008. As a result of the third quarter loss a tax benefit of \$15.7 million was recorded, however the Company also increased its DTA valuation allowance by the same amount. Should the economy show signs of improvement and our credit losses moderate, we anticipate that we could place increased reliance on our forecast of future taxable earnings, which would result in realization of additional future tax benefits.

**Table of Contents****Goodwill Impairment**

After completing a second step goodwill impairment analysis during the third quarter of 2009, the preliminary conclusion that the entire value of goodwill was impaired in the second quarter of 2009 was confirmed.

**Contingent Liabilities**

The Company is subject to contingent liabilities, including judicial, regulatory and arbitration proceedings, and tax and other claims arising from the conduct of our business activities. These proceedings include actions brought against the Company and/or our subsidiaries with respect to transactions in which the Company and/or our subsidiaries acted as a lender, a financial advisor, a broker or acted in a related activity. Accruals are established for legal and other claims when it becomes probable the Company will incur an expense and the amount can be reasonably estimated. Company management, together with attorneys, consultants and other professionals, assesses the probability and estimated amounts involved in a contingency. Throughout the life of a contingency, the Company or our advisors may learn of additional information that can affect our assessments about probability or about the estimates of amounts involved. Changes in these assessments can lead to changes in recorded reserves. In addition, the actual costs of resolving these claims may be substantially higher or lower than the amounts reserved for those claims.

**RESULTS OF OPERATIONS****NET INTEREST INCOME**

Net interest income (on a fully taxable equivalent basis) for the third quarter of 2009 totaled \$19,101,000, increasing from 2009's second quarter by \$114,000 or 0.6 percent, but lower than third quarter 2008's result by \$85,000 or 0.4 percent. The following table details net interest income and margin results (on a tax equivalent basis) for the past five quarters:

(Dollars in thousands)	Net Interest Income (tax equivalent)	Net Interest Margin (tax equivalent)
Third quarter 2008	\$ 19,186	3.57%
Fourth quarter 2008	17,535	3.32
First quarter 2009	18,241	3.44
Second quarter 2009	18,987	3.65
Third quarter 2009	19,101	3.74

**Table of Contents**

Fully taxable equivalent net interest income is a common term and measure used in the banking industry but is not a term used under U.S. generally accepted accounting principles ( GAAP ). We believe that these presentations of tax-equivalent net interest income and tax equivalent net interest margin aid in the comparability of net interest income arising from both taxable and tax-exempt sources over the periods presented. We further believe these non-GAAP measures enhance investors' understanding of the Company's business and performance, and facilitate an understanding of performance trends and comparisons with the performance of other financial institutions. The limitations associated with these measures are the risk that persons might disagree as to the appropriateness of items comprising these measures and that different companies might calculate these measures differently, including as a result of using different assumed tax rates. These disclosures should not be considered an alternative to GAAP. The following information is provided to reconcile GAAP measures and tax equivalent net interest income and net interest margin on a tax equivalent basis.

	Third Quarter 2009	Second Quarter 2009	First Quarter 2009	Fourth Quarter 2008	Third Quarter 2008
	(Dollars in thousands)				
Non-taxable interest income	\$ 105	\$ 135	\$ 139	\$ 141	\$ 145
Tax Rate	35%	35%	35%	35%	35%
Net interest income (TE)	\$ 19,101	\$ 18,987	\$ 18,241	\$ 17,535	\$ 19,186
Total net interest income (not TE)	19,051	18,920	18,174	17,467	19,117
Net interest margin (TE)	3.74%	3.65%	3.44%	3.32%	3.57%
Net interest margin (not TE)	3.73	3.64	3.43	3.31	3.56

Net interest margin on a tax equivalent basis improved 9 basis points to 3.74 percent for the third quarter of 2009 compared to the second quarter of 2009, and was higher by 17 basis points year over year. Net interest income and net interest margin have improved quarter over quarter during 2009, despite the challenging lending environment and the reduction of interest due to nonaccrual loans. Nonaccrual loans have been the primary forces adversely affecting our net interest income and net interest margin when comparing these returns for 2009 to the same periods in 2008.

The earning asset mix changed year over year. For the third quarter of 2009, average loans (the highest yielding component of earning assets) as a percentage of average earning assets totaled 77.6 percent, compared to 84.2 percent a year ago. Average securities as a percent of average earning assets increased from 13.3 percent a year ago to 17.6 percent during third quarter 2009 and federal funds sold and other investments increased to 4.8 percent from 2.5 percent over the same period in 2008. In addition to decreasing average total loans as a percentage of earning assets, the mix of loans changed, with commercial and commercial real estate volumes representing 55.6 percent of total loans at September 30, 2009 (compared to 60.1 percent a year ago at September 30, 2008). This reflects our reduced exposure to commercial construction and land development loans on residential properties, which declined by \$134.8 million from September 30, 2008 to September 30, 2009. Lower yielding residential loan balances with individuals (including home equity loans and lines, and personal construction loans) represented 39.9 percent of total loans at September 30, 2009 (versus 35.6 percent a year ago) (see Loan Portfolio ).

**Table of Contents**

The yield on earning assets for the third quarter 2009 was 4.98 percent, 80 basis points lower than for third quarter 2008, a reflection of the lower interest rate environment, as well as higher nonperforming loans. The following table details the yield on earning assets (on a tax equivalent basis) for the past five quarters:

	3rd Quarter 2009	2nd Quarter 2009	1st Quarter 2009	4th Quarter 2008	3rd Quarter 2008
Yield	4.98%	5.03%	5.16%	5.45%	5.78%

The yield on loans declined 75 basis points to 5.26 percent over the last twelve months. Nonaccrual loans totaling \$154.0 million or 10.2 percent of total loans at September 30, 2009, versus \$75.8 million or 4.3 percent of total loans a year ago, reduced the yield on our loan portfolio. The yield on investment securities was lower as well, decreasing 6 basis points year over year to 4.93 percent, due primarily to purchases of securities at lower yields available in current markets, which diluted the overall portfolio yield year over year. The decline in yield on investment securities was less severe than the decline of 22 basis points reported year over year for second quarter 2009 and the 64 basis points decrease reported year over year for first quarter 2009, reflecting recent securities purchases at higher yields that improved the overall yield for the third quarter by 7 basis points from second quarter 2009, and second quarter 2009 yield by 35 basis points from first quarter 2009. Federal funds sold and other investments yielded 0.67 percent for the third quarter 2009, lower when compared to 2.41 percent a year ago for the same period. The dramatic reduction in interest rates during 2008, with the Federal Reserve lowering the target federal funds rate to 0 to 25 basis points and the Treasury yield curve shifting lower, is expected to continue to limit opportunities to invest at higher interest rates prospectively.

Average earning assets for the third quarter of 2009 decreased \$63.6 million or 3.0 percent compared to the second quarter of 2009. Average loan balances decreased \$60.5 million or 3.7 percent to \$1,571.2 million and average investment securities were \$8.1 million or 2.2 percent lower, totaling \$355.5 million, average federal funds sold and other investments increased \$5.1 million or 5.5 percent to \$97.2 million. The decline in average earning assets is consistent with reduced funding as a result of seasonal declines during the summer in public fund sweep repurchase agreements.

Commercial and commercial real estate loan production for the first nine months of 2009 totaled \$15 million. In comparison, commercial and commercial real estate loan production for 2008 totaled \$117 million, with \$8 million in the fourth quarter, \$33 million in the third quarter, \$19 million in the second quarter and \$57 million for the first quarter. Although we continue to make loans generally, economic conditions in the markets the Company serves are expected to result in negative loan growth in 2009. At September 30, 2009 the Company's total commercial and commercial real estate loan pipeline was \$46 million, versus \$108 million at September 30, 2008.

Closed residential mortgage loan production for the third quarter of 2009 totaled \$28 million, all of it was sold servicing-released. In comparison, \$43 million in residential loans were produced in the second quarter of 2009, of which \$24 million was sold servicing-released, \$38 million in residential loans were produced in the first quarter of 2009, with \$20 million sold servicing-released, and \$22 million was produced in the third quarter of 2008, with \$8 million sold servicing released. Applications for residential mortgages totaled \$43 million during the third quarter of 2009 compared to \$71 million and \$92 million, respectively, for the second and first quarters of 2009. Third quarter is historically a seasonally weak quarter for home purchases. Existing home sales and home mortgage loan refinancing activity in the Company's markets have increased in 2009. Demand for new home construction is expected to remain soft in 2009 and into 2010.

**Table of Contents**

During the third and second quarter of 2009, the sale of mortgage backed securities totaling \$25.3 million and \$29.5 million, respectively, resulted in securities gains of \$1,425,000 and \$1,786,000, respectively, for each quarter. Management believed these securities had minimal opportunity to further increase in value. During the third quarter of 2009 maturities (principally pay-downs) totaled \$25.4 million and securities portfolio purchases totaled \$47.3 million. In comparison, during the second quarter of 2009 maturities (principally pay-downs and one large maturity of \$20 million) totaled \$47.4 million and securities portfolio purchases totaled \$64.2 million.

The cost of average interest-bearing liabilities in the third quarter of 2009 decreased 15 basis points to 1.50 percent from second quarter 2009 and was 114 basis points lower than for the third quarter of 2008, reflecting the lower interest rate environment. The following table details the cost of average interest bearing liabilities for the past five quarters:

	3rd Quarter 2009	2nd Quarter 2009	1st Quarter 2009	4th Quarter 2008	3rd Quarter 2008
Rate	1.50%	1.65%	2.05%	2.52%	2.64%

The Company's retail core deposit focus has produced strong growth in core deposit customer relationships when compared to the prior year's results, and resulted in increased balances which offset planned certificate of deposit runoff during the first, second and third quarter of 2009. We have gained customers. A total of 1,622 new households were added in the third quarter of 2009, up 10.2 percent compared to the second quarter of 2009, and comparing to 1,566 new households in the third quarter of 2008. The improved deposit mix and lower rates paid on interest bearing deposits during the third quarter of 2009 reduced the overall cost of interest bearing deposits to 1.47 percent, 20 basis points lower than in the second quarter of 2009 and 113 basis points lower than in the third quarter a year ago. Still a significant component favorably affecting the Company's net interest margin, the average balances of lower cost interest bearing deposits (NOW, savings and money market) totaled 52.7 percent in the third quarter of 2009, although this was lower than the average of 56.3 percent a year ago, as a result of customers shifting balances from these lower rate products to certificates in this low interest rate environment. The average rate for lower cost interest bearing deposits for the third quarter of 2009 was 0.58 percent, down by 13 basis points from the second quarter of 2009 and down 122 basis points from the third quarter of 2008. Certificate of deposit ( CD ) rates paid were also lower compared to the second quarter of 2009 and third quarter of 2008, lower by 35 basis points and 119 basis points, respectively, and averaged 2.45 percent for the third quarter of 2009. Average CDs (the highest cost component of interest bearing deposits) were 47.3 percent of interest bearing deposits for third quarter 2009, a higher percentage than a year ago when the percentage was 43.7 percent.

**Table of Contents**

Average deposits totaled \$1,737.9 million during the third quarter of 2009, and were \$35.2 million lower compared to second quarter 2009, due primarily to lower average customer balances as a result of normal seasonal declines and a planned reduction of brokered deposits of \$9 million. Total average sweep repurchase agreements for the third quarter were \$50.5 million lower as a result of normal seasonal funding trends for public fund customers. Total average deposits plus sweep repurchase agreements totaled \$1,824.2 million during the third quarter of 2009, down \$85.7 million or 4.5 percent from second quarter 2009. Average total deposits declined \$139.9 million or 7.5 percent compared to the same period in 2008, principally as a result of deposit declines in the Company's central Florida region (resulting from slower economic growth). The average aggregate amounts of NOW, savings and money market balances decreased \$121.1 million or 13.6 percent to \$771.3 million for third quarter 2009 compared to third quarter 2008, noninterest bearing deposits decreased \$20.0 million or 6.8 percent to \$274.0 million, and average CDs increased by \$1.1 million or 0.2 percent to \$692.6 million. As a result of the low interest rate environment, customers have deposited more funds into CDs, while maintaining lower average balances in savings and other liquid deposit products that pay no interest or a lower interest rate. In addition, Seacoast National joined the Certificate of Deposit Registry program ( CDARs ) on July 1, 2008, which allows customers to have CDs safely insured beyond the FDIC deposit insurance limits. This benefited our deposit retention efforts during the recent financial market disruption and provided a new product offering to homeowners' associations concerned with FDIC insurance coverage. FDIC deposit insurance has been temporarily increased from \$100,000 to \$250,000 per depositor from October 14, 2008 through December 31, 2013. Under the FDIC's Temporary Liquidity Guarantee, or TLG, program, the entire amount in any eligible noninterest bearing transaction deposit account is guaranteed by the FDIC to the extent such balances are not covered by FDIC insurance. Seacoast National is participating in the TLG program to offer the best possible FDIC coverage to its customers. The TLG noninterest bearing transaction account guarantee is backed by the full faith and credit of the United States, and unless extended, will expire December 31, 2009.

Average short-term borrowings have been principally comprised of sweep repurchase agreements with customers of the Company's bank subsidiary, which decreased \$50.5 million or 36.9 percent from the second quarter of 2009 but increased \$3.5 million or 4.3 percent from the third quarter of 2008. Most of the increase in average sweep repurchase agreement balances was due to efforts to reduce FDIC insurance costs by migrating public fund deposits beginning late in the fourth quarter of 2008; these public funds reach their normal seasonal lows during the third quarter each year. Other borrowings are comprised of subordinated debt of \$53.6 million related to trust preferred securities issued by trusts organized by the Company, and advances from the FHLB of \$65.1 million that have not changed since year-end 2007.

Company management believes its market expansion, branding efforts and retail deposit growth strategies have produced new relationships and core deposits, which has assisted in maintaining a stable net interest margin. Reductions in nonperforming assets also are expected to aid in increasing the Company's future net interest margin.

**Table of Contents**

**PROVISION FOR LOAN LOSSES**

Management determines the provision for loan losses charged to operations by continually analyzing and monitoring delinquencies, nonperforming loans and the level of outstanding balances for each loan category, as well as the amount of net charge-offs, and by estimating losses inherent in its portfolio. While the Company's policies and procedures used to estimate the provision for loan losses charged to operations are considered adequate by management, factors beyond the control of the Company, such as general economic conditions, both locally and nationally, make management's judgment as to the adequacy of the provision and allowance for loan losses necessarily approximate and imprecise (see *Nonperforming Assets* and *Allowance for Loan Losses* ).

The provision for loan losses is the result of a detailed analysis estimating an appropriate and adequate allowance for loan losses. The analysis includes the evaluation of impaired loans as prescribed under ASC 310 formerly SFAS No. 114 *Accounting by Creditors for Impairment of a Loan*, and SFAS No. 118 *Accounting by Creditors for Impairment of a Loan - Income Recognition and Disclosures*, as well as, an analysis of homogeneous loan pools not individually evaluated as prescribed under ASC 450 formerly SFAS No. 5, *Accounting for Contingencies*. For the third quarter ended September 30, 2009, the provision for loan losses was \$45.4 million, higher than 2008's third quarter provision for loan losses of \$10.2 million, and higher than the \$11.7 million and \$26.2 million in provisioning for the first and second quarter of 2009, respectively.

The provision for loan losses was \$5.2 million more than net charge-offs of \$40.1 million. Net charge-offs were 10.14 percent of average total loans in the third quarter of 2009. In the first and second quarter of 2009, provisions for loan losses were \$11.1 million and \$3.1 million more than net charge-offs of \$15.1 million (or 3.71 percent of average total loans) and \$8.5 million (or 2.07 percent of average total loans), respectively. In comparison, net charge-offs were \$4.4 million, \$33.5 million and \$9.3 million in the first, second and third quarters of 2008, respectively, and \$81.1 million for the entire year. Net charge-offs during 2008 and 2009 were primarily due to higher net charge-offs of commercial construction and land development loans financing residential development, which reflected housing market declines. A downturn in residential real estate prices and sales has negatively affected the entire industry since mid-2006 and the Company began a comprehensive effort to reduce its exposure in early 2007. With timely and more aggressive collection efforts, loan sales, and charge-offs, residential construction and land development loans declined \$135 million from September 30, 2008 and now represent 3.8 percent of total loans at September 30, 2009. The reduction in the Company's exposure should reduce earnings volatility from this portfolio in the future.



**Table of Contents**

The following table details the Company's reduced exposure to large residential construction and land development loans over the past five quarters, as evidenced by loans in this portfolio with balances of \$4 million or more declining by almost 82 percent from \$98.3 million at September 30, 2008 to \$17.8 million, or approximately 7 percent of risk-based capital, at September 30, 2009. All of the remaining \$17.8 million in loans greater than \$4 million are classified as nonperforming, and of the \$39.8 million in loans less than \$4 million, \$16.4 million or 41.2 percent are nonperforming:

**QUARTERLY TRENDS LOANS AT END OF PERIOD**

(Dollars in Millions)

		2008		1st Qtr	2009		2009	
		3rd Qtr	4th Qtr		2nd Qtr	3rd Qtr	Nonperforming 3rd Qtr	No.
Residential								
Construction and Land								
Development								
Condominiums	>\$4 mil	\$ 19.6	\$ 8.6	\$ 8.4	\$ 7.9	\$ 5.3	\$ 5.3	1
	<\$4 mil	13.0	8.8	7.9	8.8	3.7	0.9	1
Town homes	>\$4 mil	17.1						
	<\$4 mil	4.6	6.1	4.2	2.3			
Single Family								
Residences	>\$4 mil	13.5	11.9	6.6	6.5			
	<\$4 mil	23.7	14.9	13.9	10.3	7.1	1.8	10
Single Family Land &								
Lots	>\$4 mil	40.3	22.1	21.8	21.8	5.9	5.9	1
	<\$4 mil	29.9	30.7	29.6	21.5	19.5	9.5	21
Multifamily	>\$4 mil	7.8	7.8	7.8	7.8	6.6	6.6	1
	<\$4 mil	22.9	19.0	17.0	9.8	9.5	4.2	6
TOTAL	>\$4 mil	98.3	50.4	44.6	44.0	17.8	17.8	3
TOTAL	<\$4 mil	94.1	79.5	72.6	52.7	39.8	16.4	38
GRAND TOTAL		\$ 192.4	\$ 129.9	\$ 117.2	\$ 96.7	\$ 57.6	\$ 34.2	41

The Company's other loan portfolios related to residential real estate are amortizing loans. The Company has never offered sub-prime, Alt A, Option ARM or any negative amortizing residential loans, programs or products, although we have originated and hold residential mortgage loans from borrowers with original or current FICO credit scores that are less than prime FICO credit scores. Substantially all residential originations have been underwritten to conventional loan agency standards, including loans having balances that exceed agency value limitations. The Company selectively adds residential mortgage loans to its portfolio, primarily loans with adjustable rates.

