

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2008

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 number: 000-24523

CNB Corporation

(Exact name of registrant as specified in its charter)

South Carolina

(State or other jurisdiction of incorporation or organization)

57-0792402

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

1400 Third Avenue, P.O. Box 320, Conway, South Carolina

(Address of principal executive offices)

29528

(Zip Code)

(Registrant's telephone number, including area code): (843) 248-5721

Securities registered pursuant to section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$10.00 par value

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☐ Yes ☒ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. ☐ Yes ☒ No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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 definitions 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 ☐ Smaller Reporting Company ☐

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

As of June 30, 2008 the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the Common Stock held by nonaffiliates (based upon the price at which stock was last sold prior to such date) was approximately \$103,771,657. As of March 1, 2009, there were 828,692 shares of Common Stock of CNB Corporation outstanding.

Documents incorporated by reference

Portions of the Company's Proxy Statement to be used in connection with the Annual Meeting of Stockholders to be held May 12, 2009 are incorporated by reference in Part III of this Form 10-K.

**CNB CORPORATION AND SUBSIDIARY
2008 ANNUAL REPORT ON FORM 10-K**

TABLE OF CONTENTS

PART I

| | | Page |
|----------------|--|-------------|
| ITEM 1 | Business | 1-21 |
| ITEM 1A | Risk Factors | 22-25 |
| ITEM 1B | Unresolved Staff Comments | 25 |
| ITEM 2 | Properties | 26 |
| ITEM 3 | Legal Proceedings | 26 |
| ITEM 4 | Submission of Matters to a Vote of Security Holders | 26 |

PART II

| | | |
|----------------|--|-------|
| ITEM 5 | Market for the Registrant's Common Equity, Related Stock Holder Matters and Issuer Purchases of Equity Securities | 27 |
| ITEM 6 | Selected Financial Data | 28 |
| ITEM 7 | Management's Discussion and Analysis of Financial Condition and Results of Operations | 28-34 |
| ITEM 7A | Quantitative and Qualitative Disclosures About Market Risk | 34 |
| ITEM 8 | Financial Statements and Supplementary Data | 35-68 |
| ITEM 9 | Changes in and Disagreements with Accountants on Accounting and Financial Disclosure | 69 |
| ITEM 9A | Controls and Procedures | 69 |
| ITEM 9B | Other Information | 69 |

PART III

| | | |
|----------------|---|----|
| ITEM 10 | Directors, Executive Officers, and Corporate Governance | 70 |
| ITEM 11 | Executive Compensation | 70 |
| ITEM 12 | Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters | 70 |
| ITEM 13 | Certain Relationships and Related Transactions, and Director Independence | 70 |
| ITEM 14 | Principal Accountant Fees and Services | 70 |

PART IV

| | | |
|-------------------|---|----|
| ITEM 15 | Exhibits and Financial Statement Schedules | 71 |
| Signatures | | 72 |

CAUTIONARY NOTICE WITH RESPECT TO FORWARD LOOKING STATEMENTS

This report contains "forward-looking statements" within the meaning of the securities laws. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. In order to comply with the terms of the safe harbor, the Company notes that a variety of factors could cause the Company's actual results and experience to differ materially from the anticipated results or other expectations expressed in the Company's forwarding-looking statements.

All statements that are not historical facts are statements that could be "forward-looking statements." You can identify these forward-looking statements through the use of words such as "may," "will," "should," "could," "would," "expect," "anticipate," "assume," "indicate," "contemplate," "seek," "plan," "predict," "target," "potential," "believe," "intend," "estimate," "project," "continue," or other similar words. Forward-looking statements include, but are not limited to, statements regarding the Company's future business prospects, revenues, working capital, liquidity, capital needs, interest costs, income, business operations and proposed services.

These forward-looking statements are based on current expectations, estimates and projections about the banking industry and the economy, management's beliefs, and assumptions made by management. Such information includes, without limitation, discussions as to estimates, expectations, beliefs, plans, strategies, and objectives concerning future financial and operating performance. These statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions that are difficult to predict. Therefore, actual results may differ materially from those expressed or forecasted in such forward-looking statements. The risks and uncertainties include, but are not limited to:

- future economic and business conditions;
- lack of sustained growth in the economies of the Company's market areas;
- government monetary and fiscal policies;
- the effects of changes in interest rates on the levels, composition and costs of deposits, loan demand, and the values of loan collateral, securities, and interest sensitive assets and liabilities;
- the effects of competition from a wide variety of local, regional, national and other providers of financial, investment, and insurance services, as well as competitors that offer banking products and services by mail, telephone, computer and/or the Internet;
- credit risks;
- higher than anticipated levels of defaults on loans;
- perceptions by depositors about the safety of their deposits;
- ability to weather the current economic downturn;
- loss of consumer or investor confidence;
- the failure of assumptions underlying the establishment of the allowance for loan losses and other estimates, including the value of collateral securing loans;
- the risks of opening new offices, including, without limitation, the related costs and time of building customer relationships and integrating operations as part of these endeavors and the failure to achieve expected gains, revenue growth and/or expense savings from such endeavors;
- increases in deposit insurance premiums;
- changes in laws and regulations, including tax, banking and securities laws and regulations;
- changes in accounting policies, rules and practices;
- changes in technology or products may be more difficult or 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 and economic confidence; and
- other factors and information described in this report and in any of the other reports that we file with the Securities and Exchange Commission under the Securities Exchange Act of 1934.

All forward-looking statements are expressly qualified in their entirety by this cautionary notice. The Company has no obligation, and does not undertake, to update, revise or correct any of the forward-looking statements after the date of this report. The Company has expressed its expectations, beliefs and projections in good faith and believes they have a reasonable basis. However, there is no assurance that these expectations, beliefs or projections will result or be achieved or accomplished.

PART I

ITEM 1. BUSINESS

DESCRIPTION OF CNB CORPORATION

CNB Corporation (the "Company") is a South Carolina business corporation organized in 1985 for the purpose of becoming a bank holding company for The Conway National Bank (the "Bank") under the Bank Holding Company Act. The Company's only business is ownership of the Bank. The activities of the Company are subject to the supervision of the Federal Reserve, and the Company may engage directly or through subsidiary corporations in those activities closely related to banking which are specifically permitted under the Bank Holding Company Act. See "Supervision and Regulation." Although the Company, after obtaining the requisite approval of the Federal Reserve and any other appropriate regulatory agency, may seek to enter businesses closely related to banking or to acquire existing businesses already engaged in such activities, the Company has not engaged in, and has no present intent to engage in, such other permissible activities.

DESCRIPTION OF THE SUBSIDIARY

The Bank is an independent community bank engaged in the general commercial banking business in Horry County and the "Waccamaw Neck" portion of Georgetown County, South Carolina. The Bank was organized in 1903. The Bank's Main Office consists of an Operations and Administration Center along with an adjacent branch office known as the Conway Banking Office. The Bank also operates thirteen other branch offices throughout Horry County and the "Waccamaw Neck" area of Georgetown County. The Bank employs approximately 261 full-time-equivalent employees at its Main Office and fourteen branch offices.

The Bank performs the full range of normal commercial banking functions. Some of the major services provided include checking accounts, NOW accounts, money market deposit accounts, IRA accounts, Health Savings Accounts, savings and time deposits of various types and loans to individuals for personal use, home mortgages, home improvement, automobiles, real estate, agricultural purposes and business needs. Commercial lending operations include various types of credit for business, industry, and agriculture. In addition, the Bank offers safe deposit boxes, wire transfer services, 24-hour automated teller machines on the STAR Network, internet banking, bank by phone, direct deposits, a MasterCard/Visa program, cash management services, and commercial lockbox services. The Bank offers discount brokerage services through a correspondent relationship. Additionally, the Bank provides long-term mortgage loans through its secondary mortgage department which acts in an agency only capacity for various investors. The Bank does not provide trust services; does not sell annuities; does not sell mutual funds; and does not sell insurance.

The majority of the Bank's customers are individuals and small to medium-sized businesses headquartered within the Bank's service area. The Bank has no material concentration of deposits from any single customer or group of customers. At December 31, 2008 the Bank had five concentrations of credit to single industries (See Note 1 to the consolidated financial statements, contained elsewhere in this report). There are no material seasonal factors that would have any adverse effect on the Bank nor does the Bank rely on foreign sources of funds or income.

Further information about the Bank's business is set forth below under "Supplementary Financial Data, Guide 3 Statistical Disclosure by Bank Holding Companies" and in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations."

COMPETITION

The Bank actively competes with other institutions in Horry County and the "Waccamaw Neck" region of Georgetown County in providing customers with deposit, credit and other financial services. The principal competitors of the Bank include local offices of five regional banks, five state-wide banks, thirteen locally owned banks in Horry and Georgetown Counties and various other financial and thrift institutions. At June 30, 2008, the Bank ranked second in Horry County and tenth in Georgetown County in deposits among its competitors. The Bank also competes with credit unions, money market funds, brokerage houses, insurance companies, mortgage companies, leasing companies, consumer finance companies and other financial institutions. Significant competitive factors include interest rates on loans and deposits, prices and fees for services, office location, customer service, community reputation, and continuity of personnel.

SUPERVISION AND REGULATION

General

The Company and the Bank are subject to an extensive array of state and federal banking laws and regulations which impose specific requirements and restrictions on, and provide for general regulatory oversight with respect to, virtually all aspects of the Company's and the Bank's operations. The Company and the Bank are also affected by government monetary policy and by regulatory measures affecting the banking industry in general. The actions of the Federal Reserve System affect the money supply and, in general, the Bank's lending abilities in increasing or decreasing the cost and availability of funds to the Bank. Additionally, the Federal Reserve System regulates the availability of bank credit in order to combat recession and curb inflationary pressures in the economy by open market operations in United States government securities, changes in the discount rate on member bank borrowings, and changes in the reserve requirements against bank deposits.

The Company is also subject to limited regulation and supervision by the South Carolina State Board of Financial Institutions (the "State Board"). A South Carolina bank holding company may be required to provide the State Board with information with respect to the financial condition, operations, management and inter-company relationships of the holding company and its subsidiaries. The State Board also may require such other information as is necessary to keep itself informed about whether the provisions of South Carolina law and the regulations and orders issued thereunder by the State Board have been complied with, and the State Board may examine any bank holding company and its subsidiaries. Furthermore, pursuant to applicable law and regulations, the Company must receive approval of, or give notice to (as applicable) the State Board prior to engaging in the acquisition of banking or non-banking institutions or assets.

Obligations of Holding Company to its Subsidiary Banks

A number of obligations and restrictions are imposed on bank holding companies and their depository institution subsidiaries by Federal law and regulatory policies that are designed to reduce potential loss exposure to the depositors of such depository institutions and to the FDIC insurance funds in the event the depository institution is in danger of becoming insolvent or is insolvent. For example, under the policy of the Federal Reserve, a bank holding company is required to serve as a source of financial strength to its subsidiary depository institutions and to commit resources to support such institutions in circumstances where it might not do so absent such policy. In addition, the "cross-guarantee" provisions of the Federal Deposit Insurance Act, as amended ("FDIA"), require insured depository institutions under common control to reimburse the FDIC for any loss suffered or reasonably anticipated by the FDIC as a result of the default of a commonly controlled insured depository institution or for any assistance provided by the FDIC to a commonly controlled insured depository institution in danger of default. The FDIC may decline to enforce the cross-guarantee provisions if it determines that a waiver is in its best interest. The FDIC's claim for damages is superior to claims of stockholders of the insured depository institution or its holding company but is subordinate to claims of depositors, secured creditors and holders of subordinated debt (other than affiliates) of the commonly controlled insured depository institutions.

The FDIA also provides that amounts received from the liquidation or other resolution of any insured depository institution by any receiver must be distributed (after payment of secured claims) to pay the deposit liabilities of the institution prior to payment of any other general or unsecured senior liability, subordinated liability, general creditor or stockholder. This provision gives depositors a preference over general and subordinated creditors and stockholders in the event a receiver is appointed to distribute the assets of the bank.

Any capital loans by a bank holding company to any of its subsidiary banks are subordinate in right of payment to deposits and to certain other indebtedness of such subsidiary bank. In the event of a bank holding company's bankruptcy, any commitment by the bank holding company to a federal bank regulatory agency to maintain the capital of a subsidiary bank will be assumed by the bankruptcy trustee and entitled to a priority of payment.

Under the National Bank Act, if the capital stock of a national bank is impaired by losses or otherwise, the OCC is authorized to require payment of the deficiency by assessment upon the bank's shareholders, pro rata, and to the extent necessary, if any such assessment is not paid by any shareholder after three months notice, to sell the stock of such shareholder to make good the deficiency.

Capital Adequacy Guidelines for Bank Holding Companies and Banks

The various federal bank regulators, including the Federal Reserve and the FDIC, have adopted risk-based and leverage capital adequacy guidelines assessing bank holding company and bank capital adequacy. These standards define what qualifies as capital and establish minimum capital standards in relation to assets and off-balance-sheet exposures, as adjusted for credit risks. The capital guidelines and the Company's capital position are summarized in Note 16 to the Financial Statements, contained elsewhere in this report. The Bank is considered well capitalized.

Failure to meet capital guidelines could subject the Bank to a variety of enforcement remedies, ranging from, for example, a prohibition on the taking of brokered deposits to the termination of deposit insurance by the FDIC or the appointment of a receiver for the Bank.

The risk-based capital standards of both the Federal Reserve and the FDIC explicitly identify concentrations of credit risk and the risk arising from non-traditional activities, as well as an institution's ability to manage these risks, as important factors to be taken into account by the agencies in assessing an institution's overall capital adequacy. The capital guidelines also provide that an institution's exposure to a decline in the economic value of its capital due to changes in interest rates be considered by the agencies as a factor in evaluating a bank's capital adequacy. The Federal Reserve also has issued additional capital guidelines for bank holding companies that engage in certain trading activities.

Payment of Dividends

The Company is a legal entity separate and distinct from the Bank. Most of the revenues of the Company result from dividends paid to the Company by the Bank. There are statutory and regulatory requirements applicable to the payment of dividends by subsidiary banks as well as by the Company to its shareholders.

Each national banking association is required by federal law to obtain the prior approval of the OCC for the payment of dividends if the total of all dividends declared by the board of directors of such bank in any year will exceed the total of (i) such bank's net profits (as defined and interpreted by regulation) for that year plus (ii) the retained net profits (as defined and interpreted by regulation) for the preceding two years, less any required transfers to surplus. In addition, national banks can only pay dividends to the extent that retained net profits (including the portion transferred to capital in excess of par value of stock) exceed bad debts (as defined by regulation).

The payment of dividends by the Company and the Bank may also be affected or limited by other factors, such as the requirements to maintain adequate capital above regulatory guidelines. In addition, if, in the opinion of the applicable regulatory authority, a bank under its jurisdiction is engaged in or is about to engage in an unsafe or unsound practice (which, depending on the financial condition of the Bank, could include the payment of dividends), such authority may require, after notice and hearing, that such bank cease and desist from such practice. The OCC has indicated that paying dividends that deplete a national bank's capital base to an inadequate level would be an unsafe and unsound banking practice. The Federal Reserve, the OCC and the FDIC have issued policy statements, which provide that bank holding companies and insured banks should generally only pay dividends out of current operating earnings.

