

FIRST CITIZENS BANCSHARES INC /DE/

Form 10-Q

November 09, 2009

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **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**
Commission File Number: 001-16715

First Citizens BancShares, Inc.

(Exact name of Registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

56-1528994
(I.R.S. Employer
Identification Number)

4300 Six Forks Road, Raleigh, North Carolina
(Address of principle executive offices)

27609
(Zip code)

(919) 716-7000
(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 twelve 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 ninety 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 (§232.405 of this chapter) during the preceding 12 months (or 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, a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act:

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

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

Class A Common Stock \$1 Par Value 8,756,778 shares

Class B Common Stock \$1 Par Value 1,677,675 shares

(Number of shares outstanding, by class, as of November 9, 2009)

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Table of Contents**PART I****Item 1. Financial Statements (Unaudited)****Consolidated Balance Sheets****First Citizens BancShares, Inc. and Subsidiaries**

	September 30 2009 *	December 31 2008 #	September 30 2008 *
	(thousands, except share data)		
Assets			
Cash and due from banks	\$ 723,031	\$ 593,375	\$ 724,216
Overnight investments	219,886	174,616	328,706
Investment securities available for sale	3,283,521	3,219,980	2,928,625
Investment securities held to maturity	3,788	5,873	6,309
Loans held for sale	78,485	69,399	63,924
Loans and leases:			
Covered under FDIC loss sharing agreements	1,257,478		
Not covered under FDIC loss sharing agreements	11,520,683	11,649,886	11,563,711
Less allowance for loan and lease losses	165,282	157,569	152,946
Net loans and leases	12,612,879	11,492,317	11,410,765
Premises and equipment	836,456	798,909	788,106
Other real estate owned:			
Covered under FDIC loss sharing agreements	102,600		
Not covered under FDIC loss sharing agreements	44,703	29,956	21,580
Income earned not collected	68,845	72,029	74,549
FDIC receivable for loss sharing agreements	243,000		
Goodwill	102,625	102,625	102,625
Other intangible assets	6,976	3,810	4,320
Other assets	186,083	182,773	211,880
Total assets	\$ 18,512,878	\$ 16,745,662	\$ 16,665,605
Liabilities			
Deposits:			
Noninterest-bearing	\$ 3,261,987	\$ 2,652,898	\$ 2,652,620
Interest-bearing	12,086,968	11,060,865	10,719,848
Total deposits	15,348,955	13,713,763	13,372,468
Short-term borrowings	576,609	647,028	1,014,388
Long-term obligations	879,758	733,132	649,214
Other liabilities	192,872	208,364	125,201
Total liabilities	16,998,194	15,302,287	15,161,271
Shareholders Equity			
Common stock:			
Class A - \$1 par value (8,756,778 shares issued for all periods)	8,757	8,757	8,757
Class B - \$1 par value (1,677,675 shares issued for all periods)	1,678	1,678	1,678
Surplus	143,766	143,766	143,766
Retained earnings	1,413,993	1,326,054	1,316,030
Accumulated other comprehensive income (loss)	(53,510)	(36,880)	34,103

Total shareholders equity	1,514,684	1,443,375	1,504,334
Total liabilities and shareholders equity	\$ 18,512,878	\$ 16,745,662	\$ 16,665,605

* Unaudited

Derived from the 2008 Annual Report on Form 10-K.

See accompanying Notes to Consolidated Financial Statements.

Table of Contents**Consolidated Statements of Income****First Citizens BancShares, Inc. and Subsidiaries**

	Three months ended September 30		Nine months ended September 30	
	2009	2008	2009	2008
(thousands, except share and per share data)				
Interest income				
Loans and leases	\$ 170,690	\$ 168,927	\$ 482,723	\$ 513,236
Investment securities:				
U. S. Government	15,076	27,028	54,353	92,464
FNMA, GNMA and FHLMC mortgage-backed securities	1,329	1,038	3,711	3,201
Corporate bonds	2,205		4,063	
State, county and municipal	32	52	187	158
Other	242	238	613	763
Total investment securities interest and dividend income	18,884	28,356	62,927	96,586
Overnight investments	116	1,797	533	8,163
Total interest income	189,690	199,080	546,183	617,985
Interest expense				
Deposits	43,574	59,559	145,410	203,675
Short-term borrowings	980	3,724	3,582	15,764
Long-term obligations	9,859	8,478	29,077	24,295
Total interest expense	54,413	71,761	178,069	243,734
Net interest income	135,277	127,319	368,114	374,251
Provision for credit losses	18,265	20,008	57,747	43,286
Net interest income after provision for credit losses	117,012	107,311	310,367	330,965
Noninterest income				
Gain on acquisitions	104,970		104,970	
Cardholder and merchant services	25,306	25,645	70,905	74,388
Service charges on deposit accounts	20,336	21,099	57,350	62,114
Wealth management services	12,071	12,210	34,324	38,138
Fees from processing services	9,397	8,589	27,682	26,343
Securities (losses) gains	(177)	338	(316)	8,389
Other service charges and fees	4,078	5,040	12,495	13,512
Mortgage income	2,844	1,053	8,665	4,793
Insurance commissions	1,926	1,991	6,221	6,206
Other	1,880	1,571	5,040	7,419
Total noninterest income	182,631	77,536	327,336	241,302
Noninterest expense				
Salaries and wages	66,131	66,447	195,428	192,859
Employee benefits	15,390	13,761	48,482	44,960
Occupancy expense	17,282	15,356	48,658	45,404
Equipment expense	14,990	14,613	44,462	42,715
FDIC deposit insurance expense	5,497	972	23,446	2,274
Foreclosure related expenses	3,869	45	7,291	533
Other	43,118	44,552	115,720	122,313

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Total noninterest expense	166,277	155,746	483,487	451,058
Income before income taxes	133,366	29,101	154,216	121,209
Income taxes	50,898	9,547	56,885	43,044
Net income	\$ 82,468	\$ 19,554	\$ 97,331	\$ 78,165
Average shares outstanding	10,434,453	10,434,453	10,434,453	10,434,453
Net income per share	\$ 7.90	\$ 1.87	\$ 9.33	\$ 7.49

See accompanying Notes to Consolidated Financial Statements.

Table of Contents**Consolidated Statements of Changes in Shareholders' Equity****First Citizens BancShares, Inc. and Subsidiaries**

	Class A Common Stock	Class B Common Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive Income (loss)	Total Shareholders Equity
	(thousands, except share data)					
Balance at December 31, 2007	\$ 8,757	\$ 1,678	\$ 143,766	\$ 1,246,473	\$ 40,534	\$ 1,441,208
Comprehensive income:						
Net income				78,165		78,165
Unrealized securities losses arising during period, net of \$4,185 deferred tax benefit					(6,509)	(6,509)
Change in unrecognized loss on cash flow hedge, net of \$51 deferred tax					78	78
Total comprehensive income						71,734
Cash dividends				(8,608)		(8,608)
Balance at September 30, 2008	\$ 8,757	\$ 1,678	\$ 143,766	\$ 1,316,030	\$ 34,103	\$ 1,504,334
Balance at December 31, 2008	\$ 8,757	\$ 1,678	\$ 143,766	\$ 1,326,054	\$ (36,880)	\$ 1,443,375
Comprehensive income:						
Net income				97,331		97,331
Unrealized securities losses arising during period, net of \$12,086 deferred tax benefit					(17,908)	(17,908)
Change in unrecognized loss on cash flow hedges, net of \$834 deferred tax					1,278	1,278
Total comprehensive income						80,701
Cash dividends				(9,392)		(9,392)
Balance at September 30, 2009	\$ 8,757	\$ 1,678	\$ 143,766	\$ 1,413,993	\$ (53,510)	\$ 1,514,684

At September 30, 2009, Accumulated Other Comprehensive Loss includes \$27,483 in unrealized gains on investment securities available for sale, \$75,815 in pension obligations, and an unrealized loss of \$5,178 on cash flow hedges.