After completing a review of internally criticized commercial real estate exposures late in the third quarter, a number of performing loans were identified that may not be able to continue to perform in accordance with existing repayment terms. These loans were placed on nonaccrual status and evaluated for impairment. This action contributed to the increase in nonperforming loans. It is anticipated that many of these loans will be restructured in the next few months as troubled debt restructures or sold.

During the third quarter of 2009, the commercial real estate portfolio (not related to residential construction and land development) nonaccrual loans increased from \$2.1 million at June 30, 2009 to \$21.8 million at September 30, 2009, and nonaccrual loans for commercial real estate mortgages increased from \$19.7 million at June 30, 2009 to \$53.3 million at September 30, 2009. Of the \$21.7 million in commercial construction and land development loans

and \$53.3 million in commercial real estate mortgages on nonaccrual, \$12.9 million and \$28.8 million, respectively, were performing at September 30, 2009.

**Table of Contents**

Since year-end 2008, nonaccrual loans increased by \$67.0 million to \$154.0 million at September 30, 2009, and were \$78.2 million higher than at September 30, 2008 (see *Nonperforming Assets* ). Loans declined \$221.7 million or 11.7 percent during 2008 and have declined an additional \$172.2 million or 10.3 percent since year-end 2008 (see *Loan Portfolio* ). For the remainder of 2009, the Company's loan portfolio is expected to experience further declines. The Congress and bank regulators are encouraging recipients of TARP capital to use such capital to make loans and the Company has successfully increased its residential mortgage production. Congressional demands for additional lending by TARP capital recipients and regulatory demands for demonstrating and reporting such lending are increasing. On November 12, 2008, the bank regulatory agencies issued a statement encouraging banks to, among other things, lend prudently and responsibly to creditworthy borrowers and to work with borrowers to preserve homeownership and avoid preventable foreclosures. A total of 236 applications were accepted in the third quarter of 2009 for total residential mortgage loans of \$43 million, and 966 applications were taken in the first nine months for \$208 million. Closed residential mortgage loans totaled \$28 million for the quarter, compared to \$38 million and \$43 million for the first and second quarters of 2009, respectively. In addition, a total of 73 applications were received seeking restructured mortgages, compared to 93 and 102 in the first and second quarters of 2009, respectively. The Company continues to lend, and we have expanded our mortgage loan originations. However, as consumers and businesses seek to reduce their borrowings, and the economy remains weak, opportunities to lend prudently to creditworthy borrowers are expected to be limited.

**NONINTEREST INCOME**

Noninterest income, excluding gains or losses from securities, totaled \$4,627,000 for the third quarter of 2009, \$178,000 or 3.7 percent lower than the second quarter of 2009 and \$533,000 or 10.3 percent lower than the third quarter of 2008. Noninterest income accounted for 19.5 percent of total revenue (net interest income plus noninterest income, excluding securities gains or losses) in the third quarter of 2009 compared to 21.3 percent a year ago. Noninterest income for the third quarter of 2009, the second quarter of 2009, and third quarter of 2008 is detailed as follows:

	3rd Qtr 2009	2nd Qtr 2009	3rd Qtr 2008
Service charges on deposits	\$ 1,732	\$ 1,562	\$ 1,894
Trust income	517	480	597
Mortgage banking fees	337	488	216
Brokerage commissions and fees	326	388	452
Marine finance fees	249	331	371
Debit card income	674	673	620
Other deposit-based EFT fees	73	85	82
Merchant income	371	448	510
Other income	348	350	418
<b>Total</b>	<b>\$ 4,627</b>	<b>\$ 4,805</b>	<b>\$ 5,160</b>

**Table of Contents**

For 2009, third quarter revenues from the Company's wealth management services businesses (trust and brokerage) decreased year over year, by \$206,000 or 19.6 percent, and were \$25,000 or 2.9 percent below second quarter 2009's result. Of the \$206,000 decrease, trust revenue was lower by \$80,000 or 13.4 percent and brokerage commissions and fees were lower by \$126,000 or 27.9 percent. Included in the \$126,000 decline in brokerage commissions and fees was a decline of \$102,000 in revenue from insurance annuity sales year over year reflecting the lower interest rate environment, and a \$15,000 reduction in brokerage commissions. Lower *inter vivos* trust and agency fees were the primary cause for the decline in trust income, as these decreased \$11,000 and \$62,000, respectively, from 2008, as well as lower testamentary fee income, which decreased \$6,000. Economic uncertainty and declines in asset values were the primary issue affecting clients of the Company's wealth management services during 2008 and has continued to affect these services in 2009. For the nine months ended September 30, 2009, income from the Company's wealth management services was \$770,000 or 22.5 percent lower compared to 2008.

Service charges on deposits for third quarter 2009 are \$162,000 or 8.6 percent lower year over year versus third quarter 2008, but were \$170,000 or 10.9 percent above second quarter 2009's service charges. Overdraft income was the primary cause, as this declined \$148,000 compared to the third quarter of 2008 and increased \$172,000 compared to the second quarter of 2009. Overdraft fees represented approximately 78 percent of total service charges on deposits for the third quarter 2009, comparable to 78 percent for all of 2008. Growth rates for remaining service charge fees on deposits have been nominal or declining, as the trend over the past few years is for customers to prefer deposit products which have no fees or where fees can be avoided by maintaining higher deposit balances. Year-to-date service charges on deposits for 2009 decreased \$677,000 year over year to \$4,879,000.

For the third quarter of 2009, fees from the non-recourse sale of marine loans originated by our Seacoast Marine Division of Seacoast National decreased \$122,000, or 32.9 percent, compared to the third quarter of 2008, and were lower by \$82,000 compared to second quarter 2009. Year to date marine finance fees are \$1,061,000 or 53.4 percent lower when compared to results for the first nine months of 2008. The Seacoast Marine Division originated \$20 million in loans during the first and second quarters of 2009, and \$15 million during the third quarter of 2009 (a total of \$55 million year-to-date), compared to \$44 million, \$55 million and \$24 million in each of the first, second and third quarters of 2008, respectively, and \$123 million for the first nine months of 2008. As economic conditions deteriorated significantly during 2008, attendance at boat shows by consumers, manufacturers, and marine retailers was lower than in prior years, and as a result marine sales and loan volumes were lower and are predicted to continue to be lower in 2009. The boating industry is contracting, with a number of manufacturers consolidating or predicted to consolidate. The Seacoast Marine Division is headquartered in Ft. Lauderdale, Florida with lending professionals in Florida and California. The California office serves California, Washington and Oregon.

Greater usage of check or debit cards over the past several years by core deposit customers and an increased cardholder base has increased our interchange income. For third quarter 2009, debit card income increased \$54,000 or 8.7 percent from third quarter a year ago, and was nominally higher than second quarter 2009's income. Other deposit-based electronic funds transfer (EFT) income decreased \$9,000 or 11.0 percent in 2009, compared to third quarter 2008, and decreased \$12,000 or 14.1 percent from second quarter 2009's revenue. Debit card and other deposit-based EFT revenue is dependent upon business volumes transacted, as well as the fees permitted by VISA® and MasterCard®. During 2009, our other deposit-based EFT income was adversely affected by lower fees from non-customers utilizing Seacoast National's automatic teller machines (ATMs) which likely reflected the economic recession and tourist and vacation activity.

**Table of Contents**

Merchant income was \$139,000 or 27.3 percent lower for the third quarter of 2009, compared to one year earlier, and \$77,000 or 17.2 percent lower than for the second quarter of 2009. Merchant income as a source of revenue is dependent upon the volume of credit card transactions that occur with merchants who have business demand deposits with Seacoast National. Over the past few years, expansion into new markets favorably impacted our merchant income, but continued economic weakness and related effects on consumer spending have more than offset our geographic expansion. Merchant income historically has been highest in the first quarter each year, reflecting seasonal sales activity. For the first nine months of 2009, merchant income was \$557,000 or 29.1 percent lower than a year ago. The Company originates residential mortgage loans in its markets, with loans processed by commissioned employees of Seacoast National. Many of these mortgage loans are referred by the Company's branch personnel. Mortgage banking fees in the third quarter of 2009 increased \$121,000 or 56.0 percent from the third quarter of 2008, and were \$151,000 less than in the second quarter of 2009. Mortgage banking fees year-to-date were \$390,000 or 41.8 percent higher than for the first nine months of 2008. Mortgage banking revenue as a component of overall noninterest income was diminished during 2008. We are beginning to see some signs of stability for residential real estate sales and activity in our markets, with transactions increasing, prices firming and affordability improving. The Company may have opportunities in markets it serves in 2009 and 2010 as tighter credit and reduced capital have limited the ability of some of our competitors. The Company also began offering FHA loans during the second quarter of 2009, a product previously not offered.

Other income for the third quarter of 2009 decreased \$70,000 or 16.7 percent compared to third quarter a year ago, and was nominally lower than second quarter 2009's result. Most line items in other income were slightly lower year over year, including research fees, wire transfer fees, letter of credit fees, foreign exchange fees, late fees, and miscellaneous other fees. For the first nine months of 2009, other income declined \$374,000 or 25.8 percent when compared to 2008. The comparison of other income between the first nine months of 2009 and the same period of 2008, was affected by \$305,000 of additional income realized upon the redemption of Visa®, Inc. shares in the first quarter of 2008 as part of Visa's initial public offering.

**NONINTEREST EXPENSES**

When compared to the third quarter of 2008, total noninterest expenses increased by \$520,000 or 2.6 percent to \$20,506,000, and were \$719,000 or 3.4 percent lower than second quarter 2009's expenses, excluding the write-off for goodwill impairment totaling \$49,813,000. For the nine months ended September 30, 2009 excluding the impairment write-down of goodwill of \$49,813,000, noninterest expenses were \$2,909,000 or 5.0 percent higher versus a year ago, totaling \$61,066,000. Noninterest expenses year-to-date for 2009 include a special assessment imposed by the Federal Deposit Insurance Corporation ( FDIC ) in the second quarter totaling \$996,000, and deposit insurance premiums that were \$1,920,000 higher due to the FDIC's deposit insurance premium rates more than doubling. Noninterest expenses in 2009 have been in line with our expectations and have included \$5.0 million of annual expense reductions implemented and effective as of January 1, 2009. Salaries, wages and benefits (excluding one-time severance payments) declined \$1,561,000 or 16.6 percent from a year ago for the third quarter, and were \$3,818,000 or 13.4 percent lower for the first nine months compared to the same period in 2008, a result of consolidating branches and centralization of management by combining markets. Cost reductions were also achieved in data processing, furniture and equipment expenses, and marketing, all of which declined compared to the prior year.

**Table of Contents**

Salaries and wages for the third quarter of 2009 decreased by \$1,115,000 or 14.5 percent to \$6,598,000 compared to the prior year same period, and for the nine month period ended September 30, 2009, were \$2,829,000 or 12.3 percent lower. Reduced headcount (including the branch consolidations in 2008) and limited accruals for incentive payments due to lower revenues generated from wealth management and weak lending production were the primary causes of these decreases in 2009 compared to 2008. As noted in prior management discussions, the Company has eliminated incentive payouts for senior officers and limited 401K contributions by the Company, cost savings that will remain in effect until the Company produces meaningful earnings improvements. Severance payments during the third quarter of 2009 totaled \$142,000, which were \$38,000 more than the same period of 2008. Base salaries were \$739,000 lower year over year, and 10.7 percent lower than in the third quarter of 2008. Full-time equivalent employees ( FTEs ) totaled 413 at September 30, 2009, 13.6 percent less than the 478 FTEs at September 30, 2008.

Employee benefit costs decreased \$408,000 or 23.1 percent to \$1,362,000 from the third quarter of 2008, and were \$628,000 or 11.4 percent lower for the nine months ended September 30, 2009. The Company recognized higher claims experience in the first six months of 2009 for its self-funded health care plan compared to 2008, with the expectation that these costs would be lower in future periods due to lower FTE s resulting in fewer participants in the plan for 2009 and larger discounts on services under a more comprehensive network of doctors, hospitals, etc. During the third quarter of 2009, the Company in fact had improved experience, with group health care costs declining \$148,000 or 15.1 percent compared to third quarter 2008 and \$316,000 or 27.6 percent from second quarter 2009 s costs. In addition to these benefit cost decreases, we achieved a \$55,000 reduction in payroll taxes year over year compared to third quarter 2008 and profit sharing accruals for the Company s 401K plan were reduced by \$205,000. Outsourced data processing costs totaled \$1,705,000 for the third quarter of 2009, a decrease of \$98,000 or 5.4 percent from a year ago. For the latest nine months, outsourced data processing costs were 6.9 percent lower year over year. Seacoast National utilizes third parties for its core data processing systems and merchant services processing. Outsourced data processing costs are directly related to the number of transactions processed. Merchant income and merchant services processing costs were lower year over year, with fewer transactions occurring at local businesses reflecting the poorer economy (see Noninterest Income ). Merchant services processing expenses were \$116,000 lower than a year ago for the third quarter, and were \$171,000 lower the first and second quarters of 2009, an aggregate decline of \$458,000. Outsourced data processing costs can be expected to increase as the Company s business volumes grow and new products such as bill pay, internet banking, etc. become more popular.

**Table of Contents**

Total occupancy, furniture and equipment expenses decreased \$65,000 or 2.3 percent to \$2,747,000 versus third quarter results last year, and were \$116,000 or 1.4 percent lower for the nine months ended September 30, 2009 than in the same period of 2008. This comparison is affected by the sale of certain assets (including leasehold improvements) at closed WalMart locations, which netted the Company approximately \$90,000 more than the carrying value of the assets sold in 2008. For the third quarter of 2009, lease payments for bank premises decreased \$53,000 year over year and depreciation was \$26,000 lower, partially offset by repair and maintenance costs increasing \$18,000.

Marketing expenses, including sales promotion costs, ad agency production and printing costs, newspaper and radio advertising, and other public relations costs associated with the Company's efforts to market products and services, increased by \$94,000 or 17.2 percent to \$639,000 when compared to a year ago for the third quarter, but were \$466,000 or 23.1 percent lower for the nine months ended September 30, 2009, versus a year ago. Agency production, printing and media costs (including newspaper, radio and television) were \$115,000 higher for the third quarter 2009, compared to 2008 for the same period. Sales promotion and public relations costs were higher as well, by \$10,000 and \$25,000, respectively, reflecting branding efforts in the community. Partially offsetting, market research, business meals and donations, were lower by \$16,000, \$18,000 and \$22,000, respectively, than the third quarter of 2008. For the nine months ended September 30, 2008, marketing cost reductions in agency related costs, donations, market research, public relations and business meals were \$242,000, \$66,000, \$41,000, \$68,000 and \$81,000, respectively, were realized year over year.

Legal and professional fees totaled \$1,653,000 for the third quarter of 2009, a decrease of \$34,000 or 2.0 percent from the third quarter of 2008. Legal fees were \$147,000 higher year over year, primarily due to problem asset resolution. Regulatory examination fees and CPA fees on an aggregate basis were \$135,000 lower for 2009, as were professional fees by \$46,000, compared to the third quarter of 2008. Legal and professional fees were \$1,103,000 or 31.1 percent higher in the first nine months of 2009 compared to the same period last year, primarily because of an increase in legal fees of \$1,172,000 due to problem asset resolution.

In addition, professional fees have been higher during this period of increased regulatory compliance. The Company used the consulting services of a former bank regulator who is on the Seacoast National's Board of Directors (non-independent director) to assist the Bank with its compliance with the formal agreement and its recent regulatory examination. For the three months and nine months ended September 30, 2009 the Bank paid \$140,000 and \$385,000 respectively, for these services.

The FDIC one-time credit for insurance premiums issued in 2007 was applied to reduce insurance assessments during the first quarter of 2008. As a result, FDIC assessments for the first quarter of 2008 totaled only \$59,000 and for the second quarter and third quarter of 2008 totaled \$392,000 and \$543,000, respectively, whereas FDIC assessments for the first, second and third quarters of 2009 totaled \$877,000, \$2,026,000 and \$1,007,000, respectively. The second quarter 2009 assessment included a special assessment of \$996,000, based upon 5 basis points of total assets less Tier 1 risk-based capital. In addition, on April 1, 2009 a higher base assessment went into effect (increasing from 17 basis points to 20 basis points) as well as the FDIC's implementation of a more complex risk-based formula to calculate assessments. FDIC assessments were mitigated to some degree by Seacoast National working with public fund depositors to move deposits into sweep repurchase agreements, lessening the amount of deposits subject to the higher FDIC assessment rates recently approved for 2009. The FDIC recently approved a prepayment of assessments for the next three years plus fourth quarter 2009's assessment in December 2009. The Company anticipates that FDIC insurance costs are likely to rise, with more special assessments possible over time due to declines in the FDIC's Deposit Insurance Fund.