Certain Transactions by the Company with its Affiliates

Federal law regulates transactions among the Company and its affiliates, including the amount of the Bank's loans to or investments in nonbank affiliates and the amount of advances to third parties collateralized by securities of an affiliate. Further, a bank holding company and its affiliates are prohibited from engaging in certain tie-in arrangements in connection with any extension of credit, lease or sale of property or furnishing of services.

FDIC Insurance Assessments

The FDIC merged the Bank Insurance Fund and the Savings Association Insurance Fund to form the Deposit Insurance Fund ("DIF") on March 31, 2006 in accordance with the Federal Deposit Insurance Reform Act of 2005. The FDIC maintains the DIF by assessing depository institutions an insurance premium. The amount each institution is assessed is based upon statutory factors that include the balance of insured deposits as well as the degree of risk the institution poses to the insurance fund. The FDIC uses a risk-based premium system that assesses higher rates on those institutions that pose greater risks to the DIF. Under the rule adopted by the FDIC in November 2006, as of January 1, 2007, the FDIC began placing each institution in one of four risk categories using a two-step process based first on capital ratios (the capital group assignment) and then on other relevant information (the supervisory group assignment). As of January 1, 2007, rates ranged between 5 and 43 cents per \$100 in assessable deposits. As a result of the actual and predicted impact on the DIF of bank failures in 2008 and 2009, the FDIC has altered its methodology for computing assessments, beginning with assessments due in September 2009 based on assessable deposits at June 30, 2009. Under the new methodology, assessments will range between 7 and 77.5 cents per \$100 in assessable deposits. The FDIC has also proposed to make an additional "emergency assessment" of 20 cents per \$100 of assessable deposits held on June 30, 2009, which may be payable in September 2009.

Regulation of the Bank

The Bank is also subject to regulation and examination by the OCC. In addition, the Bank is subject to various other state and federal laws and regulations, including state usury laws, laws relating to fiduciaries, consumer credit laws and laws relating to branch banking. The Bank's loan operations are subject to certain federal consumer credit laws and regulations promulgated thereunder, including, but not limited to: the federal Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers; the Home Mortgage Disclosure Act, requiring financial institutions to provide certain information concerning their mortgage lending; the Equal Credit Opportunity Act and the Fair Housing Act, prohibiting discrimination on the basis of certain prohibited factors in extending credit; and the Fair Debt Collection Act, governing the manner in which consumer debts may be collected by collection agencies. The deposit operations of the Bank are subject to the Truth in Savings Act, requiring certain disclosures about rates paid on savings accounts; the Expedited Funds Availability Act, which deals with disclosure of the availability of funds deposited in accounts and the collection and return of checks by banks; the Right to Financial Privacy Act, which imposes a duty to maintain certain confidentiality of consumer financial records; and the Electronic Funds Transfer Act and regulations promulgated thereunder, which govern automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of automated teller machines and other electronic banking services. The Bank is also subject to the requirements of the Community Reinvestment Act (the "CRA") which imposes on financial institutions an affirmative and ongoing obligation to meet the credit needs of their local communities, including low and moderate-income neighborhoods, consistent with the safe and sound operation of those institutions. Each financial institution's actual performance in meeting community credit needs is evaluated as part of the examination process, and also is considered in evaluating mergers, acquisitions and applications to open a branch or facility. The Bank is also subject to provisions of the Gramm-Leach-Bliley Act of 1999 (See the section below of the same title); the Fair Credit Reporting Act, governing the use and provision of information to credit reporting agencies; the Bank Secrecy Act, dealing with, among other things, the reporting of certain currency transactions; and the USA Patriot Act, dealing with, among other things, requiring the establishment of anti-money laundering programs, including standards for verifying customer information at account opening.

Other Safety and Soundness Regulations

Prompt Corrective Action. The federal banking agencies have broad powers under current federal law to take prompt corrective action to resolve problems of insured depository institutions. The extent of these powers depends upon whether the institutions in question are "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" or "critically undercapitalized."

A bank that is "undercapitalized" becomes subject to provisions of the Federal Deposit Insurance Act: restricting payment of capital distributions and management fees; requiring the OCC to monitor the condition of the bank; requiring submission by the bank of a capital restoration plan; restricting the growth of the bank's assets; and requiring prior approval of certain expansion proposals. A bank that is "significantly undercapitalized" is also subject to restrictions on compensation paid to senior management of the bank, and a bank that is "critically undercapitalized" is further subject to restrictions on the activities of the bank and restrictions on payments of subordinated debt of the bank, and will ordinarily be placed in receivership. The purpose of these provisions is to require banks with less than adequate capital to act quickly to restore their capital and to have the OCC move promptly to take over banks that are unwilling or unable to take such steps.

Brokered Deposits. Under current FDIC regulations, "well-capitalized" banks may accept brokered deposits without restriction, "adequately capitalized" banks may accept brokered deposits with a waiver from the FDIC (subject to certain restrictions on payments of rates), while "undercapitalized" banks may not accept brokered deposits. The regulations provide that the definitions of "well capitalized", "adequately capitalized" and "undercapitalized" are the same as the definitions adopted by the agencies to implement the prompt corrective action provisions described in the previous paragraph.

Interstate Banking

Under the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 ("Riegle-Neal"), the Company and any other adequately capitalized bank holding company located in South Carolina can acquire a bank located in any other state, and a bank holding company located outside South Carolina can acquire any South Carolina-based bank, in either case subject to certain deposit percentage and other restrictions. Riegle-Neal also provides that, in any state that has not previously elected to prohibit out-of-state banks from operating interstate branches within its territory, adequately capitalized and managed bank holding companies can consolidate their multi-state bank operations into a single bank subsidiary and branch interstate through acquisitions. De novo branching by an out-of-state bank is permitted only if it is expressly permitted by the laws of the host state. The authority of a bank to establish and operate branches within a state will continue to be subject to applicable state branching laws. South Carolina law was amended, effective July 1, 1996, to permit such interstate branching but not de novo branching by an out-of-state bank.

The Riegle-Neal Act, together with legislation adopted in South Carolina, has resulted in a number of South Carolina banks being acquired by large out-of-state bank holding companies. Size gives the larger banks certain advantages in competing for business from larger customers. These advantages include higher lending limits and the ability to offer services in other areas of South Carolina and the region. As a result, the Bank does not generally attempt to compete for the banking relationships of large corporations, but concentrates its efforts on small to medium-sized businesses and on individuals. The Company believes the Bank has competed effectively in this market segment by offering quality, personal service.

Gramm-Leach-Bliley Act of 1999

The Gramm-Leach-Bliley Act of 1999, which makes it easier for affiliations between banks, securities firms and insurance companies to take place, became effective in March 2000. The Act and its implementing regulations remove Depression-era barriers that had separated banks and securities firms, and seek to protect the privacy of consumers' financial information. The Act and its implementing regulations set forth a consumer's entitlement to disclosure of the Bank's use and further disclosure of nonpublic personal financial information obtained by the Bank from the consumer. The regulations also govern the consumer's right to opt-out of further disclosure of nonpublic personal financial information and require the Bank to provide initial and annual privacy notices. The Bank is also required to develop a comprehensive plan for the safeguarding of customer information which encompasses all aspects of the Bank's technological environment, business practices, and Bank facilities.

Under provisions of the legislation and regulations adopted by the appropriate regulators, banks, securities firms and insurance companies are able to structure new affiliations through a holding company structure or through a financial subsidiary. The legislation created a new type of bank holding company called a "financial holding company" which has powers much more extensive than those of standard holding companies. These expanded powers include authority to engage in "financial activities," which are activities that are (1) financial in nature; (2) incidental to activities that are financial in nature; or (3) complementary to a financial activity and that do not impose a safety and soundness risk. Significantly, the permitted financial activities for financial holding companies include authority to engage in merchant banking and insurance activities, including insurance portfolio investing. A bank holding company can qualify as a financial holding company and expand the services it offers only if all of its subsidiary depository institutions are well-managed, well-capitalized and have received a rating of "satisfactory" on their last Community Reinvestment Act examination.

The legislation also created another new type of entity called a "financial subsidiary." A financial subsidiary may be used by a national bank or a group of national banks to engage in many of the same activities permitted for a financial holding company, though several of these activities, including real estate development or investment, insurance or annuity underwriting, insurance portfolio investing and merchant banking, are reserved for financial holding companies. A bank's investment in a financial subsidiary affects the way in which the bank calculates its regulatory capital, and the assets and liabilities of financial subsidiaries may not be consolidated with those of the bank. The bank must also be certain that its risk management procedures are adequate to protect it from financial and operational risks created both by itself and by any financial subsidiary. Further, the bank must establish policies to maintain the separate corporate identities of the bank and its financial subsidiary and to prevent each from becoming liable for the obligations of the other.

The Act also establishes the concept of "functional supervision," meaning that similar activities should be regulated by the same regulator. Accordingly, the Act spells out the regulatory authority of the bank regulatory agencies, the Securities and Exchange Commission and state insurance regulators so that each type of activity is supervised by a regulator with corresponding expertise. The Federal Reserve is intended to be an umbrella supervisor with the authority to require a bank holding company or financial holding company or any subsidiary of either to file reports as to its financial condition, risk management systems, transactions with depository institution subsidiaries and affiliates, and compliance with any federal law that it has authority to enforce.

Although the Act reaffirms that states are the regulators for insurance activities of all persons, including federally-chartered banks, the Act prohibits states from preventing depository institutions and their affiliates from conducting insurance activities.

The Act and the regulations adopted pursuant to the Act create new opportunities for the Company to offer expanded services to customers in the future, though the Company has not yet determined what the nature of the expanded services might be or when the Company might find it feasible to offer them. The Act has increased competition from larger financial institutions that have historically been more capable than the Company of taking advantage of the opportunity to provide a broader range of services. However, the Company continues to believe that its commitment to providing high quality, personalized service to customers will permit it to remain competitive in its market area.

Sarbanes-Oxley Act of 2002

The Sarbanes-Oxley Act was signed into law on July 30, 2002, and mandated extensive reforms and requirements for public companies. The SEC has adopted extensive regulations pursuant to the requirements of the Sarbanes-Oxley Act. The Sarbanes-Oxley Act and the SEC's implementing regulations have increased the Company's cost of doing business, particularly its fees for internal and external audit services and legal services, and the law and regulations are expected to continue to do so. However, the Company has not been affected by Sarbanes-Oxley and the SEC regulations in ways that are materially different or more onerous than those of other public companies of similar size and in similar business.

Government Response to 2008 Financial Crisis

During the fourth quarter of 2008 and continuing into the first quarter of 2009 the FDIC, the Federal Reserve, the Department of the Treasury and Congress took a number of actions designed to alleviate or correct mounting problems in the financial services industry. A number of these initiatives were directly applicable to community banks.

Government Response to 2008 Financial Crisis - Continued

Congress enacted the Emergency Economic Stabilization Act of 2008 which, among other things, temporarily increased the maximum amount of FDIC deposit insurance from \$100,000 to \$250,000 and created a Troubled Assets Relief Program ("TARP") administered by Treasury. In October, 2008, Treasury announced a Capital Purchase Program ("CPP") under TARP to increase the capital of healthy banks. Under the CPP, Treasury would purchase preferred stock with warrants from qualified banks and bank holding companies in an amount up to 3% of the seller's risk-weighted assets as of September 30, 2008. Institutions wishing to participate in the CPP were required to file an application with their principal federal regulators. The Company elected not to participate in the CPP because of (i) the cost of the preferred stock, (ii) the open-ended administrative burdens associated with the preferred stock including having to agree to allow Treasury to unilaterally amend the stock purchase agreement to comply with subsequent changes in applicable federal statutes, (iii) the fact that the Company and the Bank were already well capitalized under regulatory guidelines and expected to continue to be so, and (iv) management's belief that other sources of capital were, and would continue to be, available should additional capital be needed.

FDIC also implemented in October, 2008 a Temporary Liquidity Guarantee Program pursuant to which it undertook to provide deposit insurance in an unlimited amount for non-interest bearing transaction accounts and a debt guarantee component to fully guarantee senior, unsecured debt issued by banks or bank holding companies. Coverage of both components was automatic until December 5, 2008 at which time covered institutions could opt out of one or both of the components. Institutions not opting out would be charged fees for their participation in the components. The Company and Bank opted out of the debt guarantee component.

An unfortunate consequence of the difficulties that have beset the banking industry in the last year has been a large increase in bank failures which has led to substantial claims being made against the FDIC's Deposit Insurance Fund. In order to increase the amount in the Deposit Insurance Fund to reflect the increased risk of additional bank failures and insurance claims, FDIC has raised its assessments on banks for 2009 and has also proposed a one-time special assessment of 20 cents per \$100 of assessable deposits to be paid in September, 2009 based on deposits at June 30, 2009. There also appears to be a possibility that the assessment will be reduced if Congress authorizes the FDIC to borrow sufficient funds. Assuming that the special assessment is imposed, as proposed and without reduction, the additional cost to the Bank in 2009 would be approximately \$1,375,000.

Legislative Proposals

Legislation which could significantly affect the business of banking is introduced in Congress from time to time. For example, numerous bills are pending in Congress and the South Carolina Legislature to provide various forms of relief to homeowners from foreclosure of mortgages as a result of publicity surrounding economic problems resulting from subprime mortgage lending and the economic adjustments in national real estate markets. Broader problems in the financial sector of the economy which became apparent in 2008 have led to numerous calls for legislative restructuring of the regulation of the sector. The Company cannot predict the future course of such legislative proposals or their impact on the Company should they be adopted.

Available information

The Company electronically files with the Securities and Exchange Commission ("SEC") its annual reports on Form 10-K, its quarterly reports on Form 10-Q, its periodic reports on Form 8-K, amendments to those reports filed or furnished pursuant to Section 13(a) of the Securities Exchange Act of 1934 (the "1934 Act"), and proxy materials pursuant to Section 14 of the 1934 Act. The SEC maintains a site on the Internet, www.sec.gov, that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The Company also makes its filings available, free of charge, through The Conway National Bank's Web site, www.conwaynationalbank.com, as soon as reasonably practical after the electronic filing of such material with the SEC. The Company's 2008 Annual Report to shareholders and proxy materials will be available free of charge, from The Conway National Bank's website, www.conwaynationalbank.com, upon mailing of these materials to shareholders and the filing of the proxy materials with the SEC.

SUPPLEMENTARY FINANCIAL DATA GUIDE 3. STATISTICAL DISCLOSURE BY BANK HOLDING COMPANIES

The following tables present additional statistical information about CNB Corporation and its operations and financial condition and should be read in conjunction with the consolidated financial statements and related notes thereto contained elsewhere in this report.

DISTRIBUTION OF ASSETS, LIABILITIES, AND STOCKHOLDERS' EQUITY; INTEREST RATES AND INTEREST DIFFERENTIAL

The tables on the following 3 pages present selected financial data and an analysis of average balance sheets, average yield and the interest earned on earning assets, and the average rate paid and the interest expense on interest-bearing liabilities for the years ended December 31, 2008, 2007, 2006.