See accompanying Notes to Consolidated Financial Statements.

Table of Contents**Consolidated Statements of Cash Flows****First Citizens BancShares, Inc. and Subsidiaries**

	Nine months ended September 30	
	2009	2008
OPERATING ACTIVITIES		
Net income	\$ 97,331	\$ 78,165
Adjustments to reconcile net income to cash provided by operating activities:		
Amortization of intangibles	1,324	1,538
Provision for credit losses	57,747	43,663
Deferred tax (benefit) expense	30,148	(9,000)
Change in current taxes payable	5,743	3,891
Depreciation	42,453	40,274
Change in accrued interest payable	(8,399)	(20,233)
Change in income earned not collected	8,922	4,794
Gain on acquisitions	(104,970)	
Securities losses (gains)	316	(8,389)
Origination of loans held for sale	(614,857)	(375,358)
Proceeds from sale of loans	612,916	386,594
Loss (gain) on sale of loans	(7,145)	661
Net amortization of premiums and discounts	31,295	3,837
Net change in other assets	26,554	(5,890)
Net change in other liabilities	(21,233)	8,320
Net cash provided by operating activities	158,145	152,867
INVESTING ACTIVITIES		
Net change in loans outstanding	96,272	(731,623)
Purchases of investment securities held to maturity	(74)	
Purchases of investment securities available for sale	(1,340,374)	(1,116,613)
Proceeds from maturities of investment securities held to maturity	2,159	1,287
Proceeds from maturities of investment securities available for sale	1,414,910	1,368,454
Proceeds from sales of securities available for sale	(151,556)	
Net change in overnight investments	86,002	(62,497)
Additions to premises and equipment	(79,980)	(70,686)
Net cash received from acquisitions	51,381	
Net cash provided (used) by investing activities	78,740	(611,678)
FINANCING ACTIVITIES		
Net change in time deposits	249,592	(15,519)
Net change in demand and other interest-bearing deposits	(288,922)	459,443
Net change in short-term borrowings	(149,515)	(291,077)
Origination of long-term obligations	91,008	245,000
Cash dividends paid	(9,392)	(8,608)
Net cash (used) provided by financing activities	(107,229)	389,239
Change in cash and due from banks	129,656	(69,572)
Cash and due from banks at beginning of period	593,375	793,788
Cash and due from banks at end of period	\$ 723,031	\$ 724,216

CASH PAYMENTS FOR:

Interest	\$ 186,468	\$ 263,967
Income taxes	17,705	57,130

SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES:

Unrealized securities losses	\$ (29,994)	\$ (10,694)
Unrealized gain on cash flow hedge	2,112	129
Transfers of loans to other real estate	37,667	28,681
Acquisitions:		
Assets acquired	1,924,715	
Liabilities assumed	1,819,745	
Net gain recognized	\$ 104,970	\$

See accompanying Notes to Consolidated Financial Statements.

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Notes to Consolidated Financial Statements

(Dollars in thousands, except per share amounts)

Note A

Accounting Policies and Other Matters

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information. Accordingly, they do not include all of the information and notes required by accounting principles generally accepted in the United States of America for complete financial statements.

In the opinion of management, the consolidated financial statements contain all material adjustments necessary to present fairly the financial position of First Citizens BancShares, Inc. as of and for each of the periods presented, and all such adjustments are of a normal recurring nature. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in the 2008 First Citizens BancShares, Inc. Form 10-K. Certain amounts for prior periods have been reclassified to conform with statement presentations for 2009. However, the reclassifications have no effect on shareholders' equity or net income as previously reported.

Acquisitions

Accounting principles generally accepted in the United States (US GAAP), requires that the acquisition method of accounting, formerly referred to as purchase method, be used for all business combinations and that an acquirer be identified for each business combination. Under US GAAP, the acquirer is the entity that obtains control of one or more businesses in the business combination, and the acquisition date is the date the acquirer achieves control. US GAAP requires that the acquirer recognize the fair value of assets acquired, liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date. In addition, acquisition-related costs and restructuring costs are recognized as period expenses as incurred.

BancShares' wholly-owned subsidiary First-Citizens Bank & Trust Company (FCB) acquired Temecula Valley Bank (TVB) headquartered in Temecula, California on July 17, 2009 and Venture Bank (VB) headquartered in Lacey, Washington on September 11, 2009. The acquisitions of TVB and VB were completed with the assistance of the Federal Deposit Insurance Corporation (FDIC), which had been appointed Receiver of each entity by its respective state banking authority immediately prior to FCB's acquisition. The acquired assets and assumed liabilities of TVB and VB were measured at estimated fair value. Management made significant estimates and exercised significant judgment in accounting for the acquisitions of TVB and VB. Management judgmentally assigned risk ratings to loans based on appraisals and estimated collateral values, expected cash flows, and statistically derived loss factors to measure fair values for loans. Other real estate acquired through foreclosure was valued based upon pending sales contracts and appraised values, adjusted for current market conditions. TVB's servicing asset related to its servicing of SBA loans sold was recorded at its estimated fair value based on an independent valuation. FCB also recorded an identifiable intangible asset representing the estimated value of the core deposits at TVB and VB. Management used quoted or current market prices to determine the fair value of investment securities, short term borrowings and long-term obligations that were assumed from TVB and VB.

Loans and Leases

Loans and leases that are held for investment purposes are carried at the principal amount outstanding. Loans that are classified as held for sale are carried at the lower of aggregate cost or fair value. Interest on substantially all loans is accrued and credited to interest income on a constant yield basis based upon the daily principal amount outstanding.

Acquired loans are recorded at fair value at the date of acquisition. The fair values of loans with evidence of credit deterioration (impaired loans) are recorded net of a non-accretable difference and, if appropriate, an accretable yield. The difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition is the nonaccretable difference, which is included in the carrying amount of acquired loans. Subsequent decreases to the expected cash flows will generally result in a provision for credit losses. Subsequent increases in cash flows result in a reversal of the provision for credit losses to the extent of prior charges, or a reclassification of the difference from nonaccretable to accretable with a positive impact on the accretable yield. Any excess of cash flows expected at acquisition over the estimated

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fair value is referred to as the accretable yield and is recognized in interest income over the remaining life of the loan when there is a reasonable expectation about the amount and timing of such cash flows. BancShares was unable to make such an estimate for acquired impaired loans.