**Table of Contents**

Net losses on other real estate owned and other asset dispositions totaled \$2,065,000 for the third quarter of 2009, versus \$255,000 a year ago for the third quarter. For the nine month period ended September 30, 2009, net losses were \$4,007,000, compared to \$841,000 for the nine-month period ended September 30, 2008. Other real estate owned grew during the quarter and while the pace of growth in nonaccrual loans is expected to moderate, costs associated with the management of other real estate owned and other repossessed assets will likely be heightened as problem assets migrate toward liquidation.

Remaining noninterest expenses decreased \$128,000 or 4.5 percent to \$2,730,000 when comparing the third quarter of 2009 to the same quarter a year ago, and decreased \$71,000 or 0.9 percent to \$8,136,000 when comparing the first nine months of 2009 to the same period in 2008. Benefiting 2008's first quarter was a \$130,000 reversal of an accrual for the Company's portion of Visa litigation and settlement costs, as a result of Visa's successful IPO. Increasing year over year for the first nine months of 2009 were telephone and data lines (up \$17,000), correspondent bank clearing charges (up \$152,000, because lower analysis credits provided for compensating balances in the current lower interest rate environment make the payment of charges more sensible), directors' fees (up \$143,000, reflecting more frequent meetings than a year ago), employee placement fees (up \$69,000, principally headhunter fees), and higher losses associated with robbery and customer fraud (up \$324,000). More than offsetting were decreases in expenditures for stationery, printing and supplies (down \$120,000), postage and courier costs (down \$52,000, primarily overnight services), insurance costs (down \$131,000, including property and casualty as well as other liability coverage), education (down \$25,000, with fewer education programs offered internally), travel related costs (down \$152,000, including mileage reimbursement, airline and hotel costs), bank paid closing costs (down \$80,000, as home equity line costs paid by Seacoast National have been limited), and origination fees for marine loan production (down \$171,000).

**INCOME TAXES**

Income tax benefits year to date 2009 were 10.0 percent of loss before taxes, compared to 32.6 percent for all of 2008. The lower benefit for 2009 resulted primarily from no tax benefit on the goodwill impairment of \$49.8 million and a valuation allowance that offset the tax benefit for the third quarter of 2009.

The tax benefit for the net loss for the third quarter totaled \$15.7 million. The deferred tax valuation allowance was increased by a like amount, and therefore there was no change in the carrying value of deferred tax assets which are supported by tax planning strategies. Should the economy show signs of improvement and our credit losses moderate, we anticipate that we could place increased reliance on our forecast of future taxable earnings, which would result in realization of additional future tax benefits.



**Table of Contents**

**FINANCIAL CONDITION  
CAPITAL RESOURCES**

The Company's ratio of shareholders' equity to period end total assets was 8.43 percent at September 30, 2009, compared with 9.33 percent at December 31, 2008, and 8.29 percent one year earlier at September 30, 2008. Seacoast's management uses certain non-GAAP financial measures in its analysis of the Corporation's performance. Seacoast's management uses this measure to assess the quality of capital and believes that investors may find it useful in their analysis of the Corporation. This capital measure is not necessarily comparable to similar capital measures that may be presented by other companies.

The Company and its banking subsidiary, Seacoast National, are subject to various general regulatory policies and requirements relating to the payment of dividends, including requirements to maintain adequate capital above regulatory minimums. The appropriate federal bank regulatory authority may prohibit the payment of dividends where it has determined that the payment of dividends would be an unsafe or unsound practice. The Company is a legal entity separate and distinct from Seacoast National and its other subsidiaries, and the Company's primary source of cash and liquidity, other than securities offerings and borrowings, is dividends from its bank subsidiary. Seacoast National has not paid a dividend to the Company since June 30, 2008. Prior OCC approval presently is required for any payments of dividends from Seacoast National to the Company.

Under the National Bank Act, national banks may in any calendar year, without the approval of the OCC, pay dividends to the extent of net profits for that year, plus retained net profits for the preceding two years (less any required transfers to surplus). The need to maintain adequate capital in Seacoast National also limits dividends that may be paid to us. Beginning in the third quarter of 2008, we reduced our dividend per share of our common stock to \$0.01 and, as of May 19, 2009, we have suspended the payment of dividends, as described below. As of December 31, 2008, Seacoast National cannot pay us any dividends without prior OCC approval, and in all events must maintain appropriate capital that meets regulatory requirements applicable to us.

The OCC and the Federal Reserve have policies that encourage banks and bank holding companies to pay dividends from current earnings, and have the general authority to limit the dividends paid by national banks and bank holding companies, respectively, if such payment may be deemed to constitute an unsafe or unsound practice. If, in the particular circumstances, either of these federal regulators determined that the payment of dividends would constitute an unsafe or unsound banking practice, either the OCC or the Federal Reserve may, among other things, issue a cease and desist order prohibiting the payment of dividends by Seacoast National or us, respectively. Under a recently adopted Federal Reserve policy, the board of directors of a bank holding company must consider different factors to ensure that its dividend level is prudent relative to the organization's financial position and is not based on overly optimistic earnings scenarios such as any potential events that may occur before the payment date that could affect its ability to pay, while still maintaining a strong financial position. As a general matter, the Federal Reserve has indicated that the board of directors of a bank holding company, such as Seacoast, should consult with the Federal Reserve and eliminate, defer, or significantly reduce the bank holding company's dividends if: (i) its net income available to shareholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends; (ii) its prospective rate of earnings retention is not consistent with its capital needs and overall current and prospective financial condition; or (iii) it will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios.

**Table of Contents**

As a result of our participation in the TARP CPP program, additional restrictions have been imposed on our ability to declare or increase dividends on shares of our common stock, including a restriction on paying quarterly dividends above \$0.01 per share. Specifically, we are unable to declare dividend payments on our common, junior preferred or *pari passu* preferred shares if we are in arrears on the dividends on the Series A Preferred Stock. Further, without the Treasury's approval, we are not permitted to increase dividends on our common stock above \$0.01 per share until December 19, 2011 unless all of the Series A Preferred Stock has been redeemed or transferred by the Treasury. In addition, we cannot repurchase shares of common stock or use proceeds from the Series A Preferred Stock to repurchase trust preferred securities. The consent of the Treasury generally is required for us to make any stock repurchase until December 19, 2011 unless all of the Series A Preferred Stock has been redeemed or transferred by the Treasury to a third party. Further, our common, junior preferred or *pari passu* preferred shares may not be repurchased if we have not declared and paid all Series A Preferred Stock dividends.

On May 19, 2009, our board of directors decided to suspend regular quarterly cash dividends on our outstanding common stock and Series A Preferred Stock pursuant to a request from the Federal Reserve as a result of recently adopted Federal Reserve policies related to dividends and other distributions. Dividends will be suspended until such time as dividends are allowed by the Federal Reserve.

In December 2008, the Company sold \$50.0 million in Series A Perpetual Preferred Stock and warrants to purchase Company common stock to the Treasury under the TARP Capital Purchase Program, which further strengthened the Company's already well-capitalized status. In addition, during the third quarter of 2009, the Company successfully enhanced capital by selling \$89 million in Company common stock, with approximately \$76 million supplementing capital during the quarter. An additional \$13 million from this sale of Company common stock is expected to settle in the fourth quarter of 2009. As a result, the Company's capital position remains strong with a total risk-based capital ratio of 16.21 percent at September 30, 2009, higher than December 31, 2008's ratio of 14.00 percent and higher than 11.69 percent at September 30, 2008.

As a result of the public issuance of common stock the Company has notified Treasury to reduce the Warrant it holds to purchase common stock by 50% to 589,625 shares.

At September 30, 2009, the capital ratios for the Company and its subsidiary, Seacoast National, were as follows:

	Seacoast (Consolidated)	Seacoast National	Minimum to be Well Capitalized*
September 30, 2009:			
Tier 1 capital ratio	14.94%	11.89%	6%
Total risk-based capital ratio	16.21%	13.17%	10%
Tier 1 leverage ratio	10.38%	8.26%	5%

\* For subsidiary  
bank only

**Table of Contents**

The Bank has agreed to maintain a Tier 1 capital (to adjusted average assets) ratio of at least 7.50% and a total risk-based capital ratio of at least 12.00% as of March 31, 2009 with its primary regulator the Office of the Comptroller of the Currency (the OCC). The agreement with the OCC as to minimum capital ratios does not change the Bank's status as well-capitalized for bank regulatory purposes.

**LOAN PORTFOLIO**

Total loans (net of unearned income) were \$1,504,566,000 at September 30, 2009, \$238,060,000 or 13.7 percent less than at September 30, 2008, and \$172,162,000 or 10.3 percent less than at December 31, 2008. The following table details loan portfolio composition at September 30, 2009, December 31, 2008 and September 30, 2008:

(In thousands)	Sept. 30, 2009	Dec. 31, 2008	Sept. 30, 2008
Construction and land development			
Residential	\$ 57,663	\$ 129,899	\$ 192,460
Commercial	128,636	209,297	226,763
	186,299	339,196	419,223
Individuals	41,812	56,047	65,766
	228,111	395,243	484,989
Real estate mortgage			
Residential real estate			
Adjustable	325,912	328,992	316,484
Fixed rate	89,456	95,456	93,385
Home equity mortgages	83,929	84,810	84,357
Home equity lines	59,664	58,502	59,692
	558,961	567,760	553,918
Commercial real estate	584,515	557,705	539,406
	1,143,476	1,125,465	1,093,324
Commercial and financial	65,954	82,765	88,549
Installment loans to individuals	66,739	72,908	75,296
Other loans	286	347	468
Total	\$ 1,504,566	\$ 1,676,728	\$1,742,626

Overall loan growth was negative when comparing outstanding balances at September 30, 2009 to September 30, 2008, as a result of the economic recession, including lower demand for commercial loans, and the Company's successful divestiture of residential construction and land development loans (including \$38 million and \$29 million that were sold during the third and fourth quarters of 2008, respectively). By reducing the Company's exposure to residential construction and development loans, the overall risk profile has improved, and we seek better earnings performance and reduced risk in future quarters.

**Table of Contents**

As shown in the table above, commercial real estate mortgage loans increased \$45,109,000 or 8.4 percent from September 30, 2008 to \$584,515,000 at September 30, 2009 while residential mortgage loans combined increased \$5,043,000 or 0.9 percent to \$558,961,000. More than offsetting the net increase in real estate mortgages were declines from September 30, 2008 in residential construction and land development loans of \$134,797,000 or 70.0 percent to \$57,663,000 at September 30, 2009, commercial construction and land development loans of \$98,127,000 or 43.3 percent to \$128,636,000, residential construction and lot loans to individuals of \$23,954,000 or 36.4 percent to \$41,812,000, commercial and financial loans of \$22,595,000 or 25.5 percent to \$65,954,000, and installment loans to individuals of \$8,557,000 or 11.4 percent to \$66,739,000 at September 30, 2009.

Construction and land development loans, including loans secured by commercial real estate, were comprised of the following types of loans at September 30, 2009 and September 30, 2008:

September 30 (In millions)	2009			2008		
	Funded	Unfunded	Total	Funded	Unfunded	Total
Construction and land development*						
Residential:						
Condominiums	\$ 9.0	\$ 0.2	\$ 9.2	\$ 32.6	\$ 4.2	\$ 36.8
Town homes				21.7		21.7
Single family residences	7.1	1.4	8.5	37.2	7.1	44.3
Single family land & lots	25.4	0.4	25.8	70.2	0.4	70.6
Multifamily	16.1		16.1	30.7	12.6	43.3
	57.6	2.0	59.6	192.4	24.3	216.7
Commercial:						
Office buildings	13.8	0.6	14.4	27.8	2.1	29.9
Retail trade	23.0	0.9	23.9	68.5	8.9	77.4
Land	50.8	0.9	51.7	73.9	11.7	85.6
Industrial	8.2	0.4	8.6	20.7	0.6	21.3
Healthcare	4.8	1.5	6.3			
Marina	28.1	0.2	28.3	30.5	3.9	34.4
Other				5.4	0.9	6.3
	128.7	4.5	133.2	226.8	28.1	254.9
	186.3	6.5	192.8	419.2	52.4	471.6
Individuals:						
Lot loans	30.7		30.7	38.4		38.4
Construction	11.1	6.8	17.9	27.4	11.6	39.0
	41.8	6.8	48.6	65.8	11.6	77.4
<b>Total</b>	<b>\$ 228.1</b>	<b>\$ 13.3</b>	<b>\$ 241.4</b>	<b>\$ 485.0</b>	<b>\$ 64.0</b>	<b>\$ 549.0</b>

\* Reassessment of collateral assigned to a

particular loan  
over time may  
result in  
amounts being  
reassigned to a  
more  
appropriate loan  
type  
representing the  
loan's intended  
purpose, and for  
comparison  
purposes prior  
period amounts  
have been  
restated to  
reflect the  
change.

**Table of Contents**

The following is the geographic location of the Company's construction and land development loans (excluding loans to individuals) totaling \$186,299,000 at September 30, 2009 and \$419,223,000 at September 30, 2008:

<b>Florida County</b>	<b>% of Total Construction and Land Development Loans</b>	
	<b>2009</b>	<b>2008</b>
Palm Beach	24.6	18.7
St. Lucie	13.8	16.2
Indian River	11.9	11.4
Brevard	9.3	6.5
Highlands	8.4	3.7
Miami-Dade	8.2	2.3
Volusia	6.7	5.2
Martin	4.6	11.0
Orange	3.4	7.3
Broward	2.7	1.5
Okeechobee	1.7	1.8
Collier	1.6	0.7
Marion	1.0	0.6
Hendry	0.8	0.4
Charlotte	0.5	0.7
Lake	0.3	0.7
Pinellas	0.3	0.0
Bradford	0.0	0.7
Dade	0.0	3.7
Osceola	0.0	3.6
Lee	0.0	2.9
Other	0.2	0.4
<b>Total</b>	<b>100.0</b>	<b>100.0</b>

The Company's ten largest commercial real estate funded and unfunded loan relationships at September 30, 2009 aggregated to \$174.9 million (versus \$232.5 million a year ago) and for the top 45 commercial real estate relationships in excess of \$5 million the aggregate funded and unfunded totaled \$441.6 million (compared to 54 relationships aggregating to \$618.3 million a year ago).

**Table of Contents**

Commercial real estate mortgage loans, excluding construction and development loans, were comprised of the following loan types at September 30, 2009 and 2008:

September 30 (In millions)	2009			2008		
	Funded	Unfunded	Total	Funded	Unfunded	Total
Office buildings	\$ 144.2	\$ 1.5	\$ 145.7	\$ 143.6	\$ 2.2	\$ 145.8
Retail trade	151.4		151.4	101.6	1.1	102.7
Industrial	89.3	2.0	91.3	92.2	1.6	93.8
Healthcare	25.4	0.6	26.0	31.6	0.8	32.4
Churches and educational facilities	30.8	0.1	30.9	35.6	0.1	35.7
Recreation	3.3	0.5	3.8	1.8	0.4	2.2
Multifamily	35.1	0.7	35.8	19.2	0.7	19.9
Mobile home parks	5.6		5.6	3.1		3.1
Lodging	25.6		25.6	26.7	0.1	26.8
Restaurant	5.0		5.0	8.6		8.6
Agriculture	12.0	1.2	13.2	8.7	0.4	9.1
Convenience Stores	22.8		22.8	23.6		23.6
Other	34.0	0.5	34.5	43.1	1.2	44.3
<b>Total</b>	<b>\$ 584.5</b>	<b>\$ 7.1</b>	<b>\$ 591.6</b>	<b>\$ 539.4</b>	<b>\$ 8.6</b>	<b>\$ 548.0</b>

Fixed rate and adjustable rate loans secured by commercial real estate, excluding construction loans, totaled approximately \$361 million and \$224 million, respectively, at September 30, 2009, compared to \$310 million and \$229 million, respectively, a year ago.

Residential mortgage lending is an important segment of the Company's lending activities. The Company has never offered sub-prime, Alt A, Option ARM or any negative amortizing residential loans, programs or products, although we have originated and hold residential mortgage loans from borrowers with original or current FICO scores that are less than prime FICO credit scores. Substantially all residential originations have been underwritten to conventional loan agency standards, including loans having balances that exceed agency value limitations. The Company selectively adds residential mortgage loans to its portfolio, primarily loans with adjustable rates.

Exposure to market interest rate volatility with respect to long-term fixed rate mortgage loans held for investment is managed by attempting to match maturities and re-pricing opportunities and through loan sales of most fixed rate product. At September 30, 2009, approximately \$326 million or 58 percent of the Company's residential mortgage loan balances were adjustable, compared to \$316 million or 57 percent a year ago. Loans secured by residential properties having fixed rates totaled approximately \$173 million at September 30, 2009, of which 15- and 30-year mortgages totaled approximately \$32 million and \$58 million, respectively. The remaining fixed rate balances were comprised of home improvement loans, most with maturities of 10 years or less. The Company also has a small home equity line portfolio totaling approximately \$60 million at September 30, 2009. In comparison, loans secured by residential properties having fixed rates totaled approximately \$178 million at September 30, 2008, with 15- and 30-year fixed rate residential mortgages totaling approximately \$37 million and \$56 million, respectively.