CNB Corporation and Subsidiary
Average Balances, Yields, and Rates
(Dollars in Thousands)

| | Twelve Months Ended 12/31/08 | | |
|--|-------------------------------------|--|---|
| | <u>Avg. Balance</u> | <u>Interest Income/ Expense</u> | <u>Avg. Ann. Yield or Rate</u> |
| Assets: | | | |
| Earning assets: | | | |
| Loans, net of unearned income (1) | \$587,931 | \$ 40,431 | 6.88% |
| Securities: | | | |
| Taxable | 173,483 | 8,027 | 4.63 |
| Tax-exempt | 27,146 | 1,636 (2) | 6.03 |
| Federal funds sold and securities purchased under agreement to resell | <u>24,439</u> | <u>581</u> | 2.38 |
| Total earning assets | <u>\$812,999</u> | <u>\$ 50,675</u> | 6.23 |
| Other assets | <u>47,613</u> | | |
| Total assets | <u><u>\$860,612</u></u> | | |
| Liabilities and stockholder equity | | | |
| Interest-bearing liabilities: | | | |
| Interest-bearing deposits | \$586,569 | \$ 16,539 | 2.82 |
| Federal funds purchased and securities sold under agreement to repurchase | 58,843 | 1,420 | 2.41 |
| Other short-term borrowings | <u>8,289</u> | <u>262</u> | 3.16 |
| Total interest-bearing liabilities | <u>\$653,701</u> | <u>\$ 18,221</u> | 2.79 |
| Noninterest-bearing deposits | 115,724 | | |
| Other liabilities | 7,049 | | |
| Stockholders' equity | <u>84,138</u> | | |
| Total liabilities and stockholders' equity | <u><u>\$860,612</u></u> | | |
| Net interest income and yield as a percent of total earning assets | <u>\$812,999</u> | <u>\$ 32,454</u> | 3.99% |
| Ratios: | | | |
| Return on average total assets | | | 1.04% |
| Return on average stockholders' equity | | | 10.65 |
| Cash dividends declared as a percent of net income | | | 48.64 |
| Average stockholders' equity as a percent of: | | | |
| Average total assets | | | 9.78 |
| Average total deposits | | | 11.98 |
| Average loans | | | 14.31 |
| Average earning assets as a percent of average total assets | | | 94.47% |

(1) The Company had no out-of-period adjustments or foreign activities. Loan fees of \$612 are included in the above interest income. Loans on a non-accrual basis for the recognition of interest income totaling \$2,990 as of December 31, 2008 are included in loans for purposes of this analysis.

(2) Tax-exempt income is presented on a tax-equivalent basis using a 34% tax rate. The amount shown includes a tax-equivalent adjustment of \$556.

CNB Corporation and Subsidiary
Average Balances, Yields, and Rates
(Dollars in Thousands)

| | Twelve Months Ended 12/31/07 | | |
|--|-------------------------------------|--|---|
| | <u>Avg. Balance</u> | <u>Interest Income/ Expense</u> | <u>Avg. Ann. Yield or Rate</u> |
| Assets: | | | |
| Earning assets: | | | |
| Loans, net of unearned income (1) | \$563,864 | \$ 43,878 | 7.78% |
| Securities: | | | |
| Taxable | 175,664 | 7,440 | 4.24 |
| Tax-exempt | 21,972 | 1,365 (2) | 6.21 |
| Federal funds sold and securities purchased under agreement to resell | <u>30,246</u> | <u>1,536</u> | 5.08 |
| Total earning assets | \$791,746 | <u>\$ 54,219</u> | 6.85 |
| Other assets | <u>55,855</u> | | |
| Total assets | <u><u>\$847,601</u></u> | | |
| Liabilities and stockholder equity | | | |
| Interest-bearing liabilities: | | | |
| Interest-bearing deposits | \$556,397 | \$ 19,976 | 3.59 |
| Federal funds purchased and securities sold under agreement to repurchase | 68,276 | 2,800 | 4.10 |
| Other short-term borrowings | <u>1,748</u> | <u>82</u> | 4.69 |
| Total interest-bearing liabilities | <u>\$626,421</u> | <u>\$ 22,858</u> | 3.65 |
| Noninterest-bearing deposits | 132,765 | | |
| Other liabilities | 6,973 | | |
| Stockholders' equity | <u>81,442</u> | | |
| Total liabilities and stockholders' equity | <u><u>\$847,601</u></u> | | |
| Net interest income and yield as a percent of total earning assets | <u>\$791,746</u> | <u>\$ 31,361</u> | 3.96% |
| Ratios: | | | |
| Return on average total assets | | | 1.15% |
| Return on average stockholders' equity | | | 11.93 |
| Cash dividends declared as a percent of net income | | | 46.03 |
| Average stockholders' equity as a percent of: | | | |
| Average total assets | | | 9.61 |
| Average total deposits | | | 11.82 |
| Average loans | | | 14.44 |
| Average earning assets as a percent of average total assets | | | 93.41% |

- (1) The Company had no out-of-period adjustments or foreign activities. Loan fees of \$600 are included in the above interest income. Loans on a non-accrual basis for the recognition of interest income totaling \$861 as of December 31, 2007 are included in loans for purposes of this analysis.
- (2) Tax-exempt income is presented on a tax-equivalent basis using a 34% tax rate. The amount shown includes a tax-equivalent adjustment of \$464.

CNB Corporation and Subsidiary
Average Balances, Yields, and Rates
(Dollars in Thousands)

| | Twelve Months Ended 12/31/06 | | |
|--|-------------------------------------|--|---|
| | <u>Avg. Balance</u> | <u>Interest Income/ Expense</u> | <u>Avg. Ann. Yield or Rate</u> |
| Assets: | | | |
| Earning assets: | | | |
| Loans, net of unearned income (1) | \$545,451 | \$ 41,340 | 7.58% |
| Securities: | | | |
| Taxable | 160,220 | 5,934 | 3.70 |
| Tax-exempt | 19,252 | 1,215 (2) | 6.31 |
| Federal funds sold and securities purchased under agreement to resell | <u>27,148</u> | <u>1,335</u> | 4.92 |
| Total earning assets | \$752,071 | <u>\$ 49,824</u> | 6.62 |
| Other assets | <u>61,051</u> | | |
| Total assets | <u><u>\$813,122</u></u> | | |
| Liabilities and stockholder equity | | | |
| Interest-bearing liabilities: | | | |
| Interest-bearing deposits | \$533,441 | \$ 16,229 | 3.04 |
| Federal funds purchased and securities sold under agreement to repurchase | 47,245 | 1,611 | 3.41 |
| Other short-term borrowings | <u>9,679</u> | <u>556</u> | 5.74 |
| Total interest-bearing liabilities | <u>\$590,365</u> | <u>\$ 18,396</u> | 3.12 |
| Noninterest-bearing deposits | 143,325 | | |
| Other liabilities | 4,234 | | |
| Stockholders' equity | <u>75,198</u> | | |
| Total liabilities and stockholders' equity | <u><u>\$813,122</u></u> | | |
| Net interest income and yield as a percent of total earning assets | <u>\$752,071</u> | <u>\$ 31,428</u> | 4.18% |
| Ratios: | | | |
| Return on average total assets | | | 1.24% |
| Return on average stockholders' equity | | | 13.36 |
| Cash dividends declared as a percent of net income | | | 41.04 |
| Average stockholders' equity as a percent of: | | | |
| Average total assets | | | 9.25 |
| Average total deposits | | | 11.11 |
| Average loans | | | 13.79 |
| Average earning assets as a percent of average total assets | | | 92.49% |

- (1) The Company had no out-of-period adjustments or foreign activities. Loan fees of \$743 are included in the above interest income. Loans on a non-accrual basis for the recognition of interest income totaling \$897 as of December 31, 2006 are included in loans for purposes of this analysis.
- (2) Tax-exempt income is presented on a tax-equivalent basis using a 34% tax rate. The amount shown includes a tax-equivalent adjustment of \$413.

The table "Rate/Volume Variance Analysis" provides a summary of changes in net interest income resulting from changes in rate and changes in volume. The changes due to rate are the difference between the current and prior year's rates multiplied by the prior year's volume. The changes due to volume are the difference between the current and prior year's volume multiplied by rates earned or paid in the current year. Rate/Volume Variance has been allocated to change due to volume.

CNB Corporation and Subsidiary
Rate/Volume Variance Analysis
For the Twelve Months Ended December 31, 2008 and 2007
(Dollars in Thousands)

| | Average Volume 2008 | Average Volume 2007 | Yield/Rate 2008 | Yield/Rate 2007 | Interest Earned/Paid 2008 | Interest Earned/Paid 2007 | Variance | Change Due to Rate | Change Due to Volume |
|--|------------------------------------|------------------------------------|----------------------------|----------------------------|--|--|--------------------|-----------------------------------|-------------------------------------|
| Earning Assets: | | | | | | | | | |
| Loans , Net of unearned Income (1) | \$587,931 | \$563,864 | 6.88% | 7.78% | \$40,431 | \$ 43,878 | \$ (3,447) | \$ (5,102) | \$ 1,655 |
| Investment securities: | | | | | | | | | |
| Taxable | 173,483 | 175,664 | 4.63% | 4.24% | 8,027 | 7,440 | 587 | 688 | (101) |
| Tax-exempt (2) | 27,146 | 21,972 | 6.03% | 6.21% | 1,636 | 1,365 | 271 | (41) | 312 |
| Federal funds sold and Securities purchased under agreement to resell | <u>24,439</u> | <u>30,246</u> | <u>2.38%</u> | <u>5.08%</u> | <u>581</u> | <u>1,536</u> | <u>(955)</u> | <u>(817)</u> | <u>(138)</u> |
| Total Earning Assets | <u>\$812,999</u> | <u>\$791,746</u> | <u>6.23%</u> | <u>6.85%</u> | <u>\$50,675</u> | <u>\$ 54,219</u> | <u>\$ (3,544)</u> | <u>\$ (5,272)</u> | <u>\$ 1,728</u> |
| Interest-bearing Liabilities: | | | | | | | | | |
| Interest-bearing deposits | \$586,569 | \$556,397 | 2.82% | 3.59% | \$16,539 | \$ 19,976 | \$ (3,437) | \$ (4,288) | \$ 851 |
| Federal funds purchased and securities sold under agreement to repurchase | 58,843 | 68,276 | 2.41% | 4.10% | 1,420 | 2,800 | (1,380) | (1,152) | (228) |
| Other short-term borrowings | <u>8,289</u> | <u>1,748</u> | <u>3.16%</u> | <u>4.69%</u> | <u>262</u> | <u>82</u> | <u>180</u> | <u>(27)</u> | <u>207</u> |
| Total Interest-bearing Liabilities | <u>653,701</u> | <u>626,421</u> | <u>2.79%</u> | <u>3.65%</u> | <u>18,221</u> | <u>22,858</u> | <u>(4,637)</u> | <u>(5,467)</u> | <u>830</u> |
| Interest-free Funds Supporting Earning Assets | 159,298 | 165,325 | | | | | | | |
| Total Funds Supporting Earning Assets | <u>\$812,999</u> | <u>\$791,746</u> | <u>2.24%</u> | <u>2.89%</u> | <u>\$18,221</u> | <u>\$ 22,858</u> | <u>\$ (4,637)</u> | <u>\$ (5,467)</u> | <u>\$ 830</u> |
| Interest Rate Spread | | | 3.44% | 3.20% | | | | | |
| Impact of Noninterest-bearing Funds on Net Yield on Earning Assets | | | <u>.55%</u> | <u>.76%</u> | | | | | |
| Net Yield on Earning Assets | | | <u>3.99%</u> | <u>3.96%</u> | <u>\$32,454</u> | <u>\$ 31,361</u> | | | |

(1) Includes non-accruing loans which do not have a material effect on the Net Yield on Earning Assets.

(2) Tax-equivalent adjustment based on a 34% tax rate.

CNB Corporation and Subsidiary
Rate/Volume Variance Analysis
For the Twelve Months Ended December 31, 2007 and 2006
(Dollars in Thousands)

| | Average Volume <u>2007</u> | Average Volume <u>2006</u> | Yield/Rate <u>2007</u> | Yield/Rate <u>2006</u> | Interest Earned/Paid <u>2007</u> | Interest Earned/Paid <u>2006</u> | <u>Variance</u> | Change Due to <u>Rate</u> | Change Due to <u>Volume</u> |
|--|---|---|-----------------------------------|-----------------------------------|---|---|------------------------|--|--|
| Earning Assets: | | | | | | | | | |
| Loans , Net of unearned Income (1) | \$563,864 | \$545,451 | 7.78% | 7.58% | \$43,878 | \$ 41,340 | \$ 2,538 | \$ 1,105 | \$ 1,433 |
| Investment securities: | | | | | | | | | |
| Taxable | 175,664 | 160,220 | 4.24% | 3.70% | 7,440 | 5,934 | 1,506 | 852 | 654 |
| Tax-exempt (2) | 21,972 | 19,252 | 6.21% | 6.31% | 1,365 | 1,215 | 150 | (19) | 169 |
| Federal funds sold and Securities purchased under agreement to resell | <u>30,246</u> | <u>27,148</u> | <u>5.08%</u> | <u>4.92%</u> | <u>1,536</u> | <u>1,335</u> | <u>201</u> | <u>44</u> | <u>157</u> |
| Total Earning Assets | <u>\$791,746</u> | <u>\$752,071</u> | <u>6.85%</u> | <u>6.62%</u> | <u>\$54,219</u> | <u>\$ 49,824</u> | <u>\$ 4,395</u> | <u>\$ 1,982</u> | <u>\$ 2,413</u> |
| Interest-bearing Liabilities: | | | | | | | | | |
| Interest-bearing deposits | \$556,397 | \$533,441 | 3.59% | 3.04% | \$19,976 | \$ 16,229 | \$ 3,747 | \$ 2,923 | \$ 824 |
| Federal funds purchased and securities sold under agreement to repurchase | 68,276 | 47,245 | 4.10% | 3.41% | 2,800 | 1,611 | 1,189 | 327 | 862 |
| Other short-term borrowings | <u>1,748</u> | <u>9,679</u> | <u>4.69%</u> | <u>5.74%</u> | <u>82</u> | <u>556</u> | <u>(474)</u> | <u>(102)</u> | <u>(372)</u> |
| Total Interest-bearing Liabilities | <u>626,421</u> | <u>590,365</u> | <u>3.65%</u> | <u>3.12%</u> | <u>22,858</u> | <u>18,396</u> | <u>4,462</u> | <u>3,148</u> | <u>1,314</u> |
| Interest-free Funds Supporting Earning Assets | 165,325 | 161,706 | | | | | | | |
| Total Funds Supporting Earning Assets | <u>\$791,746</u> | <u>\$752,071</u> | <u>2.89%</u> | <u>2.45%</u> | <u>\$22,858</u> | <u>\$ 18,396</u> | <u>\$ 4,462</u> | <u>\$ 3,148</u> | <u>\$ 1,314</u> |
| Interest Rate Spread | | | 3.20% | 3.50% | | | | | |
| Impact of Noninterest-bearing Funds on Net Yield on Earning Assets | | | <u>.76%</u> | <u>.68%</u> | | | | | |
| Net Yield on Earning Assets | | | <u>3.96%</u> | <u>4.18%</u> | <u>\$31,361</u> | <u>\$ 31,428</u> | | | |

(1) Includes non-accruing loans which do not have a material effect on the Net Yield on Earning Assets.

(2) Tax-equivalent adjustment based on a 34% tax rate.