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Notes to Consolidated Financial Statements (Continued)

(Dollars in thousands, except per share amounts)

Receivable from FDIC for Loss Sharing Agreements

Under loss sharing agreements with the FDIC, FCB recorded a receivable from the FDIC equal to 80 percent of the estimated losses in the covered loans and other real estate acquired from TVB and VB. The receivable was recorded at the present value of the estimated cash flows at the date of the respective acquisition and will be reviewed and updated prospectively as loss estimates related to covered loans and other real estate acquired through foreclosure change.

Other Real Estate Owned Covered under Loss Sharing Agreements

Other real estate acquired through foreclosure covered under loss sharing agreements with the FDIC is reported exclusive of expected reimbursement cash flows from the FDIC. Subsequent adjustments to the estimated recoverable value of covered other real estate result in a reduction of covered other real estate, and a charge to other expense, and an increase in the FDIC receivable for the estimated amount to be reimbursed, with a corresponding amount recorded as other income.

Servicing Asset

Other assets includes an estimate of the fair value of servicing rights on SBA loans that had been originated and subsequently sold by TVB. The asset value is updated each quarter based on valuations performed by an independent third party. The valuation model incorporates assumptions that market participants would use in estimating future net servicing income, such as the cost to service, the discount rate, prepayment speeds, and other factors typical in such a valuation. SBA loan originations have been discontinued.

Recently Adopted Accounting Policies and Other Regulatory Issues

Various changes to US GAAP became effective during 2009. Except for the changes related to business combinations, none of these changes, which are summarized below, had a material impact on our financial condition, results of operations or liquidity.

Beginning January 1, 2009, changes to accounting for business combinations became effective. The new guidance established the acquisition method of accounting for all business combinations and required that an acquirer be identified for each business combination. The acquirer is required to recognize the fair value of assets acquired, liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date. The fair value established for loans includes any estimated losses; therefore, no allowance for loan losses is established at acquisition. The new guidance required that acquisition-related costs and restructuring costs be recognized as period expenses as incurred.

On January 1, 2009, enhanced disclosure requirements related to derivative financial instruments became effective. Subsequent to adoption, financial statements should explain why derivative instruments are used, how derivative instruments and related hedged items are accounted for under US GAAP and how derivative instruments and related hedged items affect the balance sheet, income statement and statement of cash flows.

Beginning June 30, 2009, entities were required to provide fair value disclosures about financial instruments in interim financial statements as well as disclosures about estimation methods and disclosure of changes in method from prior periods.

Beginning June 30, 2009, entities were required to adopt new guidelines to evaluate other than temporary impairment (OTTI) for debt securities. The new guidance for OTTI requires an entity to record an OTTI charge if it intends to sell a debt

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instrument or if it can not assert it is more likely than not that it will not have to sell the security before recovery. If the entity does not intend to sell the security but does not expect to recover the amortized cost basis, the amount of the impairment that results from issuer credit will be reported in earnings and the remaining impairment related to liquidity will be reflected in other comprehensive income.

Beginning June 30, 2009, when providing fair value disclosures, entities must consider various factors to determine whether there has been a significant decrease in the volume and level of activity compared to normal market activity and to consider whether an observed transaction was not orderly based on the weight of available evidence.

Companies must consider events that occur after the balance sheet date but before the financial statements are issued or are available to be issued. For the financial statements and footnotes included in this Form 10-Q, subsequent events occurring prior to November 9, 2009 have been considered.

Under revisions to US GAAP that will become effective during 2010, the concept of a qualifying special-purpose entity (QSPE) is removed, resulting in a change in the accounting for QSPEs that were previously exempt. Further, proposed changes will require evaluation of variable interests to determine whether a controlling financial interest exists. Once adopted, the off balance sheet accounting treatment for the 2005 asset securitization of home equity loans will be discontinued, and the loans will be included on the consolidated balance sheet. The securitized loans totaled \$98,940 as of September 30, 2009. BancShares continues to evaluate the impact of this accounting change on the acquired entities.

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Notes to Consolidated Financial Statements (Continued)

(Dollars in thousands, except per share amounts)

Note B

Federally Assisted Acquisitions of Temecula Valley Bank and Venture Bank

On July 17, 2009, FCB purchased substantially all the assets and assumed substantially all the liabilities of TVB from the FDIC, as Receiver of TVB. TVB operated eleven commercial banking branches primarily within the San Diego, CA area and the Temecula Valley area east of San Diego. The FDIC took TVB under receivership upon its closure by the California Department of Financial Institutions. FCB's bid to purchase TVB included the purchase of substantially all TVB's assets at a discount of \$135,000 in exchange for assuming certain TVB deposits and certain other liabilities. No cash, deposit premium or other consideration was paid by FCB. FCB and the FDIC entered into loss sharing agreements regarding future losses incurred on loans and other real estate acquired through foreclosure existing at the acquisition date. Under the terms of the loss sharing agreements, there is no reimbursement by the FDIC until net losses reach \$193,262. The FDIC will reimburse FCB for 80 percent of net losses incurred between \$193,262 and \$464,000, and 95 percent of net losses exceeding \$464,000. The term for loss sharing on residential real estate loans is ten years, while the term for loss sharing on non-residential real estate loans is five years in respect to losses and eight years in respect to loss recoveries. As a result of the loss sharing agreements with the FDIC, FCB recorded a receivable of \$103,558 at the time of acquisition. FCB has identified \$31,714 in net losses to submit to the FDIC under such loss-sharing agreements during the period from the acquisition date through September 30, 2009.

On September 11, 2009, FCB purchased substantially all the assets and assumed substantially all the liabilities of VB from the FDIC, as Receiver of VB. VB operated 18 commercial banking branches in the Seattle/Olympia, Washington vicinity. The FDIC took VB under receivership upon its closure by the Washington Department of Financial Institutions. FCB's bid to purchase VB included the purchase of substantially all VB's assets at a discount of \$110,000 in exchange for assuming certain VB deposits and certain other liabilities. The FDIC paid FCB \$19,406 in additional cash consideration at closing. FCB and the FDIC entered into loss sharing agreements regarding future losses incurred on loans and other real estate acquired through foreclosure existing at the acquisition date. Under the terms of the loss sharing agreements, the FDIC will reimburse FCB for 80 percent of net losses incurred up to \$235,000, and 95 percent of net losses exceeding \$235,000. The term for loss sharing on residential real estate loans is ten years, while the term for loss sharing on non-residential real estate loans is five years in respect to losses and eight years in respect to loss recoveries. As a result of the loss sharing agreements with the FDIC, FCB recorded a receivable of \$138,963 at the time of acquisition. The initial reports of losses under the VB loss sharing agreements are not due until the first quarter of 2010. However, FCB has identified \$8,407 in net losses incurred between the acquisition date and September 30, 2009 that will be included in the report that will be filed during the first quarter of 2010.

The acquisitions of TVB and VB were accounted for under the acquisition method of accounting. The statement of net assets acquired and the resulting bargain purchase gains are presented in the following tables. As explained in the explanatory notes that accompany the following tables, the purchased assets, assumed liabilities and identifiable intangible assets were recorded at their respective acquisition date fair values. Fair values are preliminary and subject to refinement for up to one year after the closing date of each merger as additional information regarding the closing date fair values becomes available.