Commercial loans decreased and totaled \$65,954,000 at September 30, 2009, compared to \$88,549,000 a year ago. Commercial lending activities are directed principally towards businesses whose demand for funds are within the Company's lending limits, such as small- to medium-sized professional firms, retail and wholesale outlets, and light industrial and manufacturing concerns. Such businesses are smaller and subject to the risks of lending to small to medium sized businesses, including, but not limited to, the effects of a sluggish local economy, possible business failure, and insufficient cash flows.





**Table of Contents**

The Company also provides consumer loans (including installment loans, loans for automobiles, boats, and other personal, family and household purposes, and indirect loans through dealers to finance automobiles) totaling \$66,739,000 (versus \$75,296,000 a year ago), real estate construction loans to individuals secured by residential properties totaling \$11,071,000 (versus \$27,392,000 a year ago), and residential lot loans to individuals totaling \$30,741,000 (versus \$38,374,000 a year ago).

At September 30, 2009, the Company had commitments to make loans (excluding unused home equity lines of credit) of \$105,486,000, compared to \$191,812,000 at September 30, 2008.

Supplemental trend schedules with details regarding line items have been added to show changes in the composition of loans outstanding by quarter since the end of 2006. See Supplemental Tables .

**ALLOWANCE FOR LOAN LOSSES**

Management continuously monitors the quality of the loan portfolio and maintains an allowance for loan losses it believes sufficient to absorb probable losses inherent in the loan portfolio. The allowance for loan losses totaled \$48,850,000 at September 30, 2009, \$16,202,000 greater than one year earlier and \$19,462,000 more than at December 31, 2008. The allowance for loan losses framework has three basic elements: specific allowances for loans individually evaluated for impairment, a formula-based component for pools of homogeneous loans within the portfolio that have similar risk characteristics, which are not individually evaluated, and qualitative elements which are subjective and require a high degree of management judgment and are based on our views of other inherent risk factors, models and estimates, including changes in the economy and relevant markets. Management continually evaluates the allowance for loan losses methodology seeking to refine and enhance this process as appropriate, and it is likely that the methodology will continue to evolve over time.

Our analyses of the adequacy of the allowance for loan losses take into account qualitative factors such as credit quality, loan concentrations, internal controls, audit results, staff turnover, local market conditions and loan growth. In its continuing evaluation of the allowance and its adequacy, management also considers quantitative factors such as, the Company's loan loss experience, the loss experience of peer banks, the amount of past due and nonperforming loans, and the estimated values of loan collateral. Commercial and commercial real estate loans are assigned internal risk ratings reflecting our estimate of the probability of the borrower defaulting on any obligation and the estimated probable loss in the event of default. Retail credit risk is measured from a portfolio view rather than by specific borrower and such credits are assigned internal risk rankings reflecting the combined probability of default and loss. The Company's independent Credit Administration Department assigns allowance factors to the individual internal risk ratings based on an estimate of the risk using a variety of tools and information.

Its estimate includes consideration of the level of unemployment which is incorporated into the overall allowance. In addition, the portfolio is segregated into a graded loan portfolio, residential, installment, home equity, and unsecured signature lines and loss factors are calculated for each portfolio. The loss factors assigned to the graded loan portfolio are based on historical migration of actual losses by grade and a range of losses over various periods. Loss factors for the other portfolios are based on historical losses over prior 12 months and prospective factors that consider loan type, delinquencies, loan to value, purpose of the loan, and type of collateral.

**Table of Contents**

In general, collateral values for residential real estate have declined since 2006 with values being more stable over the last nine months. The decline in residential collateral values have impacted our actual loan losses and are expected to continue to do so in the future. Loans originated during the years 2005-2007 have seen property values decline approximately 50% from their original appraised values with less stress on loans originated in other years. Residential loans that become 90 days past due are placed on nonaccrual. A specific allowance is made for any loan that becomes 120 days past due. Residential loans are subsequently written down if they become 180 days past due supported by a current appraisal, consistent with current banking regulations. Specific reserves and write downs are currently at 25% of all residential loans on nonaccrual including an estimate for disposition costs.

Loan Review is an independent unit that performs loan reviews and evaluates a representative sample of credit extensions after the fact for appropriate individual internal risk ratings. Loan Review has the authority to change internal risk ratings and is responsible for assessing the adequacy of credit underwriting. This unit reports directly to the Directors Loan Committee of Seacoast National's Board of Directors.

The allowance as a percentage of loans outstanding has increased from 1.87 percent at September 30, 2008 and 1.75 percent at December 31, 2008, to 3.25 percent at September 30, 2009. The allowance for loan losses represents management's estimate of an amount adequate in relation to the risk of losses inherent in the loan portfolio.

During 2009, net charge-offs totaled \$8,540,000 in the first quarter, \$15,109,000 in the second quarter, and \$40,142,000 in the third quarter, a total of \$63,791,000 for the nine-month period ended September 30, 2009. Net charge-offs over the nine-month period consisted of \$30,905,000 in net charge-offs related to nonperforming construction and land development loans, \$11,382,000 in net charge-offs for residential real estate mortgages, \$18,861,000 in net charge-offs related to commercial real estate mortgages, \$1,906,000 in net charge-offs for commercial and financial loans, and \$737,000 in net charge-offs for installment loans to individuals. A year ago, net charge-offs of \$47,232,000 were recorded during the first nine months.

Nine Months Ended (In thousands)	September 30, 2009			September 30, 2008		
	Charge- Offs	Recoveries	Net	Charge- Offs	Recoveries	Net
Construction and land development	\$ 31,451	\$ (546)	\$ 30,905	\$ 45,119	\$ (1,855)	\$ 43,264
Residential real estate mortgages	11,494	(112)	11,382	1,874	(40)	1,834
Commercial real estate mortgages	18,903	(42)	18,861	1,088		1,088
Commercial and financial	1,988	(82)	1,906	973	(172)	801
Installment loans to individuals	965	(228)	737	292	(47)	245
Total	\$ 64,801	\$ (1,010)	\$ 63,791	\$ 49,346	\$ (2,114)	\$ 47,232

**Table of Contents**

Concentrations of credit risk, discussed under **Loan Portfolio** of this discussion and analysis, can affect the level of the allowance and may involve loans to one borrower, an affiliated group of borrowers, borrowers engaged in or dependent upon the same industry, or a group of borrowers whose loans are predicated on the same type of collateral. The Company's significant concentration of credit is a portfolio of loans secured by real estate. At September 30, 2009, the Company had \$1.372 billion in loans secured by real estate, representing 91.2 percent of total loans, up slightly from 90.6 percent at September 30, 2008. In addition, the Company is subject to a geographic concentration of credit because it only operates in central and southeastern Florida. The Company has a credit exposure to commercial real estate developers and investors with total commercial real estate construction and land development loans of \$186 million or 12.4 percent of total loans at September 30, 2009, down from \$419 million or 24.1 percent at September 30, 2008. The Company's exposure to these credits is secured by project assets and personal guarantees. The exposure to this industry group, together with an assessment of current trends and expected future financial performance, are considered in our evaluation of the adequacy of the allowance for loan losses.

While it is the Company's policy to charge off in the current period loans in which a loss is considered probable, there are additional risks of future losses that cannot be quantified precisely or attributed to particular loans or classes of loans. Because these risks include the state of the economy, borrower payment behaviors and local market conditions as well as conditions affecting individual borrowers, management's judgment of the allowance is necessarily approximate and imprecise. It is also subject to regulatory examinations and determinations as to adequacy, which may take into account such factors as the methodology used to calculate the allowance for loan losses and the size of the allowance for loan losses in comparison to a group of peer companies identified by the regulatory agencies.

In assessing the adequacy of the allowance, management relies predominantly on its ongoing review of the loan portfolio, which is undertaken both to ascertain whether there are probable losses that must be charged off and to assess the risk characteristics of the portfolio in aggregate. This review considers the judgments of management, and also those of bank regulatory agencies that review the loan portfolio as part of their regular examination process. Our bank regulators have generally agreed with our credit assessments, however the regulators could seek additional provisions to our allowance for loan losses and additional capital in light of the risks of our markets and credits.

Seacoast National entered into a formal agreement with the OCC on December 16, 2008 to improve its asset quality. Under the formal agreement, Seacoast National's board of directors appointed a compliance committee to monitor and coordinate Seacoast National's performance under the formal agreement. The formal agreement provides for the development and implementation of written programs to reduce Seacoast National's credit risk, monitor and reduce the level of criticized assets, and manage commercial real estate loan ( CRE ) concentrations in light of current adverse CRE market conditions. The Company believes it has complied with this Agreement.

**Table of Contents****NONPERFORMING ASSETS**

Nonperforming assets at September 30, 2009 totaled \$180,800,000 and are comprised of \$153,981,000 of nonaccrual loans and \$26,819,000 of other real estate owned ( OREO ), compared to \$92,005,000 at December 31, 2008 (comprised of \$86,970,000 in nonaccrual loans and \$5,035,000 of OREO) and \$80,344,000 at September 30, 2008 (comprised of \$75,793,000 of nonaccrual loans and \$4,551,000 of OREO). At September 30, 2009, virtually all nonaccrual loans were secured with real estate, including \$34.3 million of nonaccrual loans that are land and acquisition and development loans related to the residential market. At September 30, 2009, nonaccrual loans have been written down by approximately \$64.6 million or 32 percent of the original loan balance (including specific impairment reserves). OREO has increased as problem loans have migrated to foreclosure and then liquidation.

During 2008 and 2007, loan sales totaled \$119 million at an average price of approximately 64 percent of outstanding loan balance sold. Prospectively, the Company anticipates loan sales will likely play a lesser role in connection with loss mitigation efforts as we shift our focus to other strategies, including troubled debt restructurings, where appropriate. The increase in nonaccrual loans of \$67.0 million since year-end 2008 is in part due to stressed market conditions and also a ramping up of efforts to pursue troubled debt restructurings with commercial and retail mortgage borrowers during 2009. The Company pursues loan restructurings in selected cases where it is expected to receive better liquidation values than may be expected through other traditional collection activities. Also, during the first, second and third quarters of 2009, the Company worked with retail mortgage customers, when possible, to achieve lower payment structures in an effort to avoid foreclosure. A total of 73 applications were received seeking restructured residential mortgages during the third quarter of 2009, compared to 102 applications and 93 applications received during the second and first quarter of 2009, respectively, and 37 in the fourth quarter of 2008. Troubled debt restructurings are part of the Company's loss mitigation activities and can include rate reductions, payment extensions and principal deferment. Company policy requires troubled debt restructures be classified as nonaccrual loans until (under certain circumstances) performance can be verified (typically six months). Some troubled debt restructurings that have never been past due continue as accruing loans. Troubled debt restructurings included in nonperforming loans totaled \$36.9 million at September 30, 2009, of which \$29.7 million were performing in accordance with their restructured terms. Accruing restructured loans totaled \$16.1 million at September 30, 2009.

September 30, 2009 (In thousands)	Nonaccrual Loans			Accruing Restructured Loans
	Non- Current	Per- forming	Total	
Construction and land development				
Residential	\$ 23,497	\$ 10,778	\$ 34,275	\$
Commercial	8,884	12,880	21,764	
Individuals	5,392	356	5,748	1,382
	37,773	24,014	61,787	1,382
Residential real estate mortgages	20,457	15,409	35,866	13,612
Commercial real estate mortgages	24,502	28,824	53,326	226
Commercial and financial	160	1,829	1,989	
Installment loans to individuals	1,013		1,013	841
Total	\$ 83,905	\$ 70,076	\$ 153,981	\$ 16,061



**Table of Contents**

No assurance can be given that nonperforming assets will not in fact increase or otherwise change. Nonperforming assets are subject to changes in the economy, both nationally and locally, changes in monetary and fiscal policies, changes in borrowers' payment behaviors and changes in conditions affecting various borrowers from the Company's subsidiary bank.

**SECURITIES**

At September 30, 2009 the Company had \$342,742,000 in securities available for sale and securities held for investment carried at \$19,296,000. The Company's securities portfolio increased \$65,257,000 or 22.0 percent from September 30, 2008, and \$16,137,000 or 4.7 percent from December 31, 2008.

The Company manages its interest rate risk by targeting an average duration for the securities portfolio and through the acquisition of securities returning principal monthly that can be reinvested. Mortgage backed securities and collateralized mortgage obligations comprise \$350,757,000 of total securities, almost 97 percent of the portfolio. Remaining securities are largely comprised of U.S. Treasury, U.S. Government agency securities and tax-exempt bonds issued by states, counties and municipalities.

Federal funds sold and interest bearing deposits (aggregated) totaled \$137,640,000 and \$11,256,000 at September 30, 2009 and 2008, respectively, and were higher when compared to \$105,190,000 outstanding at December 31, 2008, which reflects recent funding from the capital raise during the third quarter of 2009.

At September 30, 2009, available for sale securities had gross losses of \$2,273,000 and gross gains of \$9,618,000, compared to gross losses of \$4,752,000 and gross gains of \$1,391,000 at September 30, 2008. All of the securities with unrealized losses are reviewed for other-than-temporary impairment at least quarterly. As a result of these reviews in the first, second and third quarters of 2009, it was determined that no impairment charges related to securities owned with unrealized losses were deemed other than temporarily impaired since the Company has the present intent and ability to retain these securities until recovery. (See additional discussion on pages 17 to 21 concerning Fair Value and Other than Temporary Impairment of Securities.)

Company management considers the overall quality of the securities portfolio to be high. The Company has no exposure to securities with subprime collateral and had no Fannie Mae or Freddie Mac preferred stock when these entities were placed in conservatorship. The Company holds no interests in trust preferred securities.

**Table of Contents**

**DEPOSITS AND BORROWINGS**

Total deposits decreased \$77,505,000 or 4.2 percent to \$1,761,287,000 at September 30, 2009 compared to one year earlier, reflecting declines in deposits of \$52.3 million in the Company's central Florida region as a result of reduced construction and development activities during 2008. Since September 30, 2008, interest bearing deposits (NOW, savings and money markets deposits) decreased \$41,316,000 or 5.0 percent to \$788,154,000, noninterest bearing demand deposits decreased \$21,654,000 or 7.6 percent to \$264,092,000, and certificates of deposit ( CDs ) decreased \$14,535,000 or 2.0 percent to \$709,041,000. Included in CDs, brokered time deposits increased \$15,369,000 to \$55,469,000 at September 30, 2009 from prior year, of which \$16,625,000 are attributable to CDARs. The Company joined the CDARs program effective July 1, 2008, to provide large balance depositors access to full insurance coverage for their funds via CDs exchanged between participating FDIC-insured financial institutions. Funds deposited under the CDARs program are required to be classified as brokered deposits on the Company's balance sheet. With interest rates higher on CDs, shifts from lower cost (or no cost) deposit products to CDs occurred during 2008 as local competitors with higher loan to deposit ratios aggressively increased rates seeking needed funding for their institutions. During this period of time, Seacoast was more cautious with regards to the pricing of CDs and has continued to follow this strategy.

Since year-end 2008 total deposits decreased by \$49.2 million, with CDs declining by \$23.9 million, lower cost NOW, savings and money market interest-bearing deposits decreasing \$14.1 million and noninterest bearing deposits lower by \$11.2 million. The decline in CDs was principally in brokered CDs, which declined \$45.0 million since year-end 2008 to \$55.5 million at September 30, 2009. Also declining were higher rate money market accounts. The Company continues to utilize a focused retail deposit growth strategy that has successfully generated core deposit relationships and increased services per household.

Repurchase agreement balances increased over the past twelve months by \$2,528,000 or 3.5 percent to \$68,797,000 at September 30, 2009. Repurchase agreements are offered by Seacoast National to select customers who wish to sweep excess balances on a daily basis for investment purposes. At September 30, 2009, the number of sweep repurchase accounts was 208, compared to 251 a year ago. While the Company utilizes federal funds purchased from time to time during temporary gaps between funding and payments, and during seasonal months in the summer when deposits tend to decrease, no federal funds purchased were outstanding at September 30, 2009 and 2008.

**OFF-BALANCE SHEET TRANSACTIONS**

In the normal course of business, we engage in a variety of financial transactions that, under generally accepted accounting principles, either are not recorded on the balance sheet or are recorded on the balance sheet in amounts that differ from the full contract or notional amounts. These transactions involve varying elements of market, credit and liquidity risk.

**Table of Contents**

The two primary off-balance sheet transactions the Company has engaged in are:

- to manage exposure to interest rate risk (derivatives); and
- to facilitate customers' funding needs or risk management objectives (commitments to extend credit and standby letters of credit).

Derivative transactions are often measured in terms of a notional amount, but this amount is not recorded on the balance sheet and is not, when viewed in isolation, a meaningful measure of the risk profile of the instruments. The notional amount is not usually exchanged, but is used only as the basis upon which interest or other payments are calculated.

The derivatives the Company uses to manage exposure to interest rate risk are interest rate swaps. All interest rate swaps are recorded on the balance sheet at fair value with realized and unrealized gains and losses included either in the results of operations or in other comprehensive income, depending on the nature and purpose of the derivative transaction.

The credit risk of these transactions is managed by establishing a credit limit for counterparties and through collateral agreements. The fair value of interest rate swaps recorded in the balance sheet at September 30, 2009 included derivative product assets of \$77,000. In comparison, at September 30, 2008 net derivative product assets of \$28,000 were outstanding.

Lending commitments include unfunded loan commitments and standby and commercial letters of credit. A large majority of loan commitments and standby letters of credit expire without being funded, and accordingly, total contractual amounts are not representative of our actual future credit exposure or liquidity requirements. Loan commitments and letters of credit expose the Company to credit risk in the event that the customer draws on the commitment and subsequently fails to perform under the terms of the lending agreement.