INVESTMENT SECURITIES

The goal of the investment policy of the Bank is to provide for management of the investment securities portfolio in a manner designed to maximize portfolio yield over the long term consistent with liquidity needs, pledging requirements, asset/liability strategies, and safety/soundness concerns. Specific investment objectives include the desire to: provide adequate liquidity for loan demand, deposit fluctuations, and other changes in balance sheet mix; manage interest rate risk; maximize the institution's overall return; provide availability of collateral for pledging; and manage asset-quality diversification of the bank's assets. At December 31, 2008 and 2007, investment securities represented 23.0% and 25.0% of total assets, respectively. Total loans increased moderately during 2008 after a minimal increase in 2007. Loan growth in 2008 was attributable to an increase in loans secured by real estate and some growth in consumer loans. At December 31, 2008, 2007, and 2006, the Loans/Total Assets ratios were 68.4%, 66.3%, and 67.7%, respectively. Investment securities have correspondingly risen and fallen as a percentage of total assets.

Investment securities with a par value of \$174,673,000, \$182,651,000, and \$167,829,000 at December 31, 2008, 2007, 2006, respectively, were pledged to secure public deposits and for other purposes as required by law.

The following summaries reflect the book value, unrealized gains and losses, approximate market value, weighted-average tax-equivalent yields, and maturities on investment securities at December 31, 2008, 2007, 2006.

| December 31, 2008 | | | | | |
|----------------------------------|---------------------|--------------------------|-----------------------|---------------------|------------------------|
| (Dollars in Thousands) | | | | | |
| | <u>Book</u> | <u>Unrealized</u> | <u>Holding</u> | <u>Fair</u> | <u>Yield(1)</u> |
| AVAILABLE FOR SALE | <u>Value</u> | <u>Gains</u> | <u>Losses</u> | <u>Value</u> | |
| Government Sponsored Enterprises | | | | | |
| Within one year | \$ 3,725 | \$ 41 | \$ - | \$ 3,766 | 4.56% |
| One to five years | 151,174 | 2,030 | - | 153,204 | 3.66% |
| Six to ten years | <u>14,522</u> | <u>583</u> | <u>-</u> | <u>15,105</u> | <u>4.84%</u> |
| | <u>169,421</u> | <u>2,654</u> | <u>-</u> | <u>172,075</u> | <u>3.78%</u> |
| Mortgage Backed Securities | | | | | |
| Six to ten years | 507 | 18 | - | 525 | 4.91% |
| Over ten years | <u>3,021</u> | <u>63</u> | <u>-</u> | <u>3,084</u> | <u>4.65%</u> |
| | <u>3,528</u> | <u>81</u> | <u>-</u> | <u>3,609</u> | <u>4.66%</u> |
| State, county and municipal | | | | | |
| Within one year | 1,370 | 15 | - | 1,385 | 7.11% |
| One to five years | 4,243 | 133 | - | 4,376 | 7.03% |
| Six to ten years | 11,271 | 16 | 362 | 10,925 | 5.57% |
| Over ten years | <u>1,115</u> | <u>-</u> | <u>39</u> | <u>1,076</u> | <u>5.91%</u> |
| | <u>17,999</u> | <u>164</u> | <u>401</u> | <u>17,762</u> | <u>6.05%</u> |
| Other Investments | | | | | |
| CRA Qualified Investment Fund | 721 | - | - | 721 | -% |
| Mastercard International Stock | <u>11</u> | <u>-</u> | <u>-</u> | <u>11</u> | <u>-%</u> |
| | <u>732</u> | <u>-</u> | <u>-</u> | <u>732</u> | <u>-%</u> |
| Total available for sale | <u>\$191,680</u> | <u>\$ 2,899</u> | <u>\$ 401</u> | <u>\$194,178</u> | <u>4.01%</u> |
| HELD TO MATURITY | | | | | |
| State, county and municipal | | | | | |
| Within one year | \$ 795 | \$ 11 | \$ - | \$ 806 | 6.71% |
| One to five years | 1,481 | 9 | 8 | 1,482 | 5.40% |
| Six to ten years | 4,589 | 12 | 70 | 4,531 | 5.51% |
| Over ten years | <u>2,893</u> | <u>-</u> | <u>142</u> | <u>2,751</u> | <u>5.75%</u> |
| Total held to maturity | <u>\$ 9,758</u> | <u>\$ 32</u> | <u>\$ 220</u> | <u>\$ 9,570</u> | <u>5.66%</u> |

(1) Tax equivalent adjustment on tax exempt obligations based on a 34% tax rate.

As of the year ended December 31, 2008, the Bank did not hold any securities of an issuer that exceeded 10% of stockholders' equity.

INVESTMENT SECURITIES, continued

| December 31, 2007 | | | | | |
|----------------------------------|------------------------------|------------------------------------|----------------------------------|------------------------------|------------------------|
| (Dollars in Thousands) | | | | | |
| | <u>Book Value</u> | <u>Unrealized Gains</u> | <u>Holding Losses</u> | <u>Fair Value</u> | <u>Yield(1)</u> |
| AVAILABLE FOR SALE | | | | | |
| Government Sponsored Enterprises | | | | | |
| Within one year | \$ 61,611 | \$ 2 | \$ 236 | \$ 61,377 | 3.56% |
| One to five years | 103,464 | 1,408 | 8 | 104,864 | 5.03% |
| Six to ten years | <u>18,276</u> | <u>407</u> | <u>-</u> | <u>18,683</u> | <u>5.28%</u> |
| | <u>183,351</u> | <u>1,817</u> | <u>244</u> | <u>184,924</u> | <u>4.56%</u> |
| Mortgage Backed Securities | | | | | |
| Six to ten years | 389 | 11 | - | 400 | 5.77% |
| Over ten years | <u>846</u> | <u>4</u> | <u>20</u> | <u>830</u> | <u>4.88%</u> |
| | <u>1,235</u> | <u>15</u> | <u>20</u> | <u>1,230</u> | <u>5.16%</u> |
| State, county and municipal | | | | | |
| Within one year | 209 | 3 | - | 212 | 7.08% |
| One to five years | 6,244 | 166 | - | 6,410 | 6.98% |
| Six to ten years | 1,916 | 16 | 6 | 1,926 | 5.56% |
| Over ten years | <u>10,758</u> | <u>10</u> | <u>49</u> | <u>10,719</u> | <u>5.60%</u> |
| | <u>19,127</u> | <u>195</u> | <u>55</u> | <u>19,267</u> | <u>6.06%</u> |
| Other Investments | | | | | |
| CRA Qualified Investment Fund | 701 | - | - | 701 | -% |
| Mastercard International Stock | <u>11</u> | <u>-</u> | <u>-</u> | <u>11</u> | <u>-%</u> |
| | <u>712</u> | <u>-</u> | <u>-</u> | <u>712</u> | <u>-%</u> |
| Total available for sale | <u>\$204,425</u> | <u>\$ 2,027</u> | <u>\$ 319</u> | <u>\$206,133</u> | <u>4.71%</u> |
| HELD TO MATURITY | | | | | |
| State, county and municipal | | | | | |
| Within one year | \$ 250 | \$ - | \$ - | \$ 250 | 7.56% |
| One to five years | 1,438 | 32 | - | 1,470 | 6.94% |
| Six to ten years | 3,764 | 20 | 5 | 3,779 | 5.52% |
| Over ten years | <u>2,259</u> | <u>-</u> | <u>27</u> | <u>2,232</u> | <u>5.41%</u> |
| Total held to maturity | <u>\$ 7,711</u> | <u>\$ 52</u> | <u>\$ 32</u> | <u>\$ 7,731</u> | <u>5.82%</u> |

(1) Tax equivalent adjustment on tax exempt obligations based on a 34% tax rate.

As of the year ended December 31, 2007, the Bank did not hold any securities of an issuer that exceeded 10% of stockholders' equity.

INVESTMENT SECURITIES, continued

| December 31, 2006 | | | | | |
|----------------------------------|---------------------|--------------------------|-----------------------|---------------------|------------------------|
| (Dollars in Thousands) | | | | | |
| | <u>Book</u> | <u>Unrealized</u> | <u>Holding</u> | <u>Fair</u> | <u>Yield(1)</u> |
| AVAILABLE FOR SALE | <u>Value</u> | <u>Gains</u> | <u>Losses</u> | <u>Value</u> | |
| Government Sponsored Enterprises | | | | | |
| Within one year | \$ 68,676 | \$ - | \$ 687 | \$ 67,989 | 3.29% |
| One to five years | 86,891 | 14 | 1,374 | 85,531 | 3.96% |
| Six to ten years | <u>1,996</u> | <u>-</u> | <u>-</u> | <u>1,996</u> | <u>5.29%</u> |
| | <u>157,563</u> | <u>14</u> | <u>2,061</u> | <u>155,516</u> | <u>3.69%</u> |
| Mortgage Backed Securities | | | | | |
| Six to ten years | 456 | 12 | - | 468 | 5.87% |
| Over ten years | <u>389</u> | <u>-</u> | <u>27</u> | <u>362</u> | <u>3.63%</u> |
| | <u>845</u> | <u>12</u> | <u>27</u> | <u>830</u> | <u>4.84%</u> |
| State, county and municipal | | | | | |
| Within one year | 4,531 | 1 | 3 | 4,529 | 5.31% |
| One to five years | 7,931 | 173 | 1 | 8,103 | 6.97% |
| Six to ten years | 1,511 | 34 | - | 1,545 | 6.12% |
| Over ten years | <u>2,711</u> | <u>-</u> | <u>8</u> | <u>2,703</u> | <u>5.66%</u> |
| | <u>16,684</u> | <u>208</u> | <u>12</u> | <u>16,880</u> | <u>6.23%</u> |
| Other Investments | | | | | |
| CRA Qualified Investment Fund | 346 | - | - | 346 | -% |
| Mastercard International Stock | <u>10</u> | <u>-</u> | <u>-</u> | <u>10</u> | <u>-%</u> |
| | <u>356</u> | <u>-</u> | <u>-</u> | <u>356</u> | <u>-%</u> |
| Total available for sale | <u>\$175,448</u> | <u>\$ 234</u> | <u>\$2,100</u> | <u>\$173,582</u> | <u>3.93%</u> |
| HELD TO MATURITY | | | | | |
| State, county and municipal | | | | | |
| Within one year | \$ 1,345 | \$ 7 | \$ - | \$ 1,352 | 7.38% |
| One to five years | 1,841 | 37 | - | 1,878 | 7.06% |
| Over ten years | <u>1,129</u> | <u>21</u> | <u>-</u> | <u>1,150</u> | <u>5.98%</u> |
| Total held to maturity | <u>\$ 4,315</u> | <u>\$ 65</u> | <u>\$ -</u> | <u>\$ 4,380</u> | <u>6.88%</u> |

(1) Tax equivalent adjustment on tax exempt obligations based on a 34% tax rate.

As of the year ended December 31, 2006, the Bank did not hold any securities of an issuer that exceeded 10% of stockholders' equity.

LOAN PORTFOLIO

LENDING ACTIVITIES

The Company engages, through the Bank, in a full complement of lending activities, including commercial, consumer, installment and real estate loans.

Real Estate Loans

One of the primary components of the Bank's loan portfolio are loans secured by first or second mortgages on residential and commercial real estate. These loans will generally consist of commercial real estate loans, construction and development loans and residential real estate loans (including home equity and second mortgage loans). Interest rates are generally fixed but adjustable rates are also utilized for some commercial purpose loans. The bank seeks to manage credit risk in the commercial real estate portfolio by emphasizing loans on owner-occupied office and retail buildings. In addition, the Bank typically requires personal guarantees of the principal owners of the property. The Bank may also facilitate mortgage loans funded and owned by investors in the secondary market, earning a fee, but avoiding the interest rate risk of holding long-term, fixed-rate loans. The principal economic risk associated with all loans, including real estate loans, is the creditworthiness of the Bank's borrowers. The ability of a borrower to repay a real estate loan will depend upon a number of economic factors, including employment levels and fluctuations in the value of real estate. In the case of a real estate construction loan, there is generally no income from the underlying property during the construction period, borrowings may exceed the current value of the improvements to the property, and the developer's personal obligations under the loan may be limited. Each of these factors increases the risk of nonpayment by the borrower. In the case of a real estate purchase loan and other first mortgage real estate loans structured with a balloon payment, the borrower may be unable to repay the loan at the end of the loan term and may thus be forced to refinance the loan at a higher interest rate, or, in certain cases, the borrower may default as a result of an inability to refinance the loan. In either case, the risk of nonpayment by the borrower is increased. The Bank will also face additional credit risks to the extent that it engages in making adjustable rate mortgage loans ("ARMs"). In the case of an ARM, as interest rates increase, the borrower's required payments increase periodically, thus increasing the potential for default (See "Adjustable Rate Mortgage Loans" below). The marketability of all real estate loans, including ARMs, is also generally affected by the prevailing level of interest rates. Bank management monitors loans with loan-to-value ratios in excess of regulatory guidelines and secured by real estate in accordance with guidance as set forth by regulatory authorities. Aggregate levels of both commercial and residential real estate loans with loan-to-value ratios above regulatory guidelines are reported to the Bank's Board of Directors on a quarterly basis in total dollars and as a percent of capital. Additionally, loans in excess of \$500,000 with a loan-to-value ratio exception are simultaneously reported on an individual basis. The total of loans with loan-to-value ratio exceptions are maintained within regulatory limitations. The total amount of loans with loan-to-value ratios in excess of regulatory guidelines totaled \$50,289,000 and \$40,862,000 or 8.4% and 7.1% of total loans at fiscal year-ends December 31, 2008 and 2007, respectively.

Commercial Loans

The Bank makes loans for commercial purposes in various lines of business. The commercial loans will include both secured and unsecured loans for working capital (including inventory and receivables), loans for business expansion (including acquisition of real estate and improvements), and loans for purchases of equipment. When taken, security usually consists of liens on inventories, receivables, equipment, and furniture and fixtures. Unsecured business loans are generally short-term with emphasis on repayment strengths and low debt-to-worth ratios. Commercial lending involves significant risk because repayment usually depends on the cash flows generated by a borrower's business, and debt service capacity can deteriorate because of downturns in national and local economic conditions. Management generally controls risks by conducting more in-depth and ongoing financial analysis of a borrower's cash flows and other financial information.

Consumer Loans

The Bank makes a variety of loans to individuals for personal and household purposes, including secured and unsecured installment and term loans, home equity loans and lines of credit and unsecured revolving lines of credit such as credit cards. The secured installment and term loans to consumers will generally consist of loans to purchase automobiles, boats, recreational vehicles, mobile homes and household furnishings, with the collateral for each loan being the purchased property. The underwriting criteria for home equity loans will generally be the same as applied by the Bank when making a first mortgage loan, as described above, but more restrictive for home equity lines of credit. Consumer loans generally involve more credit risks than other loans because of the type and nature of the underlying collateral or because of the absence of any collateral. Consumer loan repayments are dependent on the borrower's continuing financial stability and are likely to be adversely affected by job loss, divorce and illness. Furthermore, the application of various federal and state laws, including federal and state bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans in the case of default. In most cases, any repossessed collateral will not provide an adequate source of repayment of the outstanding loan balance. Although the underwriting process for consumer loans includes a comparison of the value of the security, if any, to the proposed loan amount, the Bank cannot predict the extent to which the borrower's ability to pay, and the value of the security, will be affected by prevailing economic and other conditions.