Noninterest income includes a bargain purchase gain of \$104,970 that resulted from the acquisitions. The amount of the gain is equal to the excess of the fair value of the recorded assets over the fair value of liabilities assumed.

Table of Contents**Notes to Consolidated Financial Statements (Continued)**

(Dollars in thousands, except per share amounts)

	As recorded by TVB	Fair value adjustments	As recorded by FCB
Assets			
Cash and due from banks	\$ 19,299	\$	\$ 19,299
Overnight investments	27,040		27,040
Investment securities	20,931		20,931
Loans and leases	1,215,986	(360,214) a	855,772
Premises and equipment	17		17
Other real estate owned	66,117	(6,682) b	59,435
Income earned not collected	3,153		3,153
FDIC receivable for loss sharing agreements		103,558 c	103,558
SBA servicing asset	5,783		5,783
Other assets	18,658	(1,714) d	16,944
Total assets	\$ 1,376,984	\$ (265,052)	\$ 1,111,932
Liabilities			
Deposits:			
Noninterest-bearing	\$ 147,786	\$	\$ 147,786
Interest-bearing	817,645		817,645
Total deposits	965,431		965,431
Short-term borrowings	78,542	554 e	79,096
Other liabilities	4,749	3,928 g	8,677
Total liabilities	1,048,722	4,482	1,053,204
Excess of assets acquired over liabilities assumed	\$ 328,262		
Aggregate fair value adjustments		\$ (269,534)	
Gain on acquisition of TVB			\$ 58,728

Table of Contents**Notes to Consolidated Financial Statements (Continued)**

(Dollars in thousands, except per share amounts)

	As recorded by VB	Fair value adjustments	As recorded by FCB
Assets			
Cash and due from banks	\$ 12,676	\$	\$ 12,676
Overnight investments	104,232		104,232
Investment securities	27,193		27,193
Loans and leases	647,175	(190,699) a	456,476
Premises and equipment	3		3
Other real estate owned	51,862	(8,868) b	42,994
Income earned not collected	2,585		2,585
FDIC receivable for loss sharing agreements		138,963 c	138,963
Other assets	5,417	2,838 d	8,255
Total assets	\$ 851,143	\$ (57,766)	\$ 793,377
Liabilities			
Deposits:			
Noninterest-bearing	\$ 305,317	\$	\$ 305,317
Interest-bearing	403,774		403,774
Total deposits	709,091		709,091
Long-term obligations	50,078	5,540 f	55,618
Other liabilities	1,379	453 g	1,832
Total liabilities	760,548	5,993	766,541
Net assets acquired	\$ 90,595	\$ (63,759)	\$ 26,836
Excess of assets acquired over liabilities assumed	\$ 90,595		
Aggregate fair value adjustments		\$ (63,759)	
Cash received from the FDIC			\$ 19,406
Gain on acquisition of VB			\$ 46,242

Explanation of fair value adjustments

- a - Adjustment reflects the fair value adjustments based on FCB's evaluation of the acquired loan portfolio.
- b - Adjustment reflects the estimated OREO losses based on FCB's evaluation of the acquired OREO portfolio.
- c - Adjustment reflects the estimated fair value of payments FCB will receive from the FDIC under the loss sharing agreements.
- d - Adjustment reflects amount needed to adjust the carrying value of other assets to estimated fair value.
- e - Adjustment arises since the rates on short-term borrowings are higher than rates available on similar borrowings as of the acquisition date.
- f - Adjustment arises since the rates on long-term obligations are higher than rates available on similar borrowings as of the acquisition date.

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g - Adjustment reflects amount needed to adjust the carrying value of other liabilities to estimated fair value.

Results of operations for TVB and VB prior to their respective acquisition dates are not included in the income statement. The post-acquisition operations of TVB and VB did not have a significant impact on the results of operations of BancShares for the three and nine month periods ended September 30, 2009, except for the gain recognized on the transactions.

Due to the significant amount of fair value adjustments, the resulting accretion of those fair value adjustments and the protection resulting from the FDIC loss sharing agreements, historical results of TVB and VB are not relevant to BancShares' results of operations. Therefore, no pro forma information is presented.

Table of Contents**Notes to Consolidated Financial Statements (Continued)**

(Dollars in thousands, except per share amounts)

Note C**Investments**

The aggregate values of investment securities at September 30 along with gains and losses determined on an individual security basis are as follows:

	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Investment securities available for sale				
September 30, 2009				
U. S. Government	\$ 2,611,698	\$ 23,183	\$ 178	\$ 2,634,703
Corporate bonds	482,705	4,459	74	487,090
FNMA, GNMA and FHLMC mortgage-backed securities	112,235	3,117	1	115,351
Equity securities	2,591	13,985	31	16,545
State, county and municipal	7,185	193	2	7,376
Other	21,997	459		22,456
Total investment securities available for sale	\$ 3,238,411	\$ 45,396	\$ 286	\$ 3,283,521
September 30, 2008				
U. S. Government	\$ 2,794,159	\$ 24,946	\$ 1,079	\$ 2,818,026
FNMA, GNMA and FHLMC mortgage-backed securities	79,511	124	1,040	78,595
Equity securities	3,442	19,465	170	22,737
State, county and municipal	3,165	10	48	3,127
Other	4,306	1,834		6,140
Total investment securities available for sale	\$ 2,884,583	\$ 46,379	\$ 2,337	\$ 2,928,625
Investment securities held to maturity				
September 30, 2009				
FNMA, GNMA and FHLMC mortgage-backed securities	\$ 3,637	\$ 278	\$ 26	\$ 3,889
State, county and municipal	151	1		152
Total investment securities held to maturity	\$ 3,788	\$ 279	\$ 26	\$ 4,041
September 30, 2008				
FNMA, GNMA and FHLMC mortgage-backed securities	\$ 4,720	\$ 157	\$ 26	\$ 4,851
State, county and municipal	1,589	78		1,667
Total investment securities held to maturity	\$ 6,309	\$ 235	\$ 26	\$ 6,518

Investments in corporate bonds represent debt securities that were issued by various financial institutions under the Temporary Liquidity Guarantee Program. These debt obligations were issued with the full faith and credit of the United States of America. The guarantee for these securities is triggered when an issuer defaults on a scheduled payment.

Table of Contents**Notes to Consolidated Financial Statements (Continued)**

(Dollars in thousands, except per share amounts)

The following table provides maturity information for investment securities as of the dates indicated. Callable securities are assumed to mature on their earliest call date.