Loan commitments to customers are made in the normal course of our commercial and retail lending businesses. For commercial customers, loan commitments generally take the form of revolving credit arrangements. For retail customers, loan commitments generally are lines of credit secured by residential property. These instruments are not recorded on the balance sheet until funds are advanced under the commitment. For loan commitments, the contractual amount of a commitment represents the maximum potential credit risk that could result if the entire commitment had been funded, the borrower had not performed according to the terms of the contract, and no collateral had been provided. Loan commitments were \$156 million at September 30, 2009 and \$250 million at September 30, 2008.

**INTEREST RATE SENSITIVITY**

Fluctuations in interest rates may result in changes in the fair value of the Company's financial instruments, cash flows and net interest income. This risk is managed using simulation modeling to calculate the most likely interest rate risk utilizing estimated loan and deposit growth. The objective is to optimize the Company's financial position, liquidity, and net interest income while limiting their volatility.

Senior management regularly reviews the overall interest rate risk position and evaluates strategies to manage the risk. The Company has determined that an acceptable level of interest rate risk would be for net interest income to fluctuate no more than 6 percent given a parallel change in interest rates (up or down) of 200 basis points. The Company's most recent Asset and Liability Management Committee (ALCO) model simulation indicates net interest income would decrease 1.4 percent if interest rates gradually rise 200 basis points over the next 12 months and 0.5 percent if interest rates gradually rise 100 basis points.



**Table of Contents**

The Company had a negative gap position based on contractual and prepayment assumptions for the next 12 months, with a negative cumulative interest rate sensitivity gap as a percentage of total earning assets of 19 percent at December 31, 2008. For 2009, our most recent gap analysis indicates the gap is more negative at 32 percent.

The computations of interest rate risk do not necessarily include certain actions management may undertake to manage this risk in response to changes in interest rates. Derivative financial instruments, such as interest rate swaps, options, caps, floors, futures and forward contracts may be utilized as components of the Company's risk management profile.

**LIQUIDITY MANAGEMENT**

Liquidity planning and management are necessary to ensure the ability to fund operation costs effectively and to meet current and future potential obligations such as loan commitments and unexpected deposit outflows. In the event of severe market disruptions, we have access to secured borrowings through the FHLB and the Federal Reserve Bank of Atlanta.

Contractual maturities for assets and liabilities are reviewed to meet current and expected future liquidity requirements. Sources of liquidity, both anticipated and unanticipated, are maintained through a portfolio of high quality marketable assets, such as residential mortgage loans, securities held for sale and federal funds sold. The Company also has access to borrowed funds such as federal funds and FHLB lines of credit and during 2008 pledged collateral to the Federal Reserve Bank of Atlanta under its borrower-in-custody program to establish a line of credit through the discount window. The Company is also able to provide short term financing of its activities by selling, under an agreement to repurchase, United States Treasury and Government agency securities not pledged to secure public deposits or trust funds. At September 30, 2009, Seacoast National had available lines of credit under current lendable collateral value, which is subject to change, of \$379 million. Seacoast National had \$22 million of United States Treasury and Government agency securities and mortgage backed securities not pledged and available for use under repurchase agreements, and had an additional \$252 million in residential and commercial real estate loans available as collateral.

Liquidity, as measured in the form of cash and cash equivalents (including federal funds sold and interest bearing deposits), totaled \$170,155,000 on a consolidated basis at September 30, 2009 as compared to \$50,183,000 at September 30, 2008. The composition of cash and cash equivalents has changed from a year ago. Over the past twelve months, cash and due from banks declined \$6,412,000 or 16.5 percent to \$32,515,000 and federal funds sold by \$11,256,000 to zero, while interest bearing deposits increased to \$137,640,000 from zero. The interest bearing deposits are maintained in our Seacoast National's account at the Federal Reserve Bank of Atlanta. Cash and cash equivalents vary with seasonal deposit movements and are generally higher in the winter than in the summer, and vary with the level of principal repayments and investment activity occurring in Seacoast National's securities portfolio and loan portfolio.

**Table of Contents**

The Company is a legal entity separate and distinct from Seacoast National and its other subsidiaries. Various legal limitations, including Section 23A of the Federal Reserve Act and Federal Reserve Regulation W, restrict Seacoast National from lending or otherwise supplying funds to the Company or its non-bank subsidiaries. The Company has traditionally relied upon dividends from Seacoast National and securities offerings to provide funds to pay the Company's expenses, to service the Company's debt and to pay dividends upon Company common stock. Seacoast National cannot currently pay dividends to the Company without prior OCC approval. At September 30, 2009, the Company had cash and cash equivalents at the parent of approximately \$45 million, and had suspended all dividends upon its Series A preferred stock and its common stock, and had deferred distributions on its subordinated debt related to trust preferred securities issued through affiliated trusts. See Financial Condition Capital Resources on page 34.

**EFFECTS OF INFLATION AND CHANGING PRICES**

The condensed consolidated financial statements and related financial data presented herein have been prepared in accordance with U. S. generally accepted accounting principles, which require the measurement of financial position and operating results in terms of historical dollars, without considering changes in the relative purchasing power of money, over time, due to inflation.

Unlike most industrial companies, virtually all of the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates have a more significant impact on a financial institution's performance than the general level of inflation. However, inflation affects financial institutions by increasing their cost of goods and services purchased, as well as the cost of salaries and benefits, occupancy expense, and similar items. Inflation and related increases in interest rates generally decrease the market value of investments and loans held and may adversely affect liquidity, earnings, and shareholders' equity. Mortgage originations and re-financings tend to slow as interest rates increase, and higher interest rates likely will reduce the Company's earnings from such activities and the income from the sale of residential mortgage loans in the secondary market.

**SUPPLEMENTAL TABLES**

Tables on the next several pages provide detail on loan portfolio composition and changes by quarter since December 31, 2006:

**QUARTERLY TRENDS LOANS AT END OF PERIOD (Dollars in Millions)**

	2006		2007		
	4th Qtr	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr
Construction and land development					
Residential					
Condominiums	\$ 94.8	\$ 84.4	\$ 74.2	\$ 72.5	\$ 60.2
Townhomes	10.4	9.9	11.3	25.0	25.0
Single family residences	80.3	100.9	66.6	63.9	59.0
Single family land and lots	106.3	107.7	129.0	128.4	116.4
Multifamily	48.2	48.7	46.6	33.8	34.5
	340.0	351.6	327.7	323.6	295.1

**Table of Contents**

	2006		2007			
	4th Qtr	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	
Commercial						
Office buildings	14.1	17.6	19.2	22.4	30.9	
Retail trade	16.1	12.5	26.4	50.2	69.0	
Land	93.5	93.4	99.4	86.2	82.6	
Industrial	6.3	8.9	13.1	16.9	13.0	
Healthcare	2.0	2.5	3.0	1.0	1.0	
Churches and educational facilities	2.1	1.8	1.9	1.9		
Lodging	2.1	4.8	11.2	11.2	11.2	
Convenience stores	0.5	0.5	1.0	1.4	1.7	
Marina	2.2	2.2	2.2	21.9	23.1	
Other	0.9	2.8	12.8	8.6	9.9	
	139.8	147.0	190.2	221.7	242.4	
Individuals						
Lot loans	40.6	40.5	40.0	40.7	39.4	
Construction	50.7	41.7	43.6	41.0	32.7	
	91.3	82.2	83.6	81.7	72.1	
Total construction and land development	571.1	580.8	601.5	627.0	609.6	
Real estate mortgages						
Residential real estate						
Adjustable	277.7	285.4	298.4	313.0	319.5	
Fixed rate	87.9	87.9	87.6	88.1	87.5	
Home equity mortgages	95.9	97.3	90.0	90.8	91.4	
Home equity lines	50.9	51.4	56.6	55.1	59.1	
	512.4	522.0	532.6	547.0	557.5	
Commercial real estate						
Office buildings	109.2	113.4	116.1	125.6	131.7	
Retail trade	50.9	62.0	62.8	74.9	76.2	
Land				2.6	5.3	
Industrial	64.3	66.3	84.7	100.2	105.5	
Healthcare	40.7	40.5	39.7	33.2	32.4	
Churches and educational facilities	32.3	32.9	32.7	36.0	40.2	
Recreation	4.4	4.4	4.5	4.7	3.0	
Multifamily	9.9	8.4	10.4	11.3	13.8	
Mobile home parks	6.0	3.0	4.0	4.0	3.9	
Lodging	19.1	16.9	16.8	22.3	22.7	
Restaurant	11.7	11.2	9.6	7.2	8.2	

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Agricultural	26.1	24.5	23.4	19.6	12.9
Convenience stores	22.0	22.2	23.6	23.5	23.2
Other	40.8	38.8	30.5	39.7	38.3
	437.4	444.5	458.8	504.8	517.3
Total real estate mortgages	949.8	966.5	991.4	1,051.8	1,074.8
Commercial & financial	128.1	112.1	139.0	135.1	126.7
Installment loans to individuals					
Automobile and trucks	22.3	23.3	23.6	24.8	25.0
Marine loans	32.5	30.1	26.6	24.8	33.2
Other	28.6	29.8	29.4	29.0	28.2
	83.4	83.2	79.6	78.6	86.4
Other	0.7	0.7	1.6	0.6	0.9
	\$ 1,733.1	\$ 1,743.3	\$ 1,813.1	\$ 1,893.1	\$ 1,898.4

**Table of Contents**QUARTERLY TRENDS LOANS AT END OF PERIOD (Continued) (*Dollars in Millions*)

	2008			
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr
Construction and land development				
Residential				
Condominiums	\$ 57.2	\$ 47.4	\$ 32.6	\$ 17.4
Townhomes	23.8	20.0	21.7	6.1
Single family residences	56.7	49.5	37.2	26.8
Single family land and lots	112.1	95.1	70.2	52.8
Multifamily	32.6	34.0	30.7	26.8
	282.4	246.0	192.4	129.9
Commercial				
Office buildings	29.1	31.1	27.8	17.3
Retail trade	60.4	63.6	68.5	68.7
Land	92.5	75.4	73.9	73.3
Industrial	16.9	20.8	20.7	13.3
Healthcare	1.0	1.0		
Churches and educational facilities		0.1		
Lodging				
Convenience stores	1.8			
Marina	26.8	28.9	30.5	30.7
Other	11.3	6.3	5.4	6.0
	239.8	227.2	226.8	209.3
Individuals				
Lot loans	39.4	40.0	38.4	35.7
Construction	32.4	27.1	27.4	20.3
	71.8	67.1	65.8	56.0
Total construction and land development	594.0	540.3	485.0	395.2

**Table of Contents**

	2008			
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr
Real estate mortgages				
Residential real estate				
Adjustable	317.6	318.8	316.5	329.0
Fixed rate	89.1	90.2	93.4	95.5
Home equity mortgages	91.7	93.1	84.3	84.8
Home equity lines	56.3	59.4	59.7	58.5
	554.7	561.5	553.9	567.8
Commercial real estate				
Office buildings	144.3	142.3	143.6	146.4
Retail trade	83.8	93.5	101.6	111.9
Land			0.6	
Industrial	104.3	93.3	92.2	94.7
Healthcare	39.9	33.6	31.6	29.2
Churches and educational facilities	40.2	36.5	35.6	35.2
Recreation	2.8	1.8	1.8	1.7
Multifamily	20.0	19.1	19.2	27.2
Mobile home parks	3.2	3.1	3.1	3.0
Lodging	27.9	28.0	26.7	26.6
Restaurant	8.0	9.0	8.6	6.2
Agricultural	12.4	9.0	8.7	8.5
Convenience stores	23.1	24.9	23.6	23.5
Other	40.1	41.6	42.5	43.6
	550.0	535.7	539.4	557.7
Total real estate mortgages	1,104.7	1,097.2	1,093.3	1,125.5
Commercial & financial	93.9	94.8	88.5	82.8
Installment loans to individuals				
Automobile and trucks	24.1	23.0	21.9	20.8
Marine loans	33.3	25.2	26.0	26.0
Other	27.5	27.9	27.4	26.1
	84.9	76.1	75.3	72.9
Other	0.5	0.4	0.5	0.3
	\$ 1,878.0	\$ 1,808.8	\$ 1,742.6	\$ 1,676.7

**Table of Contents**QUARTERLY TRENDS LOANS AT END OF PERIOD (Continued) (*Dollars in Millions*)

	1st Qtr	2009 2nd Qtr	3rd Qtr
Construction and land development			
Residential			
Condominiums	\$ 16.3	\$ 16.8	\$ 9.0
Townhomes	4.2	2.3	
Single family residences	20.5	16.7	7.1
Single family land and lots	51.4	43.3	25.4
Multifamily	24.8	17.6	16.1
	117.2	96.7	57.6
Commercial			
Office buildings	17.4	13.8	13.8
Retail trade	70.0	55.9	23.0
Land	60.9	51.2	50.8
Industrial	9.0	8.5	8.2
Healthcare	5.7	6.0	4.8
Churches and educational facilities			
Lodging	0.6		
Convenience stores			
Marina	31.6	30.0	28.1
Other	6.2	1.4	
	201.4	166.8	128.7
Individuals			
Lot loans	34.0	32.4	30.7
Construction	16.2	11.8	11.1
	50.2	44.2	41.8
Total construction and land development	368.8	307.7	228.1

**Table of Contents**

	1st Qtr	2009 2nd Qtr	3rd Qtr
Real estate mortgages			
Residential real estate			
Adjustable	333.1	328.0	325.9
Fixed rate	90.8	90.6	89.5
Home equity mortgages	85.5	83.8	83.9
Home equity lines	60.3	60.1	59.7
	569.7	562.5	559.0
Commercial real estate			
Office buildings	140.6	141.6	144.2
Retail trade	109.1	120.0	151.4
Land			
Industrial	95.3	93.0	89.3
Healthcare	28.3	30.9	25.4
Churches and educational facilities	34.8	34.6	30.8
Recreation	1.7	1.4	3.3
Multifamily	27.2	31.7	35.1
Mobile home parks	3.0	5.6	5.6
Lodging	26.3	26.3	25.6
Restaurant	6.1	5.1	5.0
Agricultural	8.2	11.8	12.0
Convenience stores	23.3	23.2	22.8
Other	43.0	47.6	34.0
	546.9	572.8	584.5
Total real estate mortgages	1,116.6	1,135.3	1,143.5
Commercial & financial	75.5	71.8	66.0
Installment loans to individuals			
Automobile and trucks	19.4	18.0	16.6
Marine loans	26.3	26.9	26.8
Other	25.7	24.3	23.3
	71.4	69.2	66.7
Other	0.3	0.3	0.3
	\$ 1,632.6	\$ 1,584.3	\$ 1,504.6



**Table of Contents**QUARTERLY TRENDS INCREASE (DECREASE) IN LOANS BY QUARTER *(Dollars in Millions)*

	2007			
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr
Construction and land development				
Residential				
Condominiums	\$ (10.4)	\$ (10.2)	\$ (1.7)	\$ (12.3)
Townhomes	(0.5)	1.4	13.7	
Single family residences	20.6	(34.3)	(2.7)	(4.9)
Single family land and lots	1.4	21.3	(0.6)	(12.0)
Multifamily	0.5	(2.1)	(12.8)	0.7
	11.6	(23.9)	(4.1)	(28.5)
Commercial				
Office buildings	3.5	1.6	3.2	8.5
Retail trade	(3.6)	13.9	23.8	18.8
Land	(0.1)	6.0	(13.2)	(3.6)
Industrial	2.6	4.2	3.8	(3.9)
Healthcare	0.5	0.5	(2.0)	
Churches and educational facilities	(0.3)	0.1		(1.9)
Lodging	2.7	6.4		
Convenience stores		0.5	0.4	0.3
Marina			19.7	1.2
Other	1.9	10.0	(4.2)	1.3
	7.2	43.2	31.5	20.7
Individuals				
Lot loans	(0.1)	(0.5)	0.7	(1.3)
Construction	(9.0)	1.9	(2.6)	(8.3)
	(9.1)	1.4	(1.9)	(9.6)
Total construction and land development	9.7	20.7	25.5	(17.4)

**Table of Contents**

	2007			
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr
Real estate mortgages				
Residential real estate				
Adjustable	7.7	13.0	14.6	6.5
Fixed rate		(0.3)	0.5	(0.6)
Home equity mortgages	1.4	(7.3)	0.8	0.6
Home equity lines	0.5	5.2	(1.5)	4.0
	9.6	10.6	14.4	10.5
Commercial real estate				
Office buildings	4.2	2.7	9.5	6.1
Retail trade	11.1	0.8	12.1	1.3
Land			2.6	2.7
Industrial	2.0	18.4	15.5	5.3
Healthcare	(0.2)	(0.8)	(6.5)	(0.8)
Churches and educational facilities	0.6	(0.2)	3.3	4.2
Recreation		0.1	0.2	(1.7)
Multifamily	(1.5)	2.0	0.9	2.5
Mobile home parks	(3.0)	1.0		(0.1)
Lodging	(2.2)	(0.1)	5.5	0.4
Restaurant	(0.5)	(1.6)	(2.4)	1.0
Agricultural	(1.6)	(1.1)	(3.8)	(6.7)
Convenience stores	0.2	1.4	(0.1)	(0.3)
Other	(2.0)	(8.3)	9.2	(1.4)
	7.1	14.3	46.0	12.5
Total real estate mortgages	16.7	24.9	60.4	23.0
Commercial & financial	(16.0)	26.9	(3.9)	(8.4)
Installment loans to individuals				
Automobile and trucks	1.0	0.3	1.2	0.2
Marine loans	(2.4)	(3.5)	(1.8)	8.4
Other	1.2	(0.4)	(0.4)	(0.8)
	(0.2)	(3.6)	(1.0)	7.8
Other		0.9	(1.0)	0.3
	\$ 10.2	\$ 69.8	\$ 80.0	\$ 5.3