LOAN PORTFOLIO

LENDING ACTIVITIES (Continued)

Adjustable Rate Mortgage Loans

The Bank offers adjustable rate mortgages (ARMs)(as defined by regulatory authorities) for consumer purpose real estate loans only in the form of revolving equity lines of credit. ARMs are typically offered as an alternative structuring only on commercial purpose real estate loans and other commercial purpose loans. Variable rate loans, the majority of which are real estate secured, totaled \$121,396,000 and \$149,865,000 or 20.3% and 26.1% of total loans at fiscal year-ends December 31, 2008 and 2007, respectively. (The Bank does not offer any loan products which provide for planned graduated payments or loans which allow negative amortization.)

Loan Approval and Review

The Bank's loan approval policies provide for various levels of officer lending authority. When the amount of aggregate loans to a single borrower exceeds an individual officer's lending authority, the loan request will be considered and approved by an officer with a higher lending limit or by the Credit Committee as established by the Board of Directors. The Loan Committee of the Board of Directors recommends to the Board of Directors the lending limits for the Bank's loan officers. The Bank has an in-house lending limit to a single borrower, group of borrowers, or related entities, of the lesser of \$10,000,000 or 15% of capital. An unsecured limit (aggregate) for the Bank is set at 85% of total capital.

CLASSIFICATION OF LOANS

The following is a summary of loans, in thousands of dollars, at December 31, 2008, 2007, 2006, 2005, 2004 by major classification:

| | <u>2008</u> | <u>2007</u> | <u>2006</u> | <u>2005</u> | <u>2004</u> |
|--|------------------|------------------|------------------|------------------|------------------|
| Real Estate Loans – mortgage | \$366,948 | \$350,138 | \$361,707 | \$324,475 | \$262,543 |
| - construction | 92,010 | 83,398 | 74,564 | 50,210 | 39,525 |
| Loans to farmers | 3,119 | 3,264 | 3,097 | 1,912 | 1,582 |
| Commercial and industrial loans | 89,348 | 88,106 | 83,375 | 84,474 | 66,184 |
| Loans to individuals for household family and other consumer expenditures | 46,278 | 47,731 | 44,124 | 41,400 | 35,583 |
| All other loans, including Overdrafts and deferred loan costs | 578 | 1,114 | 458 | 1,455 | 1,566 |
| Gross Loans | <u>598,281</u> | <u>573,751</u> | <u>567,325</u> | <u>503,926</u> | <u>406,983</u> |
| Less allowance for loan losses | <u>(7,091)</u> | <u>(6,507)</u> | <u>(6,476)</u> | <u>(5,918)</u> | <u>(5,104)</u> |
| Net loans | <u>\$591,190</u> | <u>\$567,244</u> | <u>\$560,849</u> | <u>\$498,008</u> | <u>\$401,879</u> |

MATURITIES AND SENSITIVITY OF LOANS TO CHANGES IN INTEREST RATES (Thousands of Dollars)

The Company's loan portfolio contained approximately \$473,895 and \$423,025 in total fixed rate loans and approximately \$121,396 and \$149,865 in variable rate loans as of December 31, 2008 and 2007, respectively. At December 31, 2008, and 2007, fixed rate loans with maturities in excess of one year amounted to approximately \$316,519 and \$275,452, respectively, and variable rate loans with maturities in excess of one year amounted to approximately \$34,128 and \$36,835 for the same periods, respectively. As of December 31, 2008, fixed rate loans due after one year through five years totaled \$246,381 and fixed rate loans due after five years totaled \$70,138. Also as of December 31, 2008, variable rate loans due after one year through five years totaled approximately \$34,128 and variable rate loans due after five years totaled \$0. Fixed rate loans are those on which the interest rate generally cannot be changed for the term of the loan. Variable rate loans are those on which the interest rate can be adjusted to changes in the Bank's prime rate.

NONACCRUAL, PAST DUE AND RESTRUCTURED LOANS

The following schedule summarizes the amount of nonaccrual, past due, and restructured loans, in thousands of dollars, for the periods ended December 2008, 2007, 2006, 2005, and 2004:

| | <u>2008</u> | <u>2007</u> | <u>2006</u> | <u>2005</u> | <u>2004</u> |
|---|-------------|-------------|-------------|-------------|-------------|
| Nonaccrual loans | \$ 2,990 | \$ 861 | \$ 897 | \$ 405 | \$ 880 |
| Accruing loans which are contractually past due 90 days or more as to principal or interest payments | \$ 608 | \$ 147 | \$ 232 | \$ 277 | \$ 93 |
| Restructured troubled debt | - | \$ 25 | - | - | - |

Information relating to interest income on nonaccrual and renegotiated loans outstanding, in thousands of dollars, for the years ended December 31, 2008, 2007, 2006, 2005, and 2004 is as follows:

| | <u>2008</u> | <u>2007</u> | <u>2006</u> | <u>2005</u> | <u>2004</u> |
|--|-------------|-------------|-------------|-------------|-------------|
| Interest included in income during the year | \$ 103 | \$ 33 | \$ 27 | \$ 8 | \$ 28 |
| Interest which would have been included at the original contract rates (includes amount included in income) | \$ 288 | \$ 94 | \$ 65 | \$ 34 | \$ 69 |

Accruing loans which are contractually past due 90 days or more are graded substandard within the Bank's internal loan grading system and come under heightened scrutiny. Typically, a loan will not remain in the 90 days past due category, but will either show improvement or be moved to nonaccrual loans. Loans are placed in a nonaccrual status when, in the opinion of management, the collection of additional interest is questionable. Thereafter no interest is taken into income unless received in cash or until such time as the borrower demonstrates the ability to pay principal and interest.

POTENTIAL PROBLEM LOANS

In addition to those loans disclosed under "Nonaccrual, Past Due, and Restructured Loans", there are certain loans in the portfolio which are not yet 90 days past due but about which management has concerns regarding the ability of the borrower to comply with present loan repayment terms. Such loans and non-accrual loans of \$100,000 or more are classified as impaired. Problem loan identification includes a review of individual loans, the borrower's and guarantor's financial capacity and position, loss potential, and present economic conditions. A specific allocation is provided for impaired loans not yet to be placed in non-accrual status and not yet to be written down to fair value in management's determination of the allowance for loan losses.

As of December 31, 2008, all loans which management had identified as impaired totaled \$4,158, including \$1,075 of the \$2,990 in non-accrual loans outlined in the preceding schedule.

FOREIGN OUTSTANDINGS

As of the year ended December 31, 2008, the Company had no foreign loans outstanding.

LOAN CONCENTRATIONS

As of the year ended December 31, 2008, the Company did not have any concentration of loans to multiple borrowers engaged in similar activities that would cause them to be similarly affected by economic or other conditions exceeding 10% of total loans which are not otherwise disclosed as a category of loans in the tables above.

SUMMARY OF LOAN LOSS EXPERIENCE

ALLOWANCE FOR LOAN LOSSES

The following table summarizes loan balances as of the end of each period indicated, averages for each period, changes in the allowance for loan losses arising from charge-offs and recoveries by loan category, and additions to the allowance which have been charged to expense.

The allowance for loan losses is increased by the provision for loan losses, which is a direct charge to expense. Losses on specific loans are charged against the allowance in the period in which management determines that such loans become uncollectible. Recoveries of previously charged-off loans are credited to the allowance.

| | Years Ended December 31, | | | | |
|---|---------------------------------|--------------------|--------------------|--------------------|--------------------|
| | <u>2008</u> | <u>2007</u> | <u>2006</u> | <u>2005</u> | <u>2004</u> |
| | (Thousands of Dollars) | | | | |
| Loans: | | | | | |
| Average loans outstanding for the period | <u>\$587,931</u> | <u>\$563,864</u> | <u>\$545,451</u> | <u>\$453,610</u> | <u>\$386,899</u> |
| Allowance for loan losses: | | | | | |
| Balance at the beginning of period | <u>\$ 6,507</u> | <u>\$ 6,476</u> | <u>\$ 5,918</u> | <u>\$ 5,104</u> | <u>\$ 4,524</u> |
| Charge-offs: | | | | | |
| Commercial, financial, and agricultural | \$ 896 | \$ 732 | \$ 188 | \$ 324 | \$ 281 |
| Real Estate - construction and mortgage | 750 | 127 | 44 | 52 | 22 |
| Loans to individuals | <u>836</u> | <u>587</u> | <u>677</u> | <u>445</u> | <u>514</u> |
| Total charge-offs | <u>\$ 2,482</u> | <u>\$ 1,446</u> | <u>\$ 909</u> | <u>\$ 821</u> | <u>\$ 817</u> |
| Recoveries: | | | | | |
| Commercial, financial, and agricultural | \$ 278 | \$ 96 | \$ 201 | \$ 72 | \$ 45 |
| Real Estate - construction and mortgage | 44 | 25 | 154 | 85 | 1 |
| Loans to individuals | <u>211</u> | <u>211</u> | <u>304</u> | <u>203</u> | <u>196</u> |
| Total recoveries | <u>\$ 533</u> | <u>\$ 332</u> | <u>\$ 659</u> | <u>\$ 360</u> | <u>\$ 242</u> |
| Net charge-offs | <u>\$ 1,949</u> | <u>\$ 1,114</u> | <u>\$ 250</u> | <u>\$ 461</u> | <u>\$ 575</u> |
| Additions charged to operations | <u>\$ 2,533</u> | <u>\$ 1,145</u> | <u>\$ 808</u> | <u>\$ 1,275</u> | <u>\$ 1,155</u> |
| Balance at end of period | <u>\$ 7,091</u> | <u>\$ 6,507</u> | <u>\$ 6,476</u> | <u>\$ 5,918</u> | <u>\$ 5,104</u> |
| Net Charge-offs as a Percentage of Average Loans Outstanding | <u>.33%</u> | <u>.20%</u> | <u>.05%</u> | <u>.10%</u> | <u>.15%</u> |

The allowance for loan losses is maintained at an amount based on considerations of classified and internally-identified problem loans, the current trend in delinquencies, the volume of past-due loans, historical loss experience, current economic conditions, over-margined real estate loans, if any, the effects of changes in risk selection or underwriting practices, the experience, ability and depth of lending management and staff, industry conditions, the effect of changes in concentrations of credit, and loan administration risks. In addition, the Asset/Liability Management Committee and the Credit Committee review the adequacy of the allowance quarterly and make recommendations regarding the appropriate degree of consideration to be given the various factors utilized in determining the allowance and to make recommendations as to the appropriate amount of the allowance.

The Board of Directors maintains an independent Loan Review function which has established controls and procedures to monitor loan portfolio risk on an on-going basis. Credit reviews on all major relationships are conducted on a continuing basis as is the monitoring of past-due trends and classified assets. The function utilizes various methodologies in its assessment of the adequacy of the Allowance for Loan Losses. Three primary measurements are reported to the Board of Directors on a quarterly basis, the Graded Loan Method based on a bank-wide risk grading model, the Migration Analysis Method which tracks risk patterns on charged-off loans for the previous 10 years, and the Percentage of Net Loans Method. Additionally, the function annually reviews the economic assessment conducted by Loan Administration, addresses portfolio risk by industry concentration, reviews loan policy changes and marketing strategies for any effect on portfolio risk, and conducts tests addressing portfolio performance by type of portfolio, collateral type, and loan officer performance.

Management utilizes the best information available to establish the allowance for loan losses. However, future adjustments to the allowance or to the reserve adequacy methodology may be necessary if economic conditions differ substantially, the required methodology is altered by regulatory authorities governing the Company or the Bank, or alternative accounting methodologies are promulgated by the Public Company Accounting Oversight Board.

The following table presents an estimated allocation of the allowance for loan losses at December 31, 2008, 2007, 2006, 2005, and 2004. This table is presented based on the regulatory reporting classifications of the loans. This allocation of the allowance for loan and lease losses is calculated on an approximate basis and is not necessarily indicative of future losses or allocations. The entire amount of the allowance is available to absorb losses occurring in any category of loans and leases.

ALLOCATION OF ALLOWANCE FOR LOAN LOSSES
(Dollars in Thousands)

| | <u>2008</u> | | <u>2007</u> | | <u>2006</u> | | <u>2005</u> | | <u>2004</u> | |
|--|----------------|---|----------------|---|----------------|---|----------------|---|----------------|---|
| | <u>Amount</u> | <u>% Loans in each category</u> | <u>Amount</u> | <u>% Loans in each category</u> | <u>Amount</u> | <u>% Loans in each category</u> | <u>Amount</u> | <u>% Loans in each category</u> | <u>Amount</u> | <u>% Loans in each category</u> |
| <u>Balance applicable to:</u> | | | | | | | | | | |
| Commercial Industrial, Farm Loans | \$1,608 | 15.5% | \$1,527 | 17.3% | \$1,265 | 16.0% | \$1,217 | 16.7% | \$ 936 | 16.8% |
| Real Estate - Construction and Mortgage | 1,388 | 76.7% | 584 | 74.0% | 507 | 75.5% | 367 | 73.1% | 320 | 72.9% |
| Loans to Individuals | 945 | 7.7% | 866 | 7.7% | 1,090 | 7.4% | 978 | 7.9% | 728 | 8.6% |
| Other Loans | 30 | .1% | 21 | 1.0% | 23 | 1.1% | 50 | 2.3% | 25 | 1.7% |
| Environmental Factors | 3,120 | - | 3,469 | - | 3,452 | - | 3,155 | - | 2,721 | - |
| Unallocated | <u>-</u> | <u>-</u> | <u>40</u> | <u>-</u> | <u>139</u> | <u>-</u> | <u>151</u> | <u>-</u> | <u>374</u> | <u>-</u> |
| Total | <u>\$7,091</u> | 100% | <u>\$6,507</u> | 100% | <u>\$6,476</u> | 100% | <u>\$5,918</u> | 100% | <u>\$5,104</u> | 100% |

DEPOSITS

AVERAGE DEPOSITS BY CLASSIFICATION

The following table sets forth the classification of average deposits for the indicated period, in thousands of dollars:

| | Years Ended December 31, | | |
|-------------------------------------|---------------------------------|-------------------------|-------------------------|
| | <u>2008</u> | <u>2007</u> | <u>2006</u> |
| Noninterest bearing demand deposits | \$115,724 | \$132,765 | \$143,325 |
| Interest bearing demand deposits | 87,711 | 91,948 | 100,392 |
| Money Market Deposits | 81,783 | 80,343 | 83,436 |
| Savings deposits | 47,596 | 48,502 | 53,809 |
| Health savings deposits | 818 | 586 | 338 |
| Time deposits | 328,629 | 301,129 | 265,245 |
| Individual retirement accounts | <u>40,032</u> | <u>33,889</u> | <u>30,221</u> |
| Total deposits | <u><u>\$702,293</u></u> | <u><u>\$689,162</u></u> | <u><u>\$676,766</u></u> |

AVERAGE RATES PAID ON DEPOSITS

The following table sets forth average rates paid on categories of interest-bearing deposits for the periods indicated:

| | Years Ended December 31, | | |
|--|---------------------------------|--------------------|--------------------|
| | <u>2008</u> | <u>2007</u> | <u>2006</u> |
| Interest bearing demand deposits | .34% | .38% | .38% |
| Money Market Deposits | 1.53% | 2.99% | 2.79% |
| Savings deposits | 1.29% | 1.69% | 1.63% |
| Health savings deposits | 3.06% | 3.75% | 3.85% |
| Time deposits | 3.85% | 4.91% | 4.31% |
| Individual retirement account deposits | 4.20% | 4.70% | 3.96% |

MATURITIES OF TIME DEPOSITS

The following table sets forth the maturity of time deposits in thousands of dollars, at December 31, 2008:

| | Time Deposits of \$100,000 or <u>more</u> | Time Deposits of Less Than \$100,000 | Total Time Deposits |
|----------------------------------|--|---|------------------------------------|
| Maturity within 3 months or less | \$ 89,105 | \$ 42,112 | \$ 131,217 |
| Over 3 through 6 months | 36,310 | 37,620 | 73,930 |
| Over 6 through 12 months | 51,493 | 46,775 | 98,268 |
| Over 12 months | <u>33,761</u> | <u>30,367</u> | <u>64,128</u> |
| Total | <u><u>\$210,669</u></u> | <u><u>\$156,874</u></u> | <u><u>\$367,543</u></u> |

RETURN ON EQUITY AND ASSETS

The following table presents certain ratios relating to the Company's equity and assets:

| | Years Ended December 31, | | |
|--|---------------------------------|--------------------|--------------------|
| | <u>2008</u> | <u>2007</u> | <u>2006</u> |
| Return on average total assets(1) | 1.04% | 1.15% | 1.24% |
| Return on average stockholders' equity(2) | 10.65% | 11.93% | 13.36% |
| Cash dividend payout ratio(3) | 49.02% | 46.50% | 45.26% |
| Average equity to average assets ratio (4) | 9.78% | 9.61% | 9.25% |

(1) Net income divided by average total assets.