	September 30, 2009		December 31, 2008		September 30, 2008	
	Cost	Fair Value	Cost	Fair Value	Cost	Fair Value
Investment securities available for sale						
Maturing in:						
One year or less	\$ 1,550,843	\$ 1,563,140	\$ 1,350,796	\$ 1,375,709	\$ 1,419,437	\$ 1,435,572
One through five years	1,585,364	1,600,964	1,705,774	1,739,791	1,377,272	1,385,264
Five through 10 years	2,323	2,683	789	791	1,053	1,027
Over 10 years	97,290	100,189	83,989	87,569	83,379	84,025
Equity securities	2,591	16,545	3,950	16,120	3,442	22,737
Total investment securities available for sale	\$ 3,238,411	\$ 3,283,521	\$ 3,145,298	\$ 3,219,980	\$ 2,884,583	\$ 2,928,625
Investment securities held to maturity						
Maturing in:						
One year or less	\$	\$	\$ 151	\$ 151	\$ 151	\$ 152
One through five years	151	152				
Five through 10 years	3,487	3,700	5,557	5,761	5,988	6,162
Over 10 years	150	189	165	198	170	204
Total investment securities held to maturity	\$ 3,788	\$ 4,041	\$ 5,873	\$ 6,110	\$ 6,309	\$ 6,518

The following table provides information regarding securities with unrealized losses as of September 30:

	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
September 30, 2009						
Investment securities available for sale:						
U.S. Government	\$ 17,060	\$ 108	\$ 1,368	\$ 70	\$ 18,428	\$ 178
Corporate bonds	76,909	74			76,909	74
FNMA, GNMA and FHLMC mortgage-backed securities			16	1	16	1
Equity securities	34	31			34	31
State, county and municipal			441	2	441	2
Total	\$ 94,003	\$ 213	\$ 1,825	\$ 73	\$ 95,828	\$ 286
Investment securities held to maturity:						
Mortgage-backed securities	\$	\$	\$ 33	\$ 26	\$ 33	\$ 26
September 30, 2008						
Investment securities available for sale:						
U.S. Government	\$ 449,805	\$ 1,079	\$	\$	\$ 449,805	\$ 1,079

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FNMA, GNMA and FHLMC mortgage-backed securities	47,123	607	13,689	433	60,812	1,040
Equity securities	512	170			512	170
State, county and municipal	320	6	446	42	766	48
Total	\$ 497,760	\$ 1,862	\$ 14,135	\$ 475	\$ 511,895	\$ 2,337

Investment securities held to maturity:

FNMA, GNMA and FHLMC mortgage-backed securities	\$ 17	\$ 38	\$ 26	\$ 55	\$ 26
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Table of Contents**Notes to Consolidated Financial Statements (Continued)****(Dollars in thousands, except per share amounts)**

Investment securities with an aggregate fair value of \$1,858 have had continuous unrealized losses for more than twelve months as of September 30, 2009 with an aggregate unrealized loss of \$99. These 48 investments include residential mortgage-backed and state, county and municipal securities. None of the unrealized losses identified as of September 30, 2009 related to the marketability of the securities or the issuer's ability to honor redemption obligations. Consequently, the securities were not deemed to be other than temporarily impaired.

At September 30, 2009, there was no intent to sell any of the securities classified as available for sale. Furthermore, it is not more likely than not that BancShares will have to sell any such securities before a recovery of the carrying value. With respect to investment securities held to maturity, BancShares has the ability and intent to hold those securities until they mature.

At September 30, 2009, other assets includes \$57,443 of stock in various Federal Home Loan Banks (FHLB) compared to \$45,797 at December 31, 2008 and \$40,179 at September 30, 2008. The FHLB stock, which is redeemable only through the issuer, is carried at its par value. The investment in the FHLB stock is considered a long-term investment, and its value is based on the ultimate recoverability of par value. Management has concluded that the investment in FHLB stock was not other-than-temporarily impaired as of September 30, 2009.

For each period presented, securities gains (losses) include the following:

	Nine months ended September 30,	
	2009	2008
Gross gains on sales of investment securities available for sale	\$ 104	\$ 8,389
Other than temporary impairment loss on an equity investment	(420)	
Total securities gains (losses)	\$ (316)	\$ 8,389

During 2009, BancShares recorded a \$420 other than temporary impairment loss on an equity security once it was determined that recovery of the original purchase price was unlikely. During 2008, following the completion of Visa Inc.'s initial public offering, FCB's former member-bank investment was converted into 486,905 shares of Class B common stock. Immediately thereafter, 188,238 shares of Visa Inc. Class B common stock were redeemed resulting in a gain of \$8,051. The remaining 298,667 shares of Class B common stock are restricted and are carried at a fair value of \$0.

Investment securities having an aggregate carrying value of \$1,998,230 at September 30, 2009 and \$2,027,592 at September 30, 2008, were pledged as collateral to secure public funds on deposit, to secure certain short-term borrowings and for other purposes as required by law.

Table of Contents**Notes to Consolidated Financial Statements (Continued)**

(Dollars in thousands, except per share amounts)

Note D**Loans and Leases**

The following tables identify loans and leases outstanding at September 30, 2009, December 31, 2008 and September 30, 2008.

	September 30, 2009	December 31, 2008 (thousands)	September 30, 2008
Loans covered by loss sharing agreements	\$ 1,257,478	\$	\$
Loans and leases not covered by loss sharing agreements			
Real estate:			
Construction and land development	621,176	778,315	803,935
Commercial mortgage	4,514,554	4,343,809	4,265,501
Residential mortgage	876,001	894,802	897,181
Revolving mortgage	2,114,018	1,911,852	1,793,178
Other mortgage	101,802	149,478	152,764
Total real estate loans	8,227,551	8,078,256	7,912,559
Commercial and industrial	1,822,526	1,885,358	1,886,847
Consumer	998,007	1,233,075	1,317,421
Lease financing	335,515	353,933	346,757
Other	137,084	99,264	100,127
Total loans and leases not covered by loss sharing agreements	11,520,683	11,649,886	11,563,711
Total loans and leases	12,778,161	11,649,886	11,563,711
Less allowance for loan and lease losses	165,282	157,569	152,946
Net loans and leases	\$ 12,612,879	\$ 11,492,317	\$ 11,410,765

	September 30, 2009 (thousands)		
	Impaired	Nonimpaired	Total
Loans covered by loss sharing agreements			
Real estate:			
Construction and land development	\$ 34,793	\$ 392,642	\$ 427,435
Commercial mortgage	40,490	605,087	645,577
Residential mortgage	3,387	57,193	60,580
Revolving mortgage	451	8,264	8,715
Other mortgage	344	3,325	3,669
Total real estate loans	79,465	1,066,511	1,145,976
Commercial and industrial	3,361	97,550	100,911
Consumer	287	6,793	7,080
Other	329	3,182	3,511

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Total loans covered by loss sharing agreements	\$ 83,442	\$ 1,174,036	\$ 1,257,478
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Loans covered under loss sharing agreements with the FDIC (Covered Loans) are reported in loans exclusive of the expected reimbursement from the FDIC. Covered Loans are initially recorded at fair value at the acquisition date. Prospective losses incurred on Covered Loans are eligible for partial reimbursement by the FDIC once any first loss tranches have been satisfied. Subsequent decreases in the amount expected to be collected result in a provision for credit losses, an increase in the allowance for loan and lease losses, and a proportional adjustment to the FDIC receivable for the estimated amount to be reimbursed. Subsequent increases in the amount expected to be collected result in the reversal of any previously-recorded provision for credit losses and related allowance for loan and lease losses and adjustments to the FDIC receivable, or prospective adjustment to the accretable yield if no provision for credit losses had been recorded. Interest is accrued daily on the outstanding principal balances. Accretable yields related to certain fair value adjustments are accreted into income over the estimated lives of the loans on a level yield basis.