**Table of Contents**QUARTERLY TRENDS INCREASE (DECREASE) IN LOANS BY QUARTER (Continued) *(Dollars in Millions)*

	2008			
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr
Construction and land development				
Residential				
Condominiums	\$ (3.0)	\$ (9.8)	\$ (14.8)	\$ (15.2)
Townhomes	(1.2)	(3.8)	1.7	(15.6)
Single family residences	(2.3)	(7.2)	(12.3)	(10.4)
Single family land and lots	(4.3)	(17.0)	(24.9)	(17.4)
Multifamily	(1.9)	1.4	(3.3)	(3.9)
	(12.7)	(36.4)	(53.6)	(62.5)
Commercial				
Office buildings	(1.8)	2.0	(3.3)	(10.5)
Retail trade	(8.6)	3.2	4.9	0.2
Land	9.9	(17.1)	(1.5)	(0.6)
Industrial	3.9	3.9	(0.1)	(7.4)
Healthcare			(1.0)	
Churches and educational facilities		0.1	(0.1)	
Lodging	(11.2)			
Convenience stores	0.1	(1.8)		
Marina	3.7	2.1	1.6	0.2
Other	1.4	(5.0)	(0.9)	0.6
	(2.6)	(12.6)	(0.4)	(17.5)
Individuals				
Lot loans		0.6	(1.6)	(2.7)
Construction	(0.3)	(5.3)	0.3	(7.1)
	(0.3)	(4.7)	(1.3)	(9.8)
Total construction and land development	(15.6)	(53.7)	(55.3)	(89.8)

**Table of Contents**

	2008			
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr
Real estate mortgages				
Residential real estate				
Adjustable	(1.9)	1.2	(2.3)	12.5
Fixed rate	1.6	1.1	3.2	2.1
Home equity mortgages	0.3	1.4	(8.8)	0.5
Home equity lines	(2.8)	3.1	0.3	(1.2)
	(2.8)	6.8	(7.6)	13.9
Commercial real estate				
Office buildings	12.6	(2.0)	1.3	2.8
Retail trade	7.6	9.7	8.1	10.3
Land	(5.3)		0.6	(0.6)
Industrial	(1.2)	(11.0)	(1.1)	2.5
Healthcare	7.5	(6.3)	(2.0)	(2.4)
Churches and educational facilities		(3.7)	(0.9)	(0.4)
Recreation	(0.2)	(1.0)		(0.1)
Multifamily	6.2	(0.9)	0.1	8.0
Mobile home parks	(0.7)	(0.1)		(0.1)
Lodging	5.2	0.1	(1.3)	(0.1)
Restaurant	(0.2)	1.0	(0.4)	(2.4)
Agricultural	(0.5)	(3.4)	(0.3)	(0.2)
Convenience stores	(0.1)	1.8	(1.3)	(0.1)
Other	1.8	1.5	0.9	1.1
	32.7	(14.3)	3.7	18.3
Total real estate mortgages	29.9	(7.5)	(3.9)	32.2
Commercial & financial	(32.8)	0.9	(6.3)	(5.7)
Installment loans to individuals				
Automobile and trucks	(0.9)	(1.1)	(1.1)	(1.1)
Marine loans	0.1	(8.1)	0.8	
Other	(0.7)	0.4	(0.5)	(1.3)
	(1.5)	(8.8)	(0.8)	(2.4)
Other	(0.4)	(0.1)	0.1	(0.2)
	\$ (20.4)	\$ (69.2)	\$ (66.2)	\$ (65.9)

**Table of Contents**QUARTERLY TRENDS INCREASE (DECREASE) IN LOANS BY QUARTER (Continued) *(Dollars in Millions)*

	1st Qtr	2009 2nd Qtr	3rd Qtr
Construction and land development			
Residential			
Condominiums	\$ (1.1)	\$ 0.5	\$ (7.8)
Townhomes	(1.9)	(1.9)	(2.3)
Single family residences	(6.3)	(3.8)	(9.6)
Single family land and lots	(1.4)	(8.1)	(17.9)
Multifamily	(2.0)	(7.2)	(1.5)
	(12.7)	(20.5)	(39.1)
Commercial			
Office buildings	0.1	(3.6)	
Retail trade	1.3	(14.1)	(32.9)
Land	(12.4)	(9.7)	(0.4)
Industrial	(4.3)	(0.5)	(0.3)
Healthcare	5.7	0.3	(1.2)
Churches and educational facilities			
Lodging	0.6	(0.6)	
Convenience stores			
Marina	0.9	(1.6)	(1.9)
Other	0.2	(4.8)	(1.4)
	(7.9)	(34.6)	(38.1)
Individuals			
Lot loans	(1.7)	(1.6)	(1.7)
Construction	(4.1)	(4.4)	(0.7)
	(5.8)	(6.0)	(2.4)
Total construction and land development	(26.4)	(61.1)	(79.6)

**Table of Contents**

	1st Qtr	2009 2nd Qtr	3rd Qtr
Real estate mortgages			
Residential real estate			
Adjustable	4.1	(5.1)	(2.1)
Fixed rate	(4.7)	(0.2)	(1.1)
Home equity mortgages	0.7	(1.7)	0.1
Home equity lines	1.8	(0.2)	(0.4)
	1.9	(7.2)	(3.5)
Commercial real estate			
Office buildings	(5.8)	1.0	2.6
Retail trade	(2.8)	10.9	31.4
Land			
Industrial	0.6	(2.3)	(3.7)
Healthcare	(0.9)	2.6	(5.5)
Churches and educational facilities	(0.4)	(0.2)	(3.8)
Recreation		(0.3)	1.9
Multifamily		4.5	3.4
Mobile home parks		2.6	
Lodging	(0.3)		(0.7)
Restaurant	(0.1)	(1.0)	(0.1)
Agricultural	(0.3)	3.6	0.2
Convenience stores	(0.2)	(0.1)	(0.4)
Other	(0.6)	4.6	(13.6)
	(10.8)	25.9	11.7
Total real estate mortgages	(8.9)	18.7	8.2
Commercial & financial	(7.3)	(3.7)	(5.8)
Installment loans to individuals			
Automobile and trucks	(1.4)	(1.4)	(1.4)
Marine loans	0.3	0.6	(0.1)
Other	(0.4)	(1.4)	(1.0)
	(1.5)	(2.2)	(2.5)
Other			
	\$ (44.1)	\$ (48.3)	\$ (79.7)

**SPECIAL CAUTIONARY NOTICE REGARDING FORWARD LOOKING STATEMENTS**

Various of the statements made herein under the captions Management's Discussion and Analysis of Financial Condition and Results of Operations, Quantitative and Qualitative Disclosures about Market Risk, Risk Factors and elsewhere, are forward-looking statements within the meaning and protections of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act).

Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, anticipations, assumptions, estimates, intentions and future performance, and involve known and unknown risks, uncertainties and other factors, which may be beyond our control, and which may cause the actual results,

performance or achievements of Seacoast to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. You should not expect us to update any forward-looking statements.

**Table of Contents**

All statements other than statements of historical fact are statements that could be forward-looking statements. You can identify these forward-looking statements through our use of words such as may, will, anticipate, assume, should, indicate, would, believe, contemplate, expect, estimate, continue, further, plan, point to, project, and other similar words and expressions of the future. These forward-looking statements may not be realized due to a variety of factors, including, without limitation:

- the effects of future economic, business and market conditions and changes, domestic and foreign, including seasonality;
- governmental monetary and fiscal policies;
- legislative and regulatory changes, including changes in banking, securities and tax laws and regulations and their application by our regulators, and changes in the scope and cost of FDIC insurance and other coverage;
- changes in accounting policies, rules and practices;
- the risks of changes in interest rates on the levels, composition and costs of deposits, loan demand, and the values and liquidity of loan collateral, securities, and interest sensitive assets and liabilities;
- changes in borrower credit risks and payment behaviors;
- changes in the availability and cost of credit and capital in the financial markets;
- changes in the prices, values and sales volumes of residential and commercial real estate;
- the effects of competition from a wide variety of local, regional, national and other providers of financial, investment and insurance services;
- the failure of assumptions and estimates underlying the establishment of reserves for possible loan losses and other estimates;
- the risks of mergers, acquisitions and divestitures, including, without limitation, the related time and costs of implementing such transactions, integrating operations as part of these transactions and possible failures to achieve expected gains, revenue growth and/or expense savings from such transactions;
- changes in technology or products that may be more difficult, costly, or less effective than anticipated;
- the effects of war or other conflicts, acts of terrorism or other catastrophic events that may affect general economic conditions;
- the failure of assumptions and estimates, as well as differences in, and changes to, economic, market and credit conditions, including changes in borrowers' credit risks and payment behaviors from those used in our loan portfolio stress test;
- the risks that our deferred tax assets could be reduced if estimates of future taxable income from our operations and tax planning strategies are less than currently estimated, and sales of our capital stock could trigger a reduction in the amount of net operating losses carryforwards that we may be able to utilize for income tax purposes; and
- other risks and uncertainties described herein and in our annual report on Form 10-K for the year ended December 31, 2008 and otherwise in our Securities and Exchange Commission, or SEC, reports and filings.

All written or oral forward-looking statements that are made by us or are attributable to us are expressly qualified in their entirety by this cautionary notice. We have no obligation and do not undertake to update, revise or correct any of the forward-looking statements after the date of this report, or after the respective dates on which such statements otherwise are made.



**Table of Contents****Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

See Management's discussion and analysis Interest Rate Sensitivity .

Market risk refers to potential losses arising from changes in interest rates, and other relevant market rates or prices.

Interest rate risk, defined as the exposure of net interest income and Economic Value of Equity, or EVE, to adverse movements in interest rates, is the Company's primary market risk, and mainly arises from the structure of the balance sheet (non-trading activities). The Company is also exposed to market risk in its investing activities. The Company's Asset/Liability Committee, or ALCO, meets regularly and is responsible for reviewing the interest rate sensitivity position of the Company and establishing policies to monitor and limit exposure to interest rate risk. The policies established by the ALCO are reviewed and approved by the Company's Board of Directors. The primary goal of interest rate risk management is to control exposure to interest rate risk, within policy limits approved by the Board. These limits reflect the Company's tolerance for interest rate risk over short-term and long-term horizons.

The Company also performs valuation analyses, which are used for evaluating levels of risk present in the balance sheet that might not be taken into account in the net interest income simulation analyses. Whereas net interest income simulation highlights exposures over a relatively short time horizon, valuation analysis incorporates all cash flows over the estimated remaining life of all balance sheet positions. The valuation of the balance sheet, at a point in time, is defined as the discounted present value of asset cash flows minus the discounted value of liability cash flows, the net result of which is the EVE. The sensitivity of EVE to changes in the level of interest rates is a measure of the longer-term re-pricing risks and options risks embedded in the balance sheet. In contrast to the net interest income simulation, which assumes interest rates will change over a period of time, EVE uses instantaneous changes in rates. EVE values only the current balance sheet, and does not incorporate the growth assumptions that are used in the net interest income simulation model. As with the net interest income simulation model, assumptions about the timing and variability of balance sheet cash flows are critical in the EVE analysis. Particularly important are the assumptions driving prepayments and the expected changes in balances and pricing of the indeterminate life deposit portfolios. Based on our most recent modeling, an instantaneous 100 basis point increase in rates is estimated to increase the EVE 0.1 percent versus the EVE in a stable rate environment, while a 200 basis point increase in rates is estimated to decrease the EVE 7.4 percent.

While an instantaneous and severe shift in interest rates is used in this analysis to provide an estimate of exposure under an extremely adverse scenario, a gradual shift in interest rates would have a much more modest impact. Since EVE measures the discounted present value of cash flows over the estimated lives of instruments, the change in EVE does not directly correlate to the degree that earnings would be impacted over a shorter time horizon, i.e., the next fiscal year. Further, EVE does not take into account factors such as future balance sheet growth, changes in product mix, change in yield curve relationships, and changing product spreads that could mitigate the adverse impact of changes in interest rates.

**Table of Contents**

**Item 4. CONTROLS AND PROCEDURES**

The Company's management, with the participation of its chief executive officer and chief financial officer has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act) as of September 30, 2009 and concluded that those disclosure controls and procedures are effective. There have been no changes to the Company's internal control over financial reporting that occurred since the beginning of the Company's first quarter of 2009 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

While the Company believes that its existing disclosure controls and procedures have been effective to accomplish these objectives, the Company intends to continue to examine, refine and formalize its disclosure controls and procedures and to monitor ongoing developments in this area.

**Part II OTHER INFORMATION**

**Item 1. Legal Proceedings**

The Company and its subsidiaries are subject, in the ordinary course, to litigation incident to the business in which they are engaged. Management presently believes that none of the legal proceedings to which the Company or any of its subsidiaries is a party or of which any of their property is the subject are materially likely to have a material adverse effect on the Company's consolidated financial position, or operating results or cash flows, although no assurance can be given with respect to the ultimate outcome of any such claim or litigation.

**Item 1A. Risk Factors**

Any of the following risks could harm our business, results of operations and financial condition and an investment in our stock. The risks discussed below also include forward-looking statements, and our actual results may differ substantially from those discussed in these forward-looking statements.

**Risks Related to Our Business**

*There can be no assurance that recent legislation and administrative actions authorizing the U.S. government to take direct actions within the financial services industry will help stabilize the U.S. financial system.*

The Emergency Economic Stabilization Act of 2008, or EESA, was enacted on October 3, 2008. Under EESA, the Treasury has the authority to, among other things, invest in financial institutions and purchase up to \$700 billion of troubled assets and mortgages from financial institutions for the purpose of stabilizing and providing liquidity to the U.S. financial markets. Under the Treasury's Capital Purchase Program, or CPP, it committed to purchase up to \$250 billion of preferred stock and warrants in eligible institutions. The EESA also temporarily increased FDIC deposit insurance coverage to \$250,000 per depositor through December 31, 2009, which was recently extended to December 31, 2013 under the Helping Families Save Their Homes Act of 2009.

**Table of Contents**

On February 10, 2009, the Treasury announced the Financial Stability Plan which, among other things, provides a forward-looking supervisory capital assessment program, or SCAP, that is mandatory for banking institutions with over \$100 billion of assets and makes capital available to financial institutions qualifying under a process and criteria similar to the CPP. In addition, the American Recovery and Reinvestment Act of 2009 (or ARRA ) was signed into law on February 17, 2009, and includes, among other things, extensive new restrictions on the compensation and governance arrangements of financial institutions.

Numerous actions have been taken by the U.S. Congress, the Federal Reserve, the Treasury, the FDIC, the SEC and others to address the current liquidity and credit crisis that has followed the sub-prime mortgage crisis that commenced in 2007, including the Financial Stability Program adopted by the Treasury. These measures include fiscal and monetary policy actions described under Business Fiscal and Monetary Policy and Business Recent Legislative and Regulatory Changes in our Annual Report on Form 10-K/A for the year ended December 31, 2008, which is incorporated by reference herein. In addition, the Secretary of the Treasury proposed fundamental changes to the regulation of financial institutions, markets and products on June 17, 2009.

We cannot predict the actual effects of EESA, the ARRA, the proposed regulatory reform measures and various governmental, regulatory, monetary and fiscal initiatives which have been and may be enacted on the economy, the financial markets, on us and on Seacoast National Bank. The terms and costs of these activities, or the failure of these actions to help stabilize the financial markets, asset prices, market liquidity and a continuation or worsening of current financial market and economic conditions could materially and adversely affect our business, financial condition, results of operations, and the trading prices of our securities.

***Difficult market conditions have adversely affected our industry and us.***

We are exposed to downturns in the U.S. economy, and particularly the local markets in which we operate in Florida. Declines in the housing markets over the past year and a half, including falling home prices and sales volumes, and increasing foreclosures, have negatively affected the credit performance of mortgage loans and resulted in significant write-downs of asset values by financial institutions, including government-sponsored entities and major commercial and investment banks, as well as Seacoast National Bank. These write-downs have caused many financial institutions to seek additional capital, to merge with larger and stronger institutions and, in some cases, to fail. Many lenders and institutional investors have reduced or ceased providing funding to borrowers, including other financial institutions. This market turmoil and the tightening of credit have led to increased levels of commercial and consumer delinquencies, lack of consumer confidence, increased market volatility and reductions in business activity generally. The resulting economic pressure on consumers and lack of confidence in the financial markets has adversely affected our business, financial condition and results of operations. We do not expect that the difficult conditions in the financial markets are likely to improve in the near future. A worsening of these conditions would likely exacerbate the adverse effects of these difficult market conditions on us and other financial institutions.

**Table of Contents**

In particular:

We expect to face increased regulation of our industry, including as a result of EESA, the ARRA and related initiatives by the U.S. government. Compliance with such regulations may increase our costs and limit our ability to pursue business opportunities.

Market developments and government programs may continue to adversely affect consumer confidence levels and may cause adverse changes in borrower behaviors and payment rates, resulting in further increases in delinquencies and default rates, which could affect our loan charge-offs and our provisions for credit losses.

Our ability to assess the creditworthiness of our customers or to estimate the values of our assets and collateral for loans will be reduced if the models and approaches we use become less predictive of future behaviors, valuations, assumptions or estimates. We estimate losses inherent in our credit exposure, the adequacy of our allowance for loan losses and the values of certain assets by using estimates based on difficult, subjective, and complex judgments, including estimates as to the effects of economic conditions and how these economic conditions might affect the ability of our borrowers to repay their loans or the value of assets.

Our ability to borrow from other financial institutions on favorable terms or at all, or to raise capital, could be adversely affected by further disruptions in the capital markets or other events, including, among other things, deteriorating investor expectations.