(2) Net income divided by average equity.

(3) Dividends per share divided by net income per share

(4) Average equity divided by average total assets.

SHORT-TERM BORROWINGS

Federal funds purchased and securities sold under repurchase agreements are short-term borrowings which generally mature within 180 days from the dates of issuance. No other category of short-term borrowings had an average balance outstanding during the reported period which represented 30 percent or more of stockholders' equity at the end of the period.

The following is a summary of federal funds purchased and securities sold under repurchase agreements outstanding at December 31 of each reported period, in thousands of dollars:

| | December 31, | | |
|--|---------------------|--------------------|--------------------|
| | <u>2008</u> | <u>2007</u> | <u>2006</u> |
| Federal funds purchased and securities sold under agreement to repurchase | \$67,415 | \$60,936 | \$72,330 |

The following information relates to outstanding federal funds purchased and securities sold under repurchase agreements during 2008, 2007, and 2006, in thousands of dollars:

| | Maximum Amount Outstanding at Any Month End | | | Weighted Average Interest Rate at December 31, | | |
|--|--|--------------------|--------------------|---|--------------------|--------------------|
| | <u>2008</u> | <u>2007</u> | <u>2006</u> | <u>2008</u> | <u>2007</u> | <u>2006</u> |
| Federal funds purchased and securities sold under agreement to repurchase | \$67,415 | \$72,927 | \$72,330 | 1.86% | 4.20% | 4.39% |

| | Years ended December 31, | | |
|---|---------------------------------|--------------------|--------------------|
| | <u>2008</u> | <u>2007</u> | <u>2006</u> |
| Federal funds purchased and securities sold under agreement to repurchase - average daily amount outstanding during the year | \$58,843 | \$68,276 | \$47,245 |
| Weighted average interest rate paid | 2.41% | 4.10% | 3.41% |

ITEM 1A. RISK FACTORS

An investment in our common stock involves a significant degree of risk. Any of the following risks could adversely affect our business, our results of operations and our financial condition, as well as the price of our common 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

Our growth strategy may not be successful.

We have plans to maintain our recent asset and deposit growth through the opening of additional branch locations and the hiring of additional bankers. We may not be successful in identifying or obtaining suitable new branch locations or receiving regulatory approval for them, or employing and retaining suitable bankers, on terms that we can afford and that are attractive to us. Even if we successfully open additional branch locations and hire additional bankers, we may not achieve the asset and deposit growth that we seek because of competition or poor economic conditions, or for other reasons.

Our growth strategy may reduce our earnings in the near term.

We expect each new office we open to take several years to become profitable and we cannot guarantee that any new office will ever become profitable. We expect that by having a number of new offices at any given time, our ability to operate at higher levels of profitability will be reduced until our new offices can operate at levels of profitability that equal or exceed our older offices.

Our growth strategy may require future increases in capital that we may not be able to accomplish.

We are required by banking regulators to maintain various ratios of capital to assets. As our assets continue to grow we expect our capital ratios to decline unless we can also continue to increase our earnings or raise sufficient new capital to keep pace with asset growth. Our ability to raise additional capital, if needed, will depend, among other things, on conditions in the capital markets at that time, which are outside our control, and on our financial condition and performance. If we are unable to limit a capital ratio decline by increasing our capital, we will have to restrict our asset growth to the amount our earnings will support.

We may be unable to manage our sustained growth successfully.

We have grown substantially in the last several years. Although we may not continue to grow as fast as we have in the past, we intend to expand our asset base. Our future profitability will depend in part on our ability to manage growth successfully. Our ability to manage growth successfully will depend on our ability to maintain cost controls and asset quality while attracting additional loans and deposits, as well as on factors beyond our control, such as economic conditions and interest rate trends. If we grow quickly and are not able to control costs and maintain asset quality, growth could materially adversely affect our financial performance.

We depend on the services of a number of key personnel, and a loss of any of those personnel could disrupt our operations and result in reduced revenues.

We are a relationship-driven organization. Our growth and development in recent years have depended in large part on the efforts of several members of our senior management team. These senior officers have primary contact with our customers and are extremely important in maintaining personalized relationships with our customer base, which are key aspects of our business strategy, and in increasing our market presence. The unexpected loss of services of one or more of these key employees could have a material adverse effect on our operations and possibly result in reduced revenues if we were unable to find suitable replacements promptly.

If our loan customers do not pay us as they have contracted to, we may experience losses.

Our principal revenue producing business is making loans. If our customers do not repay the loans, we will suffer losses. Even though we maintain an allowance for loan losses, the amount of the allowance may not be adequate to cover the losses we experience. We attempt to mitigate this risk by a thorough review of the creditworthiness of loan customers. Nevertheless, there is risk that our credit evaluations will prove to be inaccurate due to changed circumstances or otherwise.

ITEM 1A. RISK FACTORS - Continued

Risks Related to Our Business - Continued

Our business is concentrated in Horry County and the "Waccamaw Neck" region of Georgetown County, and a downturn in the economy of the Horry County and the Waccamaw Neck area, a decline in real estate values in the Horry County and the Waccamaw Neck areas or other events in our market area may adversely affect our business.

Substantially all of our business is located in the Horry County and the "Waccamaw Neck" region of Georgetown County areas in coastal South Carolina. As a result, our financial condition and results of operations may be affected by changes in the Horry County and the Waccamaw Neck economies. A prolonged period of economic recession, a general decline in Horry County and the Waccamaw Neck area real estate values or other adverse economic conditions in Horry County and the Waccamaw Neck and South Carolina may result in decreases in demand for our services, increases in nonpayment of loans and decreases in the value of collateral securing loans, which could have a material adverse effect on our business, future prospects, financial condition or results of operations.

We operate in an area susceptible to hurricane and other weather related damage which could disrupt our business and reduce our profitability.

Nearly all of our business and our customers are located in coastal South Carolina, an area that often experiences damage from hurricanes and other weather phenomena. We attempt to mitigate such risk with insurance and by requiring insurance on property taken as collateral. However, catastrophic weather damage to a large portion of our market area could cause substantial disruptions to our business and our customers' businesses which would reduce our profitability for some period.

We face strong competition from larger, more established competitors which may adversely affect our ability to operate profitably.

We encounter strong competition from financial institutions operating in the greater Horry/Georgetown County and Grand Strand areas of South Carolina. In the conduct of our business, we also compete with credit unions, insurance companies, money market mutual funds and other financial institutions, some of which are not subject to the same degree of regulation as we are. Many of these competitors have substantially greater resources and lending abilities than we have and offer services, such as investment banking, insurance, trust and international banking services that we do not provide. We believe that we have been able to, and will continue to be able to, compete effectively with these institutions because of our experienced bankers and personalized service, as well as through loan participations and other strategies and techniques. However, we cannot promise that we are correct in our belief. If we are wrong, our ability to operate profitably may be negatively affected.

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

The financial services industry continues to undergo rapid technological changes with frequent introductions of new technology-driven products and services. In addition to enabling financial institutions to serve clients better, the effective use of technology may increase efficiency and may enable financial institutions to reduce costs. Our future success may 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 our 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 of our competitors have substantially greater resources to invest in technological improvements.

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

Our profitability depends upon our net interest income, which is the difference between interest earned on our interest earning assets, such as loans and investment securities, and interest expense on interest bearing liabilities, such as deposits and borrowings. Our net interest income will be adversely affected if market interest rates change such that the interest we pay on deposits and borrowings increases faster than the interest earned on loans and investments, or, conversely, if the interest earned on loans and investments decreases faster than the interest we pay on deposits and borrowings. Interest rates, and consequently our results of operations, are affected by general economic conditions (domestic and foreign) and fiscal and monetary policies. Monetary and fiscal policies may materially affect the level and direction of interest rates. Beginning in June 2004 through June 2006, the Federal Reserve raised rates 17 times for a total increase of 4.25%. Increases in interest rates generally decrease the market values of interest earning investments and loans held and therefore may adversely affect our liquidity and earnings. Increased interest rates also generally affect the volume of mortgage loan originations, and the ability of borrowers to perform under existing loans of all types. Since September 18, 2007, the Federal Reserve has decreased interest rates significantly. Decreases in interest rates generally have the opposite affect on market values of interest-bearing assets, the volume of mortgage loan originations, and the ability of borrowers to perform under existing loans of all types.

ITEM 1A. RISK FACTORS – Continued

Risks Related to Our Common Stock

Our common stock has a limited trading market, which may make the prompt execution of sale transactions difficult.

Although our common stock may be traded from time to time on an individual basis, no active trading market has developed and none is expected to develop in the foreseeable future. Our common stock is not traded on any exchange. Accordingly, shareholders who wish to sell shares may experience a delay or have to sell them at lower prices than they seek in order to sell them promptly, if at all.

There is no guarantee we will continue to pay cash dividends in the future at the same or any level.

Declaration and payment of dividends are within the discretion of our board of directors. Our bank is currently our only source of funds with which to pay cash dividends. Our bank's declaration and payment of future dividends to us are within the discretion of the bank's board of directors, and are dependent upon its earnings, financial condition, its need to retain earnings for use in the business and any other pertinent factors. The bank's payment of dividends is also subject to various regulatory requirements and the ability of the bank's regulators to forbid or limit its payment of dividends.

Provisions in our articles of incorporation and South Carolina law may discourage or prevent takeover attempts, and these provisions may have the effect of reducing the market price for our stock.

Our articles of incorporation include several provisions that may have the effect of discouraging or preventing hostile takeover attempts. The provisions include staggered terms for our board of directors and requirements of supermajority votes to approve certain business transactions. In addition, South Carolina law contains several provisions that may make it more difficult for a third party to acquire control of us without the approval of our board of directors, and may make it more difficult or expensive for a third party to acquire a majority of our outstanding common stock. To the extent that these provisions are effective in discouraging or preventing takeover attempts, they may tend to reduce the market price for our stock.

Our common stock is not insured, so shareholders could lose their total investments.

Our common stock is not a deposit or savings account, and is not insured by the Federal Deposit Insurance Corporation or any other government agency. Should our business fail, shareholders could lose their total investments.

Risks Related to Our Industry

We are subject to governmental regulation which could change and increase our cost of doing business or have an adverse affect on our business.

We operate in a highly regulated industry and are subject to examination, supervision and comprehensive regulation by various federal and state agencies. Our compliance with the requirements of these agencies is costly and may limit our growth and restrict certain of our activities, including, payment of dividends, mergers and acquisitions, investments, loans and interest rates charged, and locations of offices. We are also subject to capitalization guidelines established by federal authorities and our failure to meet those guidelines could result, in an extreme case, in our bank's being placed in receivership. We are also subject to the extensive and expensive requirements imposed on public companies by the Sarbanes-Oxley Act of 2002 and related regulations.

The laws and regulations applicable to the banking industry could change at any time, and we cannot predict the impact of these changes on our business or profitability. Because government regulation greatly affects the business and financial results of all commercial banks and bank holding companies, our cost of compliance could adversely affect our ability to operate profitably.

We are susceptible to changes in monetary policy and other economic factors which may adversely affect our ability to operate profitably.

Changes in governmental, economic and monetary policies may affect the ability of our bank to attract deposits and make loans. The rates of interest payable on deposits and chargeable on loans are affected by governmental regulation and fiscal policy as well as by national, state and local economic conditions. All of these matters are outside of our control and affect our ability to operate profitably.

ITEM 1A. RISK FACTORS – Continued

There can be no assurance that recent government actions will help stabilize the U.S. financial system.

In response to the financial crises affecting the banking system and financial markets and going concern threats to investment banks and other financial institutions, various branches and agencies of the U.S. government have put in place laws, regulations, and programs to address capital and liquidity issues in the banking system. There can be no assurance, however, as to the actual impact that such laws, regulations, and programs will have on the financial markets, including the extreme levels of volatility, liquidity and confidence issues, and limited credit availability currently being experienced. The failure of such laws, regulations, and programs to help stabilize the financial markets and a continuation or worsening of current financial market conditions could materially and adversely affect our business, financial condition, results of operations, access to credit or the trading price of our common stock.

Current levels of market volatility are unprecedented.

In the past year, the volatility and disruption of financial and credit markets has reached unprecedented levels for recent times. 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 strength. If current levels of market disruption and volatility continue or worsen, there can be no assurance that we will not experience an adverse effect, which may be material, on our ability to access capital and on our business, financial condition, and results of operations.

The soundness of other financial institutions could adversely affect us.

Financial services institutions are interrelated as a result of trading, clearing, counterparty, or other relationships. We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial services industry, including brokers, dealers, commercial banks, investment banks, and government sponsored enterprises. Many of these transactions expose us to credit risk in the event of default of our counterparty. In addition, our credit risk may be exacerbated when the collateral held by us cannot be realized or is liquidated at prices not sufficient to recover the full amount of the loan or other obligation due us. There is no assurance that any such losses would not materially and adversely affect our results of operations or earnings.

Current market developments may adversely affect our industry, business, and results of operations.

Dramatic declines in the housing market during the prior year, with falling home prices and increasing foreclosures and unemployment, have resulted in significant write-downs of asset values by financial institutions, including government-sponsored entities and major commercial and investment banks. These write-downs, initially of mortgage-backed securities but spreading to credit default swaps and other derivative securities, have caused many financial institutions to seek additional capital, to merge with larger and stronger institutions and, in some cases, to fail. Reflecting concern about the stability of the financial markets generally and the strength of counterparties, many lenders and institutional investors have reduced, and in some cases, ceased to provide funding to borrowers, including other financial institutions. The resulting lack of available credit, lack of confidence in the financial sector, increased volatility in the financial markets, and reduced business activity could materially and adversely, directly or indirectly, affect our business, financial condition and results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

The Company has no unresolved comments from the SEC staff regarding its 1934 Act filings in the 180 days prior to fiscal year-end December 31, 2008.