Table of Contents**Notes to Consolidated Financial Statements (Continued)****(Dollars in thousands, except per share amounts)**

Covered Loans which are more than 90 days past due with respect to interest or principal, unless they are well secured and in the process of collection, and other covered loans on which full recovery of principal or interest is in doubt, are placed on nonaccrual status. Interest previously accrued on Covered Loans placed on nonaccrual status is charged against interest income, and the FDIC receivable would be adjusted by the amount of any estimated reimbursement. Payments received are applied against the principal balance of the loans until such time as full collection of the remaining recorded balance is expected. Additional interest payments received after that time are recorded as interest income on a cash basis.

When the fair values of Covered Loans were established, certain loans were identified as impaired due to the credit grade assigned to the acquired loan or other objective criteria. The designation of impaired or nonimpaired affects the ability to accrete discounts or amortize premiums into earnings over the loan's life. Due to uncertainty regarding the timing of future cash flows, no accretible yield is recorded for loans that are deemed to be impaired at acquisition.

Contractual loan payments receivable, estimates of amounts not expected to be collected, other fair value adjustments and the resulting fair values of acquired impaired loans and acquired nonimpaired loans as of the acquisition dates are provided in the following table:

Impaired loans:	
Contractual principal payments receivable	\$ 297,077
Non-accretable estimate of contractual principal payments not expected to be collected	202,591
Carrying value	\$ 94,486
Nonimpaired loans:	
Contractual principal payments receivable	\$ 1,566,084
Fair value discount on loans	348,322
Carrying value	\$ 1,217,762

The following table documents changes in the carrying value of acquired impaired loans during the quarter ended September 30, 2009:

Balance, June 30, 2009	\$
Fair value of acquired impaired loans covered under loss sharing agreements	94,486
Reductions since acquisition date resulting from repayments, write-offs and foreclosures	(11,044)
Balance, September 30, 2009	\$ 83,442

The following table provides information on impaired loans, exclusive of those loans evaluated collectively as a homogeneous group. For each period presented, all impaired loans were classified as nonaccrual.

	September 30, 2009	December 31, 2008	September 30, 2008
Impaired loans:			

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Covered under loss sharing agreements	\$	83,442	\$	\$	
Not covered under loss sharing agreements		33,263		38,882	17,819
Total	\$	116,705	\$	38,882	\$ 17,819
Allowances related to impaired loans	\$	4,873	\$	6,747	\$ 5,550
Non-covered impaired loans with no allowances		9,331			

Table of Contents**Notes to Consolidated Financial Statements (Continued)****(Dollars in thousands, except per share amounts)****Note E****Fair Value Disclosures**

Fair value estimates are made at a specific point in time based on relevant market information and information about each financial instrument. Where information regarding the fair value of a financial instrument is available, those values are used, as is the case with investment securities, residential mortgage loans and certain long-term obligations. In these cases, an open market exists in which those financial instruments are actively traded.

Because no market exists for many financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates. For these financial instruments with a fixed interest rate, an analysis of the related cash flows was the basis for estimating fair values. The expected cash flows were then discounted to the valuation date using an appropriate discount rate. The discount rates used represent the rates under which similar transactions would be currently negotiated. For September 30, 2009, the fair value for loans, net of allowance for loan and lease losses included an adjustment of approximately 5 percent of gross loans to reflect the unfavorable liquidity conditions that existed in various financial markets. Generally, the fair value of variable rate financial instruments equals the book value.

	September 30, 2009		December 31, 2008		September 30, 2008	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
Cash and due from banks	\$ 723,031	\$ 723,031	\$ 593,375	\$ 593,375	\$ 724,216	\$ 724,216
Overnight investments	219,886	219,886	174,616	174,616	328,706	328,706
Investment securities available for sale	3,283,521	3,283,521	3,219,980	3,219,980	2,928,625	2,928,625
Investment securities held to maturity	3,788	3,284	5,873	6,110	6,309	6,518
Loans held for sale	78,485	78,485	69,399	69,399	63,924	63,924
Loans covered under loss sharing agreements	1,257,478	1,256,659				
Loans not covered under loss sharing agreements, net of allowance for loan and lease losses	11,355,401	10,748,074	11,492,317	12,001,307	11,474,689	11,306,087
FDIC receivable for loss sharing agreements	243,000	243,000				
Income earned not collected	68,845	68,845	72,029	72,029	74,549	74,549
SBA servicing asset	5,783	5,783				
Deposits	15,348,955	15,418,748	13,713,763	13,810,690	13,372,468	13,444,114
Short-term borrowings	576,609	576,609	647,028	647,028	1,014,388	1,014,388
Long-term obligations	879,758	901,180	733,132	735,098	649,214	635,179
Accrued interest payable	42,524	42,524	50,923	50,923	42,055	42,055

For off-balance sheet commitments and contingencies, carrying amounts are reasonable estimates of the fair values for such financial instruments. Carrying amounts include unamortized fee income and, in some cases, reserves for any credit losses from those financial instruments. These amounts are not material to BancShares' financial position.

Fair value represents the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities, BancShares considers the principal or most advantageous market in which those assets or liabilities are sold and considers assumptions that market participants would use when pricing those assets or liabilities. As required under US GAAP, individual fair value estimates are ranked based on the relative reliability of the inputs used in the valuation. Fair values determined using level 1 inputs rely on active and observable markets to price identical assets or liabilities. In situations where identical assets and liabilities are not traded in active markets, fair values may be determined based on level 2 inputs, which exist when observable data exists for similar assets and liabilities. Fair values for assets and liabilities that are not actively traded in observable

markets are based on level 3 inputs, which are considered to be unobservable.

Among BancShares' assets and liabilities, investment securities available for sale and interest rate swaps accounted for as cash flow hedges are reported at their fair values on a recurring basis. Certain other assets are adjusted to their fair value on a nonrecurring basis, including loans held for sale, which are carried at the lower of cost or market. Impaired loans, other real estate, goodwill and other intangible assets are periodically tested for impairment. Loans held for investment, deposits, short-term borrowings and long-term obligations are not reported at fair value. BancShares did not elect to voluntarily report any assets or liabilities at fair value.

Table of Contents**Notes to Consolidated Financial Statements (Continued)****(Dollars in thousands, except per share amounts)**

For assets and liabilities carried at fair value on a recurring basis, the following table provides fair value information as of September 30, 2009:

Description	Fair value	Fair value measurements using:		
		Quoted prices in active markets for identical assets and liabilities (Level 1 inputs)	Quoted prices for similar assets and liabilities (Level 2 inputs)	Significant unobservable inputs (Level 3 inputs)
<i>September 30, 2009</i>				
<i>Assets measured at fair value</i>				
Investment securities available for sale				
U.S. Government	\$ 2,633,878	\$ 2,633,878	\$	\$
Corporate bonds	488,027	488,027		
FNMA, GNMA and FHLMC mortgage-backed securities	135,506		135,506	
Equity securities	16,545	16,545		
State, county, municipal	7,376		7,376	
Other	2,189			2,189
Total	\$ 3,283,521	\$ 3,138,450	\$ 142,882	\$ 2,189
SBA servicing asset	\$ 5,783	\$	\$ 5,783	\$
<i>Liabilities measured at fair value</i>				
Interest rate swaps accounted for as cash flow hedges	8,556		8,556	
<i>December 31, 2008</i>				
<i>Assets measured at fair value</i>				
Investment securities available for sale				
U.S. Government	\$ 3,112,428	\$ 3,112,428	\$	\$
FNMA, GNMA and FHLMC mortgage-backed securities	82,952		82,952	
Equity securities	16,120	16,120		
State, county, municipal	3,053		3,053	
Other	5,427			5,427
Total	\$ 3,219,980	\$ 3,128,548	\$ 86,005	\$ 5,427
<i>Liabilities measured at fair value</i>				
Interest rate swap accounted for as cash flow hedges	10,668		10,668	