Failures of other depository institutions in our markets and increasing consolidation of financial services companies as a result of current market conditions could increase our deposits and assets, necessitating additional capital, and may have unexpected adverse effects upon our ability to compete effectively.

***We are not paying dividends on our preferred stock or common stock and are deferring distributions on our trust preferred securities, and we are restricted in otherwise paying cash dividends on our common stock. The failure to resume paying dividends on our preferred stock and trust preferred securities may adversely affect us.***

We historically paid cash dividends before we suspended dividend payments on our preferred and common stock and distributions on our trust preferred securities on May 19, 2009 pursuant to the request of the Federal Reserve. The Federal Reserve, as a matter of policy, has indicated that bank holding companies should not pay dividends or make distributions on trust preferred securities using funds from the TARP CPP. There is no assurance that we will receive approval to resume paying cash dividends. Even if we are allowed to resume paying dividends again by the Federal Reserve, future payment of cash dividends on our common stock, if any, will be subject to the prior payment of all unpaid dividends and deferred distributions on our Series A Preferred Stock and trust preferred securities. Further, we need prior Treasury approval to increase our quarterly cash dividends above \$0.01 per common share through the earliest of December 23, 2011, the date we redeem all shares of Series A Preferred Stock or the Treasury has transferred all shares of Series A Preferred Stock to third parties. All dividends are declared and paid at the discretion of our board of directors and are dependent upon our liquidity, financial condition, results of operations, capital requirements and such other factors as our board of directors may deem relevant.

**Table of Contents**

Further, dividend payments on our Series A Preferred Stock and distributions on our trust preferred securities are cumulative and therefore unpaid dividends and distributions will accrue and compound on each subsequent dividend payment date. In the event of any liquidation, dissolution or winding up of the affairs of our company, holders of the Series A Preferred Stock shall be entitled to receive for each share of Series A Preferred Stock the liquidation amount plus the amount of any accrued and unpaid dividends. If we miss six quarterly dividend payments, whether or not consecutive, the Treasury will have the right to appoint two directors to our board of directors until all accrued but unpaid dividends have been paid. We cannot pay dividends on our outstanding shares of Series A Preferred Stock or our common stock until we have paid in full all deferred distributions on our trust preferred securities, which will require prior approval of the Federal Reserve.

***Nonperforming assets take significant time to resolve and adversely affect our results of operations and financial condition, and could result in further losses in the future.***

At December 31, 2008 and September 30, 2009, our nonperforming loans (which consist of non-accrual loans) totaled \$86.9 million and \$154.0 million, or 5.18% and 10.23% of the loan portfolio, respectively. At December 31, 2008 and September 30, 2009, our nonperforming assets (which include foreclosed real estate) were \$92.0 million and \$180.8 million, or 3.97% and 8.45% of assets, respectively. In addition, we had approximately \$13.9 million and \$10.8 million in accruing loans that were 30-89 days delinquent at December 31, 2008 and September 30, 2009, respectively. Our non-performing assets adversely affect our net income in various ways. Until economic and market conditions improve, we expect to continue to incur additional losses relating to an increase in non-performing loans. We do not record interest income on non-accrual loans or other real estate owned, thereby adversely affecting our income, and increasing our loan administration costs. When we take collateral in foreclosures and similar proceedings, we are required to mark the related loan to the then fair market value of the collateral, which may result in a loss. These loans and other real estate owned also increase our risk profile and the capital our regulators believe is appropriate in light of such risks. While we have reduced our problem assets through loan sales, workouts, restructurings and otherwise, decreases in the value of these assets, or the underlying collateral, or in these borrowers performance or financial conditions, whether or not due to economic and market conditions beyond our control, could adversely affect our business, results of operations and financial condition. In addition, the resolution of nonperforming assets requires significant commitments of time from management and our directors, which can be detrimental to the performance of their other responsibilities. There can be no assurance that we will not experience further increases in nonperforming loans in the future, or that nonperforming assets will not result in further losses in the future.

**Table of Contents**

***Our allowance for loan losses may prove inadequate or we may be adversely affected by credit risk exposures.***

Our business depends on the creditworthiness of our customers. We periodically review our allowance for loan losses for adequacy considering economic conditions and trends, collateral values and credit quality indicators, including past charge-off experience and levels of past due loans and nonperforming assets. We cannot be certain that our allowance for loan losses will be adequate over time to cover credit losses in our portfolio because of unanticipated adverse changes in the economy, market conditions or events adversely affecting specific customers, industries or markets, or borrower behaviors towards repaying their loans. The credit quality of our borrowers has deteriorated as a result of the economic downturn in our markets. If the credit quality of our customer base or their debt service behavior materially decreases further, if the risk profile of a market, industry or group of customers declines further or weaknesses in the real estate markets and other economics persist or worsen, or if our allowance for loan losses is not adequate, our business, financial condition, including our liquidity and capital, and results of operations could be materially adversely affected.

***During 2009, our commercial and residential real estate and real estate-related portfolios have continued to be affected by adverse market conditions, including reduced real estate prices and sales levels and, more generally, all of our loan portfolios have been affected by the sustained economic weakness of our markets and the impact of higher unemployment rates.***

Our commercial and residential real estate and real estate-related loans have continued to be affected adversely by the on-going correction in real estate prices and reduced levels of sales. More generally, all of our commercial real estate loan portfolios, especially construction and development loans, have been affected adversely by the economic weakness of our Florida markets and the effects of higher unemployment rates. We may have to increase our allowance for loan losses through additional provisions for loan losses because of continued adverse changes in the economy, market conditions, and events that adversely affect our customers or markets. Our business, financial condition, liquidity, capital (especially tangible common equity), and results of operations could be materially adversely affected by additional provisions for loan losses.

***Weaknesses in the real estate markets, including the secondary market for residential mortgage loans, have adversely affected us and may continue to adversely affect us.***

The effects of ongoing mortgage market challenges, combined with the ongoing correction in residential real estate market prices and reduced levels of home sales, could result in further price reductions in single family home values, further adversely affecting the liquidity and value of collateral securing commercial loans for residential land acquisition, construction and development, as well as residential mortgage loans and residential property collateral securing loans that we hold, mortgage loan originations and gains on sale of mortgage loans. Declining real estate prices have caused higher delinquencies and losses on certain mortgage loans, generally, particularly second lien mortgages and home equity lines of credit. Significant ongoing disruptions in the secondary market for residential mortgage loans have limited the market for and liquidity of most residential mortgage loans other than conforming Fannie Mae and Freddie Mac loans. These trends could continue, notwithstanding various government programs to boost the residential mortgage markets and stabilize the housing markets. Continued declines in real estate values, home sales volumes and financial stress on borrowers as a result of job losses, interest rate resets on adjustable rate mortgage loans or other factors could have further adverse effects on borrowers that result in higher delinquencies and greater charge-offs in future periods, which would adversely affect our financial condition, including capital and liquidity, or results of operations. In the event our allowance for loan losses is insufficient to cover such losses, our earnings, capital and liquidity could be adversely affected.

**Table of Contents**

***Our real estate portfolios are exposed to weakness in the Florida housing market and the overall state of the economy.***

The declines in home prices and the volume of home sales in Florida, along with the reduced availability of certain types of mortgage credit, have resulted in increases in delinquencies and losses in our portfolios of home equity lines and loans, and commercial loans related to residential real estate acquisition, construction and development. Further declines in home prices coupled with the economic recession and associated rises in unemployment levels could cause additional losses which could adversely affect our earnings and financial condition, including our capital and liquidity.

***Our concentration of commercial real estate loans could result in increased loan losses.***

Commercial real estate (CRE) is cyclical and poses risks of loss to us due to concentration levels and similar risks of the asset, especially since we had 53.5% of our portfolio in CRE loans at year-end 2008 and 51.2% as of September 30, 2009. The banking regulators continue to give CRE lending greater scrutiny, and banks with higher levels of CRE loans are expected to implement improved underwriting, internal controls, risk management policies and portfolio stress testing, as well as higher levels of allowances for possible losses and capital levels as a result of CRE lending growth and exposures. During 2008, we added \$88.6 million of provisions for loan losses compared to \$12.7 million in 2007 and \$3.3 million in 2006, in part reflecting collateral evaluations in response to recent changes in the market values of land collateralizing acquisition and development loans. An additional \$83.3 million in provisions for loan losses have been taken during the nine months ended September 30, 2009.

***Our recent loan portfolio stress test is not a forecast or prediction of future results, performance or future capital adequacy, and the results of this stress test may or may not be realized.***

The stress test we conducted recently with an outside consultant on our loan portfolio is not a forecast and does not reflect our outlook or our expected results and should not be viewed as a prediction of future results, performance or future capital adequacy. The test was based upon numerous complex assumptions, estimates and judgments, which may or may not be realized.

***Our goodwill impairment has adversely affected our earnings and will affect Seacoast National's ability to pay dividends to the Company.***

Our goodwill impairment charge of all our goodwill as of June 30, 2009 (\$49.8 million) is a non-cash charge that reduced our earnings for the three months ended June 30, 2009, and will reduce the earnings of Seacoast National from which Seacoast National may pay dividends to the Company. Completion of our testing of goodwill as of September 30, 2009 supported the conclusion reached at June 30, 2009.

**Table of Contents*****Higher FDIC deposit insurance premiums and assessments could adversely affect our financial condition.***

FDIC insurance premiums have increased substantially in 2009 already and we expect to pay significantly higher FDIC premiums in the future. Market developments have significantly depleted the insurance fund of the FDIC and reduced the ratio of reserves to insured deposits. The FDIC adopted a revised risk-based deposit insurance assessment schedule on February 27, 2009, which raised deposit insurance premiums. On May 22, 2009, the FDIC also implemented a five basis point special assessment of each insured depository institution's assets minus Tier 1 capital as of June 30, 2009, but no more than 10 basis points times the institution's assessment base for the second quarter of 2009, collected on September 30, 2009. Additional special assessments may be imposed by the FDIC for future periods and the FDIC recently approved collecting a prepayment of insurance premiums for the next three years (for 2010, 2011 and 2012) plus fourth quarter 2009's premium in December 2009.

We also participate in the FDIC's TLG for noninterest-bearing transaction deposit accounts. Banks that participate in the TLG's noninterest-bearing transaction account guarantee will pay the FDIC an annual assessment of 10 basis points on the amounts in such accounts above the amounts covered by FDIC deposit insurance. To the extent that these TLG assessments are insufficient to cover any loss or expenses arising from the TLG program, the FDIC is authorized to impose an emergency special assessment on all FDIC-insured depository institutions. The FDIC has authority to impose charges for the TLG program upon depository institution holding companies, as well. These changes will cause the premiums and TLG assessments charged by the FDIC to increase. These actions could significantly increase our noninterest expense in 2009 and for the foreseeable future. The TLG is scheduled to end December 31, 2009.

***Current levels of market volatility are unprecedented.***

The capital and credit markets have been experiencing volatility and disruption for more than a year. In some cases, the markets have produced downward pressure on stock prices and credit availability for certain issuers without regard to those issuers' underlying financial condition or performance. If current levels of market disruption and volatility continue or worsen, we may experience adverse effects, which may be material, on our ability to maintain or access capital and on our business, financial condition and results of operations.

***Liquidity risks could affect operations and jeopardize our financial condition.***

Liquidity is essential to our business. An inability to raise funds through deposits, borrowings, the sale of loans and other sources could have a substantial negative effect on our liquidity. Our funding sources include federal funds purchases, securities sold under repurchase agreements, non-core deposits, and short- and long-term debt. We are also members of the Federal Home Loan Bank of Atlanta and the Federal Reserve Bank of Atlanta, where we can obtain advances collateralized with eligible assets. We maintain a portfolio of securities that can be used as a secondary source of liquidity. There are other sources of liquidity available to us or Seacoast National Bank should they be needed, including our ability to acquire additional non-core deposits, the issuance and sale of debt securities, and the issuance and sale of preferred or common securities in public or private transactions. Our access to funding sources in amounts adequate to finance or capitalize our activities or on terms which are acceptable to us could be impaired by factors that affect us specifically or the financial services industry or economy in general. Our liquidity, on a parent only basis, is adversely affected by our current inability to receive dividends from Seacoast National Bank without prior regulatory approval, offset by approximately \$45.6 million of cash and short-term investments currently held by us at September 30, 2009, largely due to the receipt of proceeds from our capital raise consummated in the third quarter of 2009. We invested all of the \$50.0 million of the TARP CPP proceeds and an additional \$25.0 million of proceeds from the capital raised in Seacoast National Bank to meet the OCC capital requirements. Our ability to borrow could also be impaired by factors that are not specific to us, such as further disruption in the financial markets or negative views and expectations about the prospects for the financial services industry in light of the recent turmoil faced by banking organizations and the continued deterioration in credit markets.



**Table of Contents**

***We could encounter difficulties as a result of our growth.***

Our loans, deposits, fee businesses and employees have increased as a result of our organic growth and acquisitions. Our failure to successfully manage and support this growth with sufficient human resources, training and operational, financial and technology resources in challenging markets and economic conditions could have a material adverse effect on our operating results and financial condition. We may not be able to sustain our historical growth rates.

***We are required to maintain capital to meet regulatory requirements, and if we fail to maintain sufficient capital, whether due to losses, an inability to raise additional capital or otherwise, our financial condition, liquidity and results of operations, as well as our regulatory requirements, would be adversely affected.***

Both we and Seacoast National Bank must meet regulatory capital requirements and maintain sufficient liquidity. We have an informal letter agreement with the OCC to maintain a Tier 1 leverage capital ratio of 7.50% and a total risk-based capital ratio of 12.0% at Seacoast National Bank, which are higher than the stated minimum capital ratios. We also face significant regulatory and other governmental risk as a financial institution and a participant in the TARP CPP.

Our ability to raise additional capital, when and if needed, will depend on conditions in the capital markets, economic conditions and a number of other factors, including investor perceptions regarding the banking industry and market condition, and governmental activities, many of which are outside our control, and on our financial condition and performance. Accordingly, we cannot assure you that we will be able to raise additional capital if needed or on terms acceptable to us. If we fail to meet these capital and other regulatory requirements, our financial condition, liquidity and results of operations would be materially and adversely affected.

Our failure to remain well capitalized for bank regulatory purposes could affect customer confidence, our ability to grow, our costs of funds and FDIC insurance costs, our ability to pay dividends on common and preferred stock, make distributions on our trust preferred securities, our ability to make acquisitions, and our business, results of operation and financial conditions, generally. Under FDIC rules, if Seacoast National Bank ceases to be a well capitalized institution for bank regulatory purposes, its ability to accept brokered deposits may be restricted and the interest rates that it pays may be restricted.

**Table of Contents**

***Sales of additional capital could dilute existing shareholders.***

Issuances of our common stock or securities convertible into or exchangeable for our common stock could dilute the interests of our existing common shareholders or require shareholders to approve an increase in the number of shares of common stock we are authorized to issue and could increase the number of shares of common stock we are required to issue under the warrant we issued to the Treasury under the TARP CPP. Among the securities we may issue are shares of preferred stock which likely will have dividend and liquidation rights senior in priority to the rights of holders of our common stock.

***Our ability to realize our deferred tax assets may be reduced in the future if our estimates of future taxable income from our operations and tax planning strategies do not support this amount, and the amount of net operating loss carryforwards realizable for income tax purposes may be reduced under Section 382 of the Internal Revenue Code by sales of our capital securities.***

As of September 30, 2009, we had deferred tax assets of \$16.0 million. These and future deferred tax assets may be reduced in the future if our estimates of future taxable income from our operations and tax planning strategies do not support the amount of the deferred tax asset. The amount of net operating loss carry-forwards realizable for income tax purposes may be reduced under Section 382 of the Internal Revenue Code by an offering and/or other sales of our capital securities.

***Our cost of funds may increase as a result of general economic conditions, FDIC insurance assessments, interest rates and competitive pressures.***

Our cost of funds may increase as a result of general economic conditions, FDIC insurance assessments, interest rates and competitive pressures. We have traditionally obtained funds principally through local deposits and we have a base of lower cost transaction deposits. Generally, we believe local deposits are a cheaper and more stable source of funds than other borrowings because interest rates paid for local deposits are typically lower than interest rates charged for borrowings from other institutional lenders and reflect a mix of transaction and time deposits, whereas brokered deposits typically are higher cost time deposits. Our costs of funds and our profitability and liquidity are likely to be adversely affected, if and to the extent we have to rely upon higher cost borrowings from other institutional lenders or brokers to fund loan demand or liquidity needs, and changes in our deposit mix and growth could adversely affect our profitability and the ability to expand our loan portfolio.

**Table of Contents**

***Our profitability and liquidity may be affected by changes in interest rates and economic conditions.***

Our profitability depends upon net interest income, which is the difference between interest earned on assets, and interest expense on interest-bearing liabilities, such as deposits and borrowings. Net interest income will be adversely affected if market interest rates change such that the interest we pay on deposits and borrowings and our FDIC deposit insurance assessments increase faster than the interest earned on loans and investments. Interest rates, and consequently our results of operations, are affected by general economic conditions (domestic and foreign) and fiscal and monetary policies may materially affect the level and direction of interest rates. From June 2004 to mid-2006, the Federal Reserve raised the federal funds rate from 1.0% to 5.25%. Since then, beginning in September 2007, the Federal Reserve decreased the federal funds rates by 100 basis points to 4.25% over the remainder of 2007, and has since reduced the target federal funds rate by an additional 400 basis points to a range between zero and 25 basis points beginning in December 2008. Decreases in interest rates generally increase the market values of fixed-rate, interest-bearing investments and loans held, and increase the values of loan sales and mortgage loan activities. However, the production of mortgages and other loans and the value of collateral securing our loans, are dependent on demand within the markets we serve, as well as interest rates. The levels of sales, as well as the values of real estate in our markets, have declined. Declining rates reflect efforts by the Federal Reserve to stimulate the economy, but may not be effective, and thus may negatively affect our results of operations and financial condition, liquidity and earnings.