ITEM 2. PROPERTIES

The Company's subsidiary, The Conway National Bank, has twelve permanent banking offices in Horry County and two permanent banking offices in Georgetown County, for a total of fourteen banking offices. In addition, the Bank has an Operations and Administration Building, located at 1400 Third Avenue in Conway, which houses the Bank's administrative offices and data processing facilities. This three-story structure contains approximately 33,616 square feet. Adjacent to the Operations and Administration Building is a 24,000 square foot branch banking office, known as the Conway Banking Office, which provides retail banking functions at the Bank's principal site. In addition, the Bank has a 1,450 square foot building for express banking services adjacent to the Conway Banking Office. The Bank has a two-story office on Main Street in Conway containing 8,424 square feet, banking offices located at Red Hill in Conway (3,760 square feet), West Conway in Conway (3,286 square feet), North Conway in Conway (3,600 square feet), Surfside in Surfside Beach (6,339 square feet), Northside, north of Myrtle Beach (2,432 square feet), Socastee in the southern portion of Myrtle Beach (3,498 square feet), Aynor in the Town of Aynor (2,809 square feet), Myrtle Beach in the City of Myrtle Beach (12,000 square feet), Murrells Inlet in Murrells Inlet, Georgetown County (3,600 square feet), North Myrtle Beach in the City of North Myrtle Beach (3,600 square feet), Pawleys Island (3,900 square feet) in Pawleys Island, Georgetown County, and Little River northwest of North Myrtle Beach (3,900 square feet). Of the fourteen banking offices and the Operations and Administration Building, the bank owns the Operations and Administration Building, the Conway Banking Office and Express, the banking offices at Red Hill, West Conway, Surfside Beach, Northside, Main Street, Socastee, Aynor, Myrtle Beach, Murrells Inlet, North Myrtle Beach, and Pawleys Island. In addition to the existing facilities, the Company has purchased one future office site. The site consists of 1.63 acres at Loop Road and River Oaks Drive, Carolina Forest, Myrtle Beach. The Company anticipates building a banking office on the site within the next two to six years, depending on market conditions. The physical addresses of each location are as follows: The Operations and Administration Building at 1400 Third Avenue, Conway; Conway Banking Office at 1411 Fourth Avenue, Conway; Coastal Centre Express at 16th Ave., Conway; Main Street at 309 Main Street, Conway; West Conway at Highway 501 & Cultra Road, Conway; North Conway at 2601 Main Street, Conway; Surfside at Highway 17 & 5th Avenue North, Surfside Beach; Northside at 9726 Highway 17 North, Myrtle Beach; Red Hill at Highways 544 & 501, Conway; Socastee at 3591 North Gate Road, Myrtle Beach; Aynor at 2605 Highway 501, Aynor; Myrtle Beach at 1353 21st Avenue North, Myrtle Beach; Murrells Inlet at 4345 Highway 17 Bypass, Murrells Inlet; North Myrtle Beach at 110 Highway 17 North, North Myrtle Beach; Pawleys Island at 10608 Ocean Highway, Pawleys Island; and Little River at 2380 Highway 9 East, Longs, S.C. The Bank owns all of its offices.

ITEM 3. LEGAL PROCEEDINGS

There were no material legal proceedings against the Company or its subsidiary, The Conway National Bank, as of December 31, 2008.

ITEM 4. SUBMISSION OF MATTERS TO VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders in the fourth quarter of 2008.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

As of March 1, 2009, there were approximately 853 holders of record of Company common stock. There is no established market for shares of Company common stock and only limited trading in such shares has occurred since the formation of the Company on June 10, 1985. During 2007 and 2008, management was aware of a few transactions, including some transactions in which the Company was the purchaser and one transaction in which the Company was the seller, in which the Company's common stock traded in the ranges set forth below. However, management has not ascertained that these transactions resulted from arm's length transactions between the parties involved, and because of the limited number of shares involved, these prices may not be indicative of the value of the common stock.

| | 2008 | | 2007(1) | |
|--------|----------|----------|----------|----------|
| | High | Low | High | Low |
| First | \$225.00 | \$162.50 | \$181.82 | \$147.27 |
| Second | \$192.00 | \$162.50 | \$181.82 | \$147.27 |
| Third | \$190.00 | \$159.50 | \$204.55 | \$167.27 |
| Fourth | \$185.00 | \$152.00 | \$190.00 | \$162.50 |

(1) Market prices have been adjusted to give retroactive effect to stock dividend declared September 11, 2007 and distributed September 28, 2007.

Holders of shares of Company stock are entitled to such dividends as may be declared from time to time by the Board of Directors of the Company. The Company paid an annual cash dividend of \$5.25 per share in each of 2008 and \$5.25 per share in 2007. In addition, the Company distributed a 10% stock dividend on September 28, 2007. There can be no assurance, however, as to the payment of dividends by the Company in the future. Payment of dividends is within the discretion of the Board of Directors, and is dependent upon the earnings and financial condition of the Company and the Bank, and other related factors. The Company's primary source of funds with which to pay dividends are dividends paid to the Company by the Bank. There are legal restrictions on the Bank's ability to pay dividends. See "Supervision and Regulation—Payment of Dividends" under Item 1, Part I of this Form 10-K for a description of these legal restrictions.

The Company does not have any equity compensation plans. Accordingly, no information is required to be disclosed pursuant to Item 201(d) of Regulation S-K.

The Company made only one sale of securities during 2008. On September 30, 2008 the Company sold 318 shares of common stock to The Conway National Bank Profit Sharing and Savings and Profit Sharing Plan for a price of \$50,721, or \$159.50 per share. This sale was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933 because no public offering was involved.

Purchases of stock during the fourth quarter of 2008 are outlined in the below table. Information about all other purchases during 2008 have been previously reported on Forms 10-Q, filed May 9, 2008, August 11, 2008, and November 7, 2008, and is incorporated herein by reference.

| Period | (a) Total Number of Shares Purchased | (b) Average Price Paid per Share | (c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | (d) Maximum Number (or approximate dollar amount) of Shares that May Yet Be Purchased Under the Plans or Programs |
|--------------------------------|--|-------------------------------------|---|--|
| October 1 - October 31, 2008 | 2,131 | \$159.50 | - | - |
| November 1 - November 30, 2008 | 341 | \$159.50 | - | - |
| December 1 - December 31, 2008 | 380 | \$159.50 | - | - |
| Total | 2,852 | \$159.50 | - | - |

ITEM 6. SELECTED FINANCIAL DATA
CNB Corporation
FINANCIAL SUMMARY
(All Dollar Amounts, Except Per Share Data, in Thousands)

The following table sets forth certain selected financial data relating to the Company and subsidiary and is qualified in its entirety by reference to the more detailed financial statements of the Company and subsidiary and notes thereto included elsewhere in this report.

| | Years Ended December 31, | | | | |
|--|---------------------------------|-----------------|------------------|-----------------|-----------------|
| | 2008 | 2007 | 2006 | 2005 | 2004 |
| Selected Income Statement Data: | | | | | |
| Total Interest Income | \$ 50,119 | \$ 53,755 | \$ 49,411 | \$ 39,079 | \$ 32,291 |
| Total Interest Expense | <u>18,221</u> | <u>22,858</u> | <u>18,396</u> | <u>10,459</u> | <u>6,938</u> |
| Net Interest Income | <u>31,898</u> | <u>30,897</u> | <u>31,015</u> | <u>28,620</u> | <u>25,353</u> |
| Provision for Loan Losses | <u>2,533</u> | <u>1,145</u> | <u>808</u> | <u>1,275</u> | <u>1,155</u> |
| Net Interest Income after Provision for Loan Losses | <u>29,365</u> | <u>29,752</u> | <u>30,207</u> | <u>27,345</u> | <u>24,198</u> |
| Total Noninterest Income | 7,188 | 7,002 | 6,958 | 6,411 | 6,257 |
| Total Noninterest Expenses | <u>23,108</u> | <u>22,019</u> | <u>22,339</u> | <u>19,530</u> | <u>18,246</u> |
| Income Before Income Taxes | <u>13,445</u> | <u>14,735</u> | <u>14,826</u> | <u>14,226</u> | <u>12,209</u> |
| Income Taxes | <u>4,488</u> | <u>5,015</u> | <u>4,780</u> | <u>4,748</u> | <u>3,927</u> |
| Net Income | <u>\$ 8,957</u> | <u>\$ 9,720</u> | <u>\$ 10,046</u> | <u>\$ 9,478</u> | <u>\$ 8,282</u> |
| *Per Share: | | | | | |
| Net Income Per Weighted Average Shares Outstanding | \$ 10.71 | \$ 11.29 | \$ 11.60 | \$ 10.93 | \$ 9.54 |
| Cash Dividend Paid Per Share | \$ 5.25 | \$ 5.25 | \$ 5.25 | \$ 5.00 | \$ 4.25 |
| Weighted Average Shares Outstanding | 836,283 | 861,065 | 865,589 | 867,346 | 867,907 |

***Adjusted for a 10% stock dividend issued during 2007.**

| | | | | | |
|-------------------------------------|------------------|------------------|------------------|------------------|------------------|
| Selected Balance Sheet Data: | | | | | |
| Assets | \$874,625 | \$865,638 | \$837,622 | \$792,720 | \$671,569 |
| Net Loans | 591,190 | 567,244 | 560,849 | 498,008 | 401,879 |
| Investment Securities | 206,960 | 216,141 | 179,598 | 181,942 | 215,827 |
| Federal Funds Sold | 21,000 | 26,000 | 26,000 | 46,000 | - |
| Deposits: | | | | | |
| Noninterest-Bearing | \$100,560 | \$112,450 | \$129,763 | \$134,475 | \$118,580 |
| Interest-Bearing | <u>578,659</u> | <u>579,839</u> | <u>545,289</u> | <u>532,001</u> | <u>441,784</u> |
| Total Deposits | <u>\$679,219</u> | <u>\$692,289</u> | <u>\$675,052</u> | <u>\$666,476</u> | <u>\$560,364</u> |
| Stockholders' Equity | <u>\$ 83,526</u> | <u>\$ 82,112</u> | <u>\$ 76,663</u> | <u>\$ 70,559</u> | <u>\$ 67,585</u> |

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS**

"Management's Discussion and Analysis" is provided to afford a clearer understanding of the major elements of the Company's financial condition, results of operations, liquidity, and capital resources. The following discussion should be read in conjunction with the Company's financial statements and notes thereto and other detailed information appearing elsewhere in this report. References to dollar amounts in this section are in thousands, except per share data.

CRITICAL ACCOUNTING POLICIES

The Company has adopted various accounting policies which govern the application of accounting principles generally accepted in the United States in the preparation of the Company's financial statements. The significant accounting policies of the Company are described in the footnotes to the consolidated financial statements.

Certain accounting policies involve significant judgments and assumptions by management which have a material impact on the carrying value of certain assets and liabilities; management considers such accounting policies to be critical accounting policies. The judgments and assumptions used by management are based on historical experience and other factors, which are believed to be reasonable under the circumstances. Because of the nature of the judgments and assumptions made by management, actual results could differ from these judgments and estimates which could have a material impact on the carrying values of assets and liabilities and the results of operations of the Company.

The Company believes the allowance for loan losses is a critical accounting policy that requires the most significant judgments and estimates used in preparation of its consolidated financial statements. Refer to "Provision for Loan Losses" below for a detailed description of the Company's estimation process and methodology related to the allowance for loan losses.

Distribution of Assets and Liabilities

The Company maintains a conservative approach in determining the distribution of assets and liabilities. Loans increased 1.10% from \$567,325 at December 31, 2006 to \$573,751 at December 31, 2007; and 4.3% from December 31, 2007 to \$598,281 at December 31, 2008. Loan growth is attributed to overall business development efforts to meet business and personal loan demand in our market area. Loan demand in our market area remained solid in 2006, softened in 2007, and was moderate in 2008. Loans decreased as a percentage of total assets from 67.7% at year-end 2006 to 66.3% at year-end 2007, and increased to 68.4% at year-end 2008. Investment securities and federal funds sold increased as a percentage of total assets from 24.5% at year-end 2006 to 28.0% at year-end 2007, but decreased to 26.1% at year-end 2008. Investments and federal funds sold provide for an adequate supply of secondary liquidity. Year-end other assets as a percentage of total assets fell from 7.8% at year-end 2006 to 5.8% at year-end 2007, and decreased to 5.5% at year-end 2008. Management has sought to build the deposit base with stable, relatively noninterest-rate sensitive deposits by offering the small to medium account holders a wide array of deposit instruments at competitive rates. Noninterest-bearing demand deposits, as a percent of total assets, have declined over the previous three years from 15.5% at year-end 2006 to 13.0% at year-end 2007, and to 11.5% at year-end 2008. The Company has anticipated a decline in these deposits over the long-term as more customers utilize interest-bearing deposit accounts and repurchase agreements. Interest-bearing liabilities as a percentage of total assets have risen from 74.0% at December 31, 2006 to 76.0% at December 31, 2007, and to 77.8% at December 31, 2008. Stockholders' equity as a percentage of total assets increased from 9.2% at December 31, 2006 to 9.5% for both December 31, 2007 and 2008. The Bank remains well-capitalized (see Note 16 to the consolidated financial statements, contained elsewhere in this report).

The following table sets forth the percentage relationship to total assets of significant components of the Company's balance sheet as of December 31, 2008, 2007, and 2006:

| | December 31, | | |
|--|---------------------|---------------|---------------|
| | 2008 | 2007 | 2006 |
| Assets: | | | |
| Earning assets: | | | |
| Loans | 68.4% | 66.3% | 67.7% |
| Investment securities: | | | |
| Taxable | 20.6 | 21.9 | 18.9 |
| Tax-exempt | 3.1 | 3.1 | 2.5 |
| Federal funds sold and securities purchased under agreement to resell | 2.4 | 3.0 | 3.1 |
| Total earning assets | <u>94.5</u> | <u>94.3</u> | <u>92.2</u> |
| Other assets | <u>5.5</u> | <u>5.7</u> | <u>7.8</u> |
| Total assets | <u>100.0%</u> | <u>100.0%</u> | <u>100.0%</u> |
| Liabilities and stockholders' equity: | | | |
| Interest-bearing liabilities: | | | |
| Interest-bearing deposits | 66.2% | 67.0% | 65.1% |
| Federal funds purchased and securities sold under agreement to resell | 7.7 | 7.0 | 8.6 |
| Other short-term borrowings | 3.9 | 2.0 | .3 |
| Total interest-bearing liabilities | <u>77.8</u> | <u>76.0</u> | <u>74.0</u> |
| Noninterest-bearing deposits | 11.5 | 13.0 | 15.5 |
| Other liabilities | 1.2 | 1.5 | 1.3 |
| Stockholders' equity | <u>9.5</u> | <u>9.5</u> | <u>9.2</u> |
| Total Liabilities and stockholders' equity | <u>100.0%</u> | <u>100.0%</u> | <u>100.0%</u> |

Results of Operations

CNB Corporation and subsidiary recognized earnings in 2008, 2007, and 2006 of \$8,957, \$9,720, and \$10,046, respectively, resulting in a return on average assets of 1.04%, 1.15%, and 1.24%, and a return on average stockholders' equity of 10.65%, 11.93%, and 13.36%. The earnings were primarily attributable to favorable but generally declining net interest margins in each period (see "Net Income-Net Interest Income"). Other factors include management's ongoing effort to maintain other income at adequate levels (see "Net Income - Noninterest Income") and to control other expenses (see "Net Income - Noninterest Expenses"). Earnings, coupled with a moderate dividend policy, have supplied the necessary capital funds to support bank operations. Total assets were \$874,625 at December 31, 2008 as compared to \$865,638 at December 31, 2007 and \$837,622 at December 31, 2006. The following table sets forth the financial highlights for fiscal years 2008, 2007, and 2006.