Prices for US Government securities and corporate bonds are readily available in the active markets in which those securities are traded, and the resulting fair values are shown in the Level 1 input column. Prices for residential mortgage-backed securities, state, county and municipal securities, and the SBA servicing asset are obtained using the fair values of similar assets, and the resulting fair values are shown in the Level 2 input column. Prices for all other securities, which include a residual interest that was retained from a securitization transaction, are determined based on various assumptions that are not observable. The fair values for these investment securities are shown in the Level 3 input column. With respect to the residual interest in the asset securitization, the assumed prepayment speed, discount rate and credit spread are not observable in the market due to illiquidity and the uniqueness of the underlying assets.

Table of Contents**Notes to Consolidated Financial Statements (Continued)****(Dollars in thousands, except per share amounts)**

Under the terms of the existing cash flow hedges, BancShares pays a fixed payment to the counterparty in exchange for receipt of a variable payment that is determined based on the 3-month LIBOR rate. The fair value of the cash flow hedge is therefore based on projected LIBOR rates for the duration of the hedge, values that, while observable in the market, are subject to adjustment due to pricing considerations for the specific instrument.

For those investment securities available for sale with fair values that are determined by reliance on significant unobservable inputs, the following table identifies the factors causing the change in fair value during the first nine months of 2009 and 2008:

Description	Investment securities available for sale with fair values based on significant unobservable inputs	
	2009	2008
Beginning balance, January 1,	\$ 5,427	\$ 9,924
Total gains (losses), realized or unrealized:		
Included in earnings		
Included in other comprehensive income	(1,277)	192
Purchases, sales, issuances and settlements, net	(1,961)	(3,986)
Transfers in/out of Level 3		
Ending balance, September 30	\$ 2,189	\$ 6,130

No gains or losses were reported for the nine-month periods ended September 30, 2009 and 2008 that relate to fair values estimated based on unobservable inputs.

Certain financial assets and financial liabilities are carried at fair value on a nonrecurring basis. Loans held for sale are carried at the lower of aggregate cost or fair value and are therefore carried at fair value only when fair value is less than the asset cost. Certain impaired loans are also carried at fair value. For financial assets and financial liabilities carried at fair value on a nonrecurring basis, the following table provides fair value information as of September 30, 2009:

Description	Fair value	Fair value measurements using:		
		Quoted prices in active markets for identical assets and liabilities (Level 1 inputs)	Quoted prices for similar assets and liabilities (Level 2 inputs)	Significant unobservable inputs (Level 3 inputs)
September 30, 2009				
Loans held for sale	\$ 38,328	\$	\$	\$ 38,328
Impaired loans not covered under loss sharing agreements	19,055			19,055
Impaired loans covered under loss sharing agreements	83,442			83,442
December 31, 2008				
Loans held for sale	69,399			69,399
Impaired loans	27,858			27,858

Table of Contents**Notes to Consolidated Financial Statements (Continued)****(Dollars in thousands, except per share amounts)**

The values of loans held for sale are based on prices observed for similar pools of loans. The values of impaired loans are determined by either the collateral value or by the discounted present value of the expected cash flows. No financial liabilities were carried at fair value on a nonrecurring basis at September 30, 2009 or December 31, 2008.

Certain non-financial assets and non-financial liabilities are measured at fair value on a nonrecurring basis. Other assets includes certain foreclosed assets that are measured and reported at fair value using Level 2 inputs for observable market data or, if needed, Level 3 inputs for valuations based on non-observable criteria. During the nine month period ended September 30, 2009, foreclosures of other real estate not covered under loss sharing agreements totaled \$37,667, all of which was valued using Level 3 inputs. In connection with the measurement and initial recognition of foreclosed assets, BancShares recognized charge-offs totaling \$15,175. Based on updates to Level 3 inputs, foreclosed property with a fair value of \$5,188 as of September 30, 2009 incurred write-downs that totaled \$792 during the nine-month period ended September 30, 2009.

At September 30, 2009, impaired loans not covered under loss sharing agreements, which include commercial purpose nonaccrual loans and troubled debt restructurings, totaled \$33,263. Allowances for impaired loans represent the difference between the impaired loans carrying value and the estimated collateral value or the present value of anticipated cash flows. At September 30, 2009, \$18,941 of impaired loans required allowances of \$4,873 to adjust the loans to their fair value of \$14,068. The remaining \$14,322 of impaired loans did not require allowances based on underlying collateral values. The calculation of allowance for impaired loans is highly dependent on collateral valuations. Since all impaired loans at September 30, 2009 are secured by real estate, fair values are based on appraised values with adjustments for various factors including estimated holding costs. Given the significant instability in real estate markets, particularly in the Atlanta, Georgia area and in Southwest Florida, the valuations are subject to significant variation based on further reductions or recoveries of property values.

Note F**Employee Benefit Plans**

Pension expense is a component of employee benefits expense. For the three and nine month periods ended September 30, the components of pension expense are as follows:

	Three month periods ended September 30,		Nine month periods ended September 30,	
	2009	2008	2009	2008
Service cost	\$ 3,190	\$ 2,830	\$ 9,472	\$ 8,917
Interest cost	5,517	4,910	16,384	15,470
Expected return on assets	(6,982)	(6,648)	(20,733)	(20,950)
Amortization of prior service cost	53	50	157	159
Amortization of net actuarial loss	908	233	2,696	736
Total pension expense	\$ 2,686	\$ 1,375	\$ 7,976	\$ 4,332

The increase in pension expense during 2009 resulted from a change in the assumed discount rate used to estimate benefit obligations, a reduction in the expected rate of return on plan assets and an increase in the estimated future rate of salary increases. The assumed discount rate for 2009 is 6.00 percent, the expected long-term rate of return on plan assets is 8.00 percent and the assumed rate of salary increases is 4.50 percent.

During the first quarter of 2009, BancShares contributed \$35,000 to the defined benefit plan.

Table of Contents**Notes to Consolidated Financial Statements (Continued)****(Dollars in thousands, except per share amounts)****Note G****Contingencies**

As previously disclosed, on May 24, 2004, FCB filed a lawsuit in the Circuit Court of Greenbrier County, West Virginia, against a customer alleging default under a master lease on a piece of equipment and eight promissory notes. The borrower asserted a counterclaim against FCB alleging breach of lease, breach of fiduciary duty, breach of duty of good faith and fair dealing, and tortious interference with contractual relations. At trial, a jury returned a verdict against FCB and awarded a \$4,125 judgment in favor of FCB's customer. FCB filed a motion to set aside the judgment or, in the alternative, for a new trial, but the Court denied FCB's motions. FCB filed a Petition for Review of the Circuit Court's action to the West Virginia Supreme Court of Appeals. On September 3, 2009, the Supreme Court of Appeals denied FCB's request. As a result, FCB paid a total of \$5,252 to the customer, which represented the jury award plus \$1,127 in interest and other costs. Noninterest expense during the third quarter of 2009 included \$4,549 related to the resolution of this matter.