***The TARP CPP and the ARRA impose certain executive compensation and corporate governance requirements that may adversely affect us and our business, including our ability to recruit and retain qualified employees.***

The purchase agreement we entered into in connection with our participation in the TARP CPP required us to adopt the Treasury's standards for executive compensation and corporate governance while the Treasury holds the equity issued pursuant to the TARP CPP, including the common stock which may be issued pursuant to the warrant to purchase 589,625 shares of common stock, or the Warrant, which we refer to as the TARP Assistance Period. These standards generally apply to our chief executive officer, chief financial officer and the three next most highly compensated senior executive officers. The standards include:

- ensuring that incentive compensation for senior executives does not encourage unnecessary and excessive risks that threaten the value of the financial institution;
- required clawback of any bonus or incentive compensation paid to a senior executive based on statements of earnings, gains or other criteria that are later proven to be materially inaccurate;
- prohibition on making golden parachute payments to senior executives; and
- agreement not to deduct for tax purposes executive compensation in excess of \$500,000 for each senior executive.

In particular, the change to the deductibility limit on executive compensation may increase the overall cost of our compensation programs in future periods.

The ARRA imposed further limitations on compensation during the TARP Assistance Period including

- a prohibition on making any golden parachute payment to a senior executive officer or any of our next five most highly compensated employees;
- a prohibition on any compensation plan that would encourage manipulation of the reported earnings to enhance the compensation of any of its employees; and

**Table of Contents**

a prohibition of the five highest paid executives from receiving or accruing any bonus, retention award, or incentive compensation, or bonus except for long-term restricted stock with a value not greater than one-third of the total amount of annual compensation of the employee receiving the stock.

The prohibition may expand to other employees based on increases in the aggregate value of financial assistance that we receive in the future. For example, if we receive at least \$250 million but less than \$500 million in TARP financial assistance, the senior executive officers and at least the next 10 most highly compensated employees will be prohibited from receiving or accruing any such bonus.

The Treasury released an interim final rule on TARP standards for compensation and corporate governance on June 10, 2009, which implemented and further expanded the limitations and restrictions imposed on executive compensation and corporate governance by the TARP CPP and ARRA. The new Treasury interim final rules, which became effective on June 15, 2009, also prohibit any tax gross-up payments to senior executive officers and the next 20 highest paid executives. The rule further authorizes the Treasury to establish the Office of the Special Master for TARP Executive Compensation with broad powers to review compensation plans and corporate governance matters of TARP recipients.

These provisions and any future rules issued by the Treasury could adversely affect our ability to attract and retain management capable and motivated sufficiently to manage and operate our business through difficult economic and market conditions. If we are unable to attract and retain qualified employees to manage and operate our business, we may not be able to successfully execute our business strategy.

***TARP lending goals may not be attainable.***

Congress and the bank regulators have encouraged recipients of TARP capital to use such capital to make loans and it may not be possible to safely, soundly and profitably make sufficient loans to creditworthy persons in the current economy to satisfy such goals. Congressional demands for additional lending by recipients of TARP capital, and regulatory demands for demonstrating and reporting such lending are increasing. On November 12, 2008, the bank regulatory agencies issued a statement encouraging banks to, among other things, lend prudently and responsibly to creditworthy borrowers and to work with borrowers to preserve homeownership and avoid preventable foreclosures. We continue to lend and have expanded our mortgage loan originations, and to report our lending to the Treasury. The future demands for additional lending are unclear and uncertain, and we could be forced to make loans that involve risks or terms that we would not otherwise find acceptable or in our shareholders' best interest. Such loans could adversely affect our results of operation and financial condition, and may be in conflict with bank regulations and requirements as to liquidity and capital. The profitability of funding such loans using deposits may be adversely affected by increased FDIC insurance premiums.

**Table of Contents**

***Changes in future rules applicable to banks generally or to TARP recipients could adversely affect our operations, financial condition, and results of operations.***

The rules and policies applicable to recipients of capital under the TARP CPP continue to evolve and their scope, timing and effect cannot be predicted. Any redemption of the securities sold to the Treasury to avoid these restrictions would require prior Federal Reserve and Treasury approval. Based on recently issued Federal Reserve guidelines, institutions seeking to redeem TARP CPP preferred stock must demonstrate an ability to access the long-term debt markets without reliance on the FDIC's TLG, successfully demonstrate access to public equity markets and meet a number of additional requirements and considerations before we can redeem any securities sold to the Treasury. Therefore, it is uncertain if we will be able to redeem such securities even if we have sufficient financial resources to do so.

***Our future success is dependent on our ability to compete effectively in highly competitive markets.***

We operate in the highly competitive markets of Martin, St. Lucie, Brevard, Indian River, Palm Beach and Broward Counties in southeastern Florida, the Orlando, Florida metropolitan statistical area, as well as in more rural competitive counties in the Lake Okeechobee, Florida region. Our future growth and success will depend on our ability to compete effectively in these markets. We compete for loans, deposits and other financial services in geographic markets with other local, regional and national commercial banks, thrifts, credit unions, mortgage lenders, and securities and insurance brokerage firms. Many of our competitors offer products and services different from us, and have substantially greater resources, name recognition and market presence than we do, which benefits them in attracting business. Larger competitors may be able to price loans and deposits more aggressively than we can, and have broader customer and geographic bases to draw upon.

***The soundness of other financial institutions could adversely affect us.***

Our ability to engage in routine funding and other transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services institutions are interrelated as a result of trading, clearing, counterparty or other relationships. As a result, defaults by, or even rumors or questions about, one or more financial services institutions, or the financial services industry generally, have led to market-wide liquidity problems, losses of depositor, creditor and counterparty confidence and could lead to losses or defaults by us or by other institutions. We could experience increases in deposits and assets as a result of other banks' difficulties or failure, which would increase the capital we need to support such growth.

***We operate in a heavily regulated environment.***

We and our subsidiaries are regulated by several regulators, including the Federal Reserve, the OCC, the SEC, the FDIC and FINRA, and since December 2008, the Treasury. Our success is affected by state and federal regulations affecting banks and bank holding companies, and the securities markets and securities and insurance regulators. Banking regulations are primarily intended to protect depositors, not shareholders. The financial services industry also is subject to frequent legislative and regulatory changes and proposed changes, the effects of which cannot be predicted. Federal bank regulatory agencies and the Treasury, as well as the Congress and the President, are evaluating and have proposed numerous significant changes in the regulation of banks, other financial services providers and the financial markets. These changes, if adopted, could require us to maintain more capital, liquidity and risk controls which could adversely affect our growth, profitability and financial condition.

**Table of Contents**

***We are subject to internal control reporting requirements that increase compliance costs and failure to comply timely could adversely affect our reputation and the value of our securities.***

We are required to comply with various corporate governance and financial reporting requirements under the Sarbanes-Oxley Act of 2002, as well as rules and regulations adopted by the SEC, the Public Company Accounting Oversight Board and Nasdaq. In particular, we are required to include management and independent auditor reports on internal controls as part of our annual report on Form 10-K pursuant to Section 404 of the Sarbanes-Oxley Act. We expect to continue to spend significant amounts of time and money on compliance with these rules. The SEC also has proposed a number of new rules or regulations requiring additional disclosure, such as lower-level employee compensation. Our failure to track and comply with the various rules may materially adversely affect our reputation, ability to obtain the necessary certifications to financial statements, and the value of our securities.

***Technological changes affect our business, and we may have fewer resources than many competitors to invest in technological improvements.***

The financial services industry is undergoing rapid technological changes with frequent introductions of new technology-driven products and services. In addition to serving clients better, the effective use of technology may increase efficiency and may enable financial institutions to reduce costs. Our future success will depend, in part, upon our ability to use technology to provide products and services that provide convenience to customers and to create additional efficiencies in operations. We may need to make significant additional capital investments in technology in the future, and we may not be able to effectively implement new technology-driven products and services. Many competitors have substantially greater resources to invest in technological improvements.

***The anti-takeover provisions in our Articles of Incorporation and under Florida law may make it more difficult for takeover attempts that have not been approved by our board of directors.***

Florida law and our Articles of Incorporation include anti-takeover provisions, such as provisions that encourage persons seeking to acquire control of us to consult with our board, and which enable the board to negotiate and give consideration on behalf of us and our shareholders and other constituencies to the merits of any offer made. Such provisions, as well as supermajority voting and quorum requirements and a staggered board of directors, may make any takeover attempts and other acquisitions of interests in us, by means of a tender offer, open market purchase, a proxy fight or otherwise, that have not been approved by our board of directors more difficult and more expensive. These provisions may discourage possible business combinations that a majority of our shareholders may believe to be desirable and beneficial. As a result, our board of directors may decide not to pursue transactions that would otherwise be in your best interests as a holder of our common stock.

**Table of Contents**

***Hurricanes or other adverse weather events would negatively affect our local economies or disrupt our operations, which would have an adverse effect on our business or results of operations.***

Our market areas in Florida are susceptible to hurricanes and tropical storms and related flooding and wind damage. Such weather events can disrupt operations, result in damage to properties and negatively affect the local economies in the markets where they operate. We cannot predict whether or to what extent damage that may be caused by future hurricanes will affect its operations or the economies in our current or future market areas, but such weather events could result in a decline in loan originations, a decline in the value or destruction of properties securing our loans and an increase in the delinquencies, foreclosures or loan losses. Our business or results of operations may be adversely affected by these and other negative effects of future hurricanes or tropical storms, including flooding and wind damage. Many of our customers have incurred significantly higher property and casualty insurance premiums on their properties located in our markets, which may adversely affect real estate sales and values in our markets.

***Future acquisitions and expansion activities may disrupt our business, dilute existing shareholders and adversely affect our operating results.***

We regularly evaluate potential acquisitions and expansion opportunities. To the extent that we grow through acquisitions, we cannot assure you that we will be able to adequately or profitably manage this growth. Acquiring other banks, branches or businesses, as well as other geographic and product expansion activities, involve various risks including:

- risks of unknown or contingent liabilities;
- unanticipated costs and delays;
- risks that acquired new businesses do not perform consistent with our growth and profitability expectations;
- risks of entering new markets or product areas where we have limited experience;
- risks that growth will strain our infrastructure, staff, internal controls and management, which may require additional personnel, time and expenditures;
- exposure to potential asset quality issues with acquired institutions;
- difficulties, expenses and delays of integrating the operations and personnel of acquired institutions, and start-up delays and costs of other expansion activities;
- potential disruptions to our business;
- possible loss of key employees and customers of acquired institutions;
- potential short-term decreases in profitability; and
- diversion of our management's time and attention from our existing operations and business.

**Table of Contents**

***Attractive acquisition opportunities may not be available to us in the future.***

While we seek continued organic growth, as our earnings and capital position improve, we may consider the acquisition of other businesses. We expect that other banking and financial companies, many of which have significantly greater resources, will compete with us to acquire financial services businesses. This competition could increase prices for potential acquisitions that we believe are attractive. Also, acquisitions are subject to various regulatory approvals. If we fail to receive the appropriate regulatory approvals, we will not be able to consummate an acquisition that we believe is in our best interests. Among other things, our regulators consider our capital, liquidity, profitability, regulatory compliance and levels of goodwill and intangibles when considering acquisition and expansion proposals. Any acquisition could be dilutive to our earnings and shareholders' equity per share of our common stock.

**Risks Related to Our Common Stock**

***We may issue additional shares of common or preferred stock securities, which may dilute the interests of our shareholders and may adversely affect the market price of our common stock.***

We are currently authorized to issue up to 65 million shares of common stock, of which 52,849,625 shares are currently outstanding (with an additional 6.0 million shares anticipated to be issued during the fourth quarter of 2009), and up to 4 million shares of preferred stock, of which 2,000 shares are outstanding. Our board of directors has authority, without action or vote of the shareholders, to issue all or part of the authorized but unissued shares and to establish the terms of any series of preferred stock. These authorized but unissued shares could be issued on terms or in circumstances that could dilute the interests of other shareholders.

***The Series A Preferred Stock diminishes the net income available to our common shareholders and earnings per common share, and the Warrant we issued to Treasury may be dilutive to holders of our common stock.***

The dividends accrued and the accretion on discount on the Series A Preferred Stock reduce the net income available to common shareholders and our earnings per common share. The Series A Preferred Stock is cumulative, which means that any dividends not declared or paid will accumulate and will be payable when we resume paying dividends. Shares of Series A Preferred Stock will also receive preferential treatment in the event of liquidation, dissolution or winding up of Seacoast. Additionally, the ownership interest of the existing holders of our common stock will be diluted to the extent the Warrant is exercised. The shares of common stock underlying the Warrant represent approximately 2.23 percent of the shares of our common stock outstanding as of September 30, 2009 (including the shares issuable upon exercise of the Warrant in our total outstanding shares). Although Treasury has agreed not to vote any of the shares of common stock it receives upon exercise of the Warrant, a transferee of any portion of the Warrant or of any shares of common stock acquired upon exercise of the Warrant is not bound by this restriction.



**Table of Contents**

***Holders of the Series A Preferred Stock have certain voting rights that may adversely affect our common shareholders, and the holders of shares of our Series A Preferred Stock may have different interests from, and vote their shares in a manner deemed adverse to, our common shareholders.***

In the event that we fail to pay dividends on the Series A Preferred Stock for an aggregate of at least six quarterly dividend periods (whether or not consecutive) the Treasury will have the right to appoint two directors to our board of directors until all accrued but unpaid dividends have been paid; otherwise, except as required by law, holders of the Series A Preferred Stock have limited voting rights. So long as shares of the Series A Preferred Stock are outstanding, in addition to any other vote or consent of shareholders required by law or our amended and restated charter, the vote or consent of holders owning at least 66 2/3% of the shares of Series A Preferred Stock outstanding is required for:

- any authorization or issuance of shares ranking senior to the Series A Preferred Stock;
- any amendment to the rights of the Series A Preferred Stock so as to adversely affect the rights, preferences, privileges or voting power of the Series A Preferred Stock; or
- consummation of any merger, share exchange or similar transaction unless the shares of Series A Preferred Stock remain outstanding, or if we are not the surviving entity in such transaction, are converted into or exchanged for preference securities of the surviving entity and the shares of Series A Preferred Stock remaining outstanding or such preference securities have such rights, preferences, privileges and voting power as are not materially less favorable to the holders than the rights, preferences, privileges and voting power of the shares of Series A Preferred Stock. Holders of Series A Preferred Stock could block the foregoing transaction, even where considered desirable by, or in the best interests of, holders of our common stock.

The holders of Series A Preferred Stock, including the Treasury, may have different interests from the holders of our common stock, and could vote to disapprove transactions that are favored by, or are in the best interests of, our common shareholders.

**Table of Contents****Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

Issuer purchases of equity securities during the first, second and third quarters of 2009 were as follows:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Public Announced Plan*	Maximum Number of Shares that May yet be Purchased Under the Plan
1/1/09 to 1/31/09	0	\$ 0	666,799	158,201
2/1/09 to 2/28/09	126	4.80	666,925	158,075
3/1/09 to 3/31/09	0	0	666,925	158,075
<b>Total 1<sup>st</sup> Quarter</b>	<b>126</b>	<b>4.80</b>	<b>666,925</b>	<b>158,075</b>
4/1/09 to 4/30/09	1,732	3.28	668,657	156,343
5/1/09 to 5/31/09	0	0	668,657	156,343
6/1/09 to 6/30/09	0	0	668,657	156,343
<b>Total 2<sup>nd</sup> Quarter</b>	<b>1,732</b>	<b>3.28</b>	<b>668,657</b>	<b>156,343</b>
7/1/09 to 7/31/09	0	0	668,657	156,343
8/1/09 to 8/31/09	0	0	668,657	156,343
9/1/09 to 9/30/09	0	0	668,657	156,343
<b>Total 3<sup>rd</sup> Quarter</b>	<b>0</b>	<b>0</b>	<b>668,657</b>	<b>156,343</b>

\* The plan to purchase equity securities totaling 825,000 was approved on September 18, 2001, with no expiration date.

**Item 3. Defaults upon Senior Securities**

On May 19, 2009, the Company's Board of Directors voted to suspend quarterly dividends on the Company's common and preferred stock and interest payments on subordinated debt associated with trust preferred securities. Therefore, the Company is currently in arrears with the dividend payments on Series A Preferred Stock and interest payments on subordinated debt. As of the date of filing this Report, the amount of the arrearage on the dividend payments of Series A Preferred Stock is \$1,250,000 and the amount of the arrearage on the payments on the subordinated debt associated with trust preferred securities is \$696,000. The total arrearage on both securities is \$1,946,000 as of September 30, 2009.

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

None

**Item 5. Other Information**

During the period covered by this report, there was no information required to be disclosed by us in a Current Report on Form 8-K that was not so reported, nor were there any material changes to the procedures by which our security holders may recommend nominees to our Board of Directors.

**Table of Contents**

**Item 6. Exhibits**

- Exhibit 31.1 Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- Exhibit 31.2 Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- Exhibit 32.1 Statement of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- Exhibit 32.2 Statement of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**Table of Contents**

**SIGNATURE**

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.

SEACOAST BANKING CORPORATION OF  
FLORIDA

November 9, 2009

/s/ Dennis S. Hudson, III  
DENNIS S. HUDSON, III  
Chairman & Chief Executive Officer

November 9, 2009

/s/ William R. Hahl  
WILLIAM R. HAHL  
Executive Vice President & Chief Financial Officer