BancShares and various subsidiaries have been named as defendants in various other legal actions arising from their normal business activities in which damages in various amounts are claimed. Although the amount of any ultimate liability with respect to those other matters cannot be determined, in the opinion of management, any such liability will not have a material effect on BancShares' consolidated financial statements.

Note H**Derivatives**

At September 30, 2009, BancShares had two interest rate swaps that qualify as cash flow hedges under US GAAP. The fair values of these derivatives are included in other liabilities in the consolidated balance sheets and in the net change in other liabilities in the consolidated statements of cash flows.

The interest rate swaps are used for interest rate risk management purposes and convert variable-rate exposure on outstanding debt to a fixed rate. The interest rate swaps each have a notional amount of \$115,000, representing the amount of variable-rate trust preferred capital securities issued during 2006. The 2006 interest rate swap hedges interest payments through June 2011 and requires fixed-rate payments by BancShares at 7.125 percent in exchange for variable-rate payments of 175 basis points above 3-month LIBOR, which is equal to the interest paid to the holders of the trust preferred capital securities. The 2009 interest rate swap hedges interest payments from July 2011 through June 2016 and requires fixed-rate payments by BancShares at 5.50 percent in exchange for variable-rate payments of 175 basis points above 3-month LIBOR. As of September 30, 2009, collateral with a fair value of \$8,311 was pledged to secure the existing obligation under the interest rate swaps. For both swaps, settlement occurs quarterly.

	September 30, 2009		December 31, 2008	
	Notional amount	Estimated fair value of (asset) liability	Notional amount	Estimated fair value of liability
2006 interest rate swap hedging fixed rate exposure on trust preferred capital securities 2006-2011	\$ 115,000	\$ 8,488	\$ 115,000	\$ 10,668
2009 interest rate swap hedging fixed rate exposure on trust preferred capital securities 2011-2016	115,000	68		
		\$ 8,556		\$ 10,668

For cash flow hedges, the effective portion of the gain or loss due to changes in the fair value of the derivative hedging instrument is included in other comprehensive income, while the ineffective portion, representing the excess of the cumulative change in the fair value of the derivative over the cumulative change in expected future discounted cash flows on the hedged transaction, is recorded in the consolidated income statement. BancShares' interest rate swaps have been fully effective since inception. Therefore, changes in the fair value of the interest rate swaps

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have had no impact on net income. For the nine-month periods ended September 30, 2009 and 2008, BancShares recognized interest expense of \$3,738 and \$1,694 respectively, resulting from the interest rate swaps, none of which relates to ineffectiveness.

Table of Contents**Notes to Consolidated Financial Statements (Continued)****(Dollars in thousands, except per share amounts)**

The following table discloses activity in accumulated other comprehensive income related to the interest rate swaps during the nine-month periods ended September 30, 2009 and 2008.

	2009	2008
Accumulated other comprehensive loss resulting from interest rate swaps as of January 1, net of tax	\$ (6,456)	\$ (3,240)
Other comprehensive income recognized during nine-month period ended September 30, net of tax	1,278	78
Accumulated other comprehensive loss resulting from interest rate swaps as of September 30, net of tax	\$ (5,178)	\$ (3,162)

BancShares monitors the credit risk of the interest rate swap counterparty.

Note I**Segment Disclosures**

BancShares conducts its banking operations through its two wholly-owned subsidiaries, FCB and ISB. FCB and ISB offer similar products and services to customers through operations conducted under separate charters. A substantial portion of our revenue is derived from our operations in North Carolina, Virginia, Georgia, Florida, California and Texas. The financial results and trends of ISB reflect the impact of the de novo nature of its growth.

In the aggregate, FCB and its consolidated subsidiaries, which are integral to its branch operation, and ISB account for more than 90 percent of consolidated assets, revenues and net income. Other includes activities of the parent company and Neuse, Incorporated (Neuse), a subsidiary that owns real property. During 2009 Neuse purchased from ISB foreclosed properties that had a carrying value of \$14,418. This transaction will benefit ISB by reducing problem assets and improving certain operating ratios. To facilitate the potential purchase of additional foreclosed property in the future, ISB has agreed to lend Neuse up to \$20,000 under a revolving line of credit.

The adjustments in the accompanying tables represent the elimination of the impact of certain inter-company transactions. The adjustments to interest income and interest expense neutralize the earnings and cost of inter-company borrowings. The adjustments to noninterest income and noninterest expense reflect the elimination of certain fees paid by one company to another within BancShares consolidated group.

	ISB	FCB	Other	Total	Adjustments	Consolidated
September 30, 2009						
Total assets	\$ 2,637,409	\$ 15,822,497	\$ 2,156,373	\$ 20,616,279	\$ (2,103,401)	\$ 18,512,878
Loans and leases:						
Covered under loss sharing agreements		1,257,478		1,257,478		1,257,478
Not covered under loss sharing agreements	2,176,504	9,422,663		11,599,167	(78,484)	11,520,683
Allowance for loan and lease losses	39,425	125,857		165,282		165,282
Goodwill	793	101,832		102,625		102,625
Nonperforming assets:						
Covered under loss sharing agreements		205,073		205,073		205,073
Not covered under loss sharing agreements	51,678	40,308	14,335	106,321		106,321
Deposits	2,024,574	13,353,069		15,377,643	(28,688)	15,348,955

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December 31, 2008

Total assets	\$ 2,563,950	\$ 13,879,815	\$ 2,174,079	\$ 18,617,844	\$ (1,872,182)	\$ 16,745,662
Loans and leases	2,208,024	9,441,862		11,649,886		11,649,886
Allowance for loan and lease losses	37,335	120,234		157,569		157,569
Goodwill	793	101,832		102,625		102,625
Nonperforming assets	46,755	24,911		71,666		71,666
Deposits	1,970,795	11,782,062		13,752,857	(39,094)	13,713,763

September 30, 2008

Total assets	\$ 2,637,604	\$ 13,712,700	\$ 2,463,064	\$ 18,813,368	\$ (2,147,763)	\$ 16,665,605
Loans and leases	2,229,976	9,397,659		11,627,635	(63,924)	11,563,711
Allowance for loan and lease losses	34,235	118,701		152,936	10	152,946
Goodwill	793	101,832		102,625		102,625
Nonperforming assets	45,804	16,362		62,166		62,166
Deposits	2,047,220	11,366,930		13,414,150	(41,682)	13,372,468

Table of Contents**Notes to Consolidated Financial Statements (Continued)****(Dollars in thousands, except per share amounts)**

	As of and for the nine months ended September 30, 2009					
	ISB	FCB	Other	Total	Adjustments	Consolidated
Interest income	\$ 98,076	\$ 443,979	\$ 4,612	\$ 546,667	\$ (484)	\$ 546,183
Interest expense	40,905	120,672	16,976	178,553	(484)	178,069
Net interest income	57,171	323,307	(12,364)			