CNB Corporation and Subsidiary FINANCIAL HIGHLIGHTS (All Dollar Amounts, Except Per Share Data, in Thousands)

| | December 31, <u>2008</u> | 2007 to 2008 Percent Increase (Decrease) | December 31, <u>2007</u> | 2006 to 2007 Percent Increase (Decrease) | December 31, <u>2006</u> |
|---|-----------------------------|---|-----------------------------|---|-----------------------------|
| Net interest income | | | | | |
| after provision for loan losses | \$ 29,365 | (1.3)% | \$ 29,752 | (1.5)% | \$ 30,207 |
| Income before income taxes | 13,445 | (8.8) | 14,735 | (.6) | 14,826 |
| Net Income | 8,957 | (7.8) | 9,720 | (3.2) | 10,046 |
| Per Share (1) | | | | | |
| (weighted average of shares outstanding) | \$ 10.71 | (5.1) | \$ 11.29 | (2.7) | \$ 11.60 |
| Cash dividends declared | 4,357 | (2.6) | 4,475 | 8.5 | 4,123 |
| Per Share | \$ 5.25 | - | \$ 5.25 | - | \$ 5.25 |
| Total assets | \$874,625 | 1.0% | \$865,638 | 3.3% | \$837,622 |
| Total deposits | 679,219 | (1.9) | 692,289 | 2.6 | 675,052 |
| Total loans | 598,281 | 4.3 | 573,751 | 1.1 | 567,325 |
| Investment securities | 206,960 | (4.2) | 216,141 | 20.3 | 179,598 |
| Stockholders' equity | 83,526 | 1.7 | 82,112 | 7.1 | 76,663 |
| Book value per share (1) | | | | | |
| (actual number of shares outstanding) | \$ 100.69 | 4.5 | \$ 96.36 | 8.6 | \$ 88.75 |
| Ratios (2): | | | | | |
| Return on average total assets | 1.04% | (9.6) | 1.15% | (7.3) | 1.24% |
| Return on average stockholders' equity | 10.65% | (10.7) | 11.93% | (10.7) | 13.36% |

(1) Adjusted for the effect of a 10% stock dividend paid in 2007.

(2) For the fiscal years ended December 31, 2008, 2007, and 2006 average total assets amounted to \$860,612, \$847,601, and \$813,122, respectively, with average stockholders' equity totaling \$84,138, \$81,442, and \$75,198, for the same periods.

NET INCOME

Net Interest Income

Earnings are dependent to a large degree on net interest income, defined as the difference between gross interest and fees earned on earning assets, primarily loans and investment securities, and interest paid on deposits and borrowed funds. Net interest income is affected by the interest rates earned or paid and by volume changes in loans, investment securities, deposits, and borrowed funds.

The Bank maintained net interest margins in 2008, 2007, and 2006 of 3.99%, 3.96%, and 4.18%, respectively, as compared to management's long-term target of 4.20%. Net interest margins have been compressed at the Bank and industry-wide, as a result of strong competition for deposits, competitive lending practices, and the substantial decline in market interest rates. The Bank has sought to increase the volume of outstanding loans, while correspondingly reducing the amount of investments held, in order to enhance interest income. Loan demand remained strong throughout 2005 and 2006, declined in 2007, and was moderate in 2008. Fully-tax-equivalent net interest income decreased slightly from \$31,428 in 2006 to \$31,361 in 2007, and increased to \$32,454 in 2008. During the three-year period, total fully-tax-equivalent interest income increased by 8.8% from \$49,824 in 2006 to \$54,219 in 2007, and decreased 6.5% in 2008 to \$50,675. Over the same period, total interest expense increased 24.3% from \$18,396 in 2006 to \$22,858 in 2007, and decreased 20.3% to \$18,221 in 2008. Fully-tax-equivalent net interest income as a percentage of average total earning assets was 4.18% in 2006, 3.96% in 2007, and 3.99% in 2008.

Interest rates paid on deposits and borrowed funds and earned on loans and investments have generally followed the fluctuations in market interest rates in 2008, 2007, and 2006. However, fluctuations in market interest rates may not necessarily have a significant impact on net interest income, depending on the Bank's rate sensitivity position. A rate sensitive asset (RSA) is any loan or investment that can be re-priced up or down in interest rate within a certain time interval. A rate sensitive liability (RSL) is an interest paying deposit or other liability that can be re-priced either up or down in interest rate within a certain time interval. When a proper balance between RSA and RSL exists, market interest rate fluctuations should not have a significant impact on earnings. The larger the imbalance, the greater the interest rate risk assumed by the Bank and the greater the positive or negative impact of interest rate fluctuations on earnings. When RSAs exceed RSLs for a specific repricing period, a positive interest sensitivity gap results. The gap is negative when interest-sensitive liabilities exceed interest-sensitive assets. For a bank with a positive gap, rising interest rates would be expected to have a positive effect on net interest income and falling rates would be expected to have the opposite effect. However, gap analysis, such as set forth in the table below, does not take into account actions a bank or its customers may take during periods of changing rates, which could significantly change the effects of rate changes that would otherwise be expected. The Bank seeks to manage its assets and liabilities in a manner that will limit interest rate risk and thus stabilize long-term earning power. The following table sets forth the Bank's static gap rate sensitivity position at each of the time intervals indicated. The table illustrates the Bank's rate sensitivity position on specific dates and may not be indicative of the position at other points in time. Management believes that a 200 basis point rise or fall in interest rates will have less than a 10 percent effect on before-tax net interest income over a one-year period, which is within bank guidelines.

Interest Rate Sensitivity Analysis December 31, 2008 (Dollars in Thousands)

| | 1 Day | 90 Days | 180 Days | 365 Days | Over 1 to 5 Years | Over 5 Years |
|--|------------------|--------------------|-------------------|-------------------|-------------------------|------------------|
| Rate Sensitive Assets (RSA) | | | | | | |
| Federal Funds Sold | \$ 21,000 | \$ - | \$ - | \$ - | \$ - | \$ - |
| Investment Securities (net of FRB and FHLB stock in the amount of \$3,024) | - | 3,301 | 1,725 | 921 | 159,061 | 38,196 |
| Loans (net of non-accruals of \$2,990 and deferred loan costs of \$167) | 121,396 | 49,493 | 50,965 | 56,751 | 246,381 | 70,138 |
| Total, RSA | <u>\$142,396</u> | <u>\$ 52,794</u> | <u>\$ 52,690</u> | <u>\$ 57,672</u> | <u>\$405,442</u> | <u>\$108,334</u> |
| Rate Sensitive Liabilities (RSL) | | | | | | |
| Deposits: | | | | | | |
| Certificates of Deposit of \$100,000 or more | \$ - | \$ 89,105 | 36,310 | 51,493 | 33,761 | - |
| All Other Time Deposits | - | 42,112 | 38,563 | 46,775 | 30,368 | - |
| Federal Funds Purchased and Securities Sold under Repurchase Agreements | 43,525 | 21,716 | 2,174 | - | - | - |
| Federal Home Loan Bank Advances | - | 30,000 | - | - | - | - |
| Total RSL | <u>\$ 43,525</u> | <u>\$ 182,933</u> | <u>\$ 77,047</u> | <u>\$ 98,268</u> | <u>\$ 64,129</u> | <u>\$ -</u> |
| RSA-RSL | <u>\$ 98,871</u> | <u>\$(130,139)</u> | <u>\$(24,357)</u> | <u>\$(40,596)</u> | <u>\$341,313</u> | <u>\$108,334</u> |
| Cumulative RSA-RSL | <u>\$ 98,871</u> | <u>\$ (31,268)</u> | <u>\$(55,625)</u> | <u>\$(96,221)</u> | <u>\$245,092</u> | <u>\$353,426</u> |
| Cumulative RSA/RSL | 3.27 | .86 | .82 | .76 | 1.53 | 1.76 |

NET INCOME (continued)

Provision for Loan Losses

It is the policy of the Bank to maintain the allowance for loan losses in an amount commensurate with management's ongoing evaluation of the loan portfolio and deemed appropriate by management to cover estimated losses inherent in the portfolio. The Company complies with the provisions of SFAS No. 114, "Accounting by Creditors for Impairment of a Loan," as amended by SFAS 118, in connection with the allowance for loan losses (see NOTE 1 to the Consolidated Financial Statements - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES). The provision for loan losses was \$2,533 in 2008, \$1,145 in 2007, and \$808 in 2006. Net loan charge-offs totaled \$1,949 in 2008, \$1,114 in 2007, and \$250 in 2006, with net charge-offs being centered in consumer purpose, commercial and industrial loans, and real estate loans in 2008, in consumer purpose loans in 2007, and in consumer purpose loans in 2006. The allowance for loan losses as a percentage of net loans was 1.20% at December 31, 2008, 1.15% at December 31, 2007, and 1.15% at December 31, 2006.

Securities Transactions

Net unrealized gains/(losses) in the investment securities portfolio were \$2,310 at December 31, 2008, \$1,728 at December 31, 2007, and \$(1,801) at December 31, 2006. The market value of investment securities has increased due to the declines in market interest rates, increased demand for bonds, and the consequent increase in prices. No security gains/losses were realized in 2008. Security gains of \$9 were realized in 2007 on sales of \$2,315 in short-term available-for-sale securities to supplement liquidity. No security gains/(losses) were realized in 2006.

Noninterest Income

Other income, net of any securities gains/(losses), increased by .5% from \$6,958 in 2006 to \$6,993 in 2007, and grew 2.8% from \$6,993 in 2007 to \$7,188 in 2008. During 2007, service charge income on deposit accounts increased due to an increase in charges implemented by the Company, increased commercial services income, and increased charges as a result of declines in demand deposit balances as the economy slowed. Other service and exchange charges declined due to the non-recurrence of extraordinary miscellaneous other income experienced in 2006. During 2008, service charge income on deposit accounts increased due to increased charges as a result of further declines in demand deposit balances and increased non-sufficient funds and overdraft charges. Other service and exchange charges remained stable, increasing only .2%.

Noninterest Expenses

Noninterest expenses decreased by 1.4% from \$22,339 in 2006 to \$22,019 in 2007, and increased 4.9% from \$22,019 in 2007 to \$23,108 in 2008. The components of other expenses are salaries and employee benefits of \$13,684, \$14,044, and \$14,865; occupancy and furniture and equipment expenses of \$3,247, \$3,338, and \$3,047; and other operating expenses of \$5,408, \$4,637, and \$5,196 for 2006, 2007, and 2008, respectively.

The increase in salary and employee benefits during 2008 reflects compensation increases, the increased cost of medical insurance, and a decline in deferred loan costs.

The decline in occupancy expense during 2008 was attributable to declines in repair and upkeep expenses, property insurance expense, and maintenance contracts.

Noninterest expense is expected to increase in 2009 due to the Company's planned installation of a new core application system..

Income Taxes

Provisions for income taxes increased 4.9% from \$4,780 in 2006 to \$5,015 in 2007, and decreased 10.5% from \$5,015 in 2007 to \$4,488 in 2008. Income tax liability increased in 2006, as income before income taxes increased 4.2%. Income before income taxes decreased .6% in 2007. However, the Company's effective tax rate increased during 2007. Income tax liability decreased in 2008, as income before income taxes decreased 9.3%.

LIQUIDITY

The Bank's liquidity position is primarily dependent on short-term demands for funds caused by customer credit needs and deposit withdrawals and upon the liquidity of bank assets to meet these needs. The Bank's liquidity sources include cash and due from banks, federal funds sold, and short-term investments. In addition, the Bank has established federal funds lines of credit from correspondent banks; has the ability, on a short-term basis, to borrow funds from the Federal Reserve System; and has a line of credit from the Federal Home Loan Bank of Atlanta (see NOTE 8 to the Consolidated Financial Statements-LINES OF CREDIT). The Company had cash balances on hand of \$5,142, \$5,837, and \$6,670 at December 31, 2008, 2007, and 2006, respectively. At December 31, 2008 the Company had liabilities, consisting of cash dividends payable, and a short-term note payable, in the amounts of \$4,357 and \$1,120, respectively. At December 31, 2007 and 2006, the Company had liabilities, consisting of cash dividends payable, totaling \$4,475, and \$4,123, respectively. Management feels that liquidity sources are more than adequate to meet funding needs.

OFF BALANCE SHEET ARRANGEMENTS AND CONTRACTUAL OBLIGATIONS

The Company, through the operations of the Bank, makes contractual commitments to extend credit in the ordinary course of business. These commitments are legally binding agreements to lend money to customers of the Bank at predetermined interest rates for a specified period of time. In addition to commitments to extend credit, the Bank also issues standby letters of credit which are assurances to a third party that they will not suffer a loss if the Bank's customer fails to meet its contractual obligation to a third party. The Bank may also have outstanding commitments to buy/sell securities. At December 31, 2008, the Bank had issued commitments to extend credit of \$53.8 million, standby letters of credit of \$2.1 million, and no commitments to buy or sell securities (see NOTE 11 to the Consolidated Financial Statements-FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK). The majority of the commitments and standby letters of credit typically mature within one year and past experience indicates that many of the commitments and standby letters of credit will expire unused. However, through its various sources of liquidity, the Bank believes that it will have the necessary resources to meet these obligations should the need arise.

Neither the Company nor the Bank is involved in other off-balance sheet contractual relationships, unconsolidated related entities that have off-balance sheet arrangements or transactions that could result in liquidity needs or other commitments or significantly impact earnings.

The following table presents, as of December 31, 2008, the Company's and the Bank's fixed and determinable contractual obligations by payment date. The payment amounts represent those amounts contractually due to the recipient

Contractual Obligations and Other Commitments December 31, 2008 (Dollars in Thousands)

| | Total | Less than One Year | 1 to 3 Years | 3 to 5 Years |
|-------------------------------------|------------------|-----------------------|-----------------|-----------------|
| Contractual Cash Obligations | | | | |
| Operating leases | \$ 2 | \$ 2 | \$ - | \$ - |
| Time deposits | <u>367,543</u> | <u>303,415</u> | <u>56,799</u> | <u>7,329</u> |
| Total contractual cash obligations | <u>\$367,545</u> | <u>\$303,417</u> | <u>\$56,799</u> | <u>\$7,329</u> |

Obligations under non-cancelable operating lease agreements totaled \$2 at December 31, 2008. These obligations are payable over one year as shown in NOTE 12 to the Consolidated Financial Statements - COMMITMENTS AND CONTINGENCIES. Further information regarding the nature of time deposits is outlined in NOTE 6 to the Consolidated Financial Statements – DEPOSITS.

CAPITAL RESOURCES

Total stockholders' equity was \$83,526, \$82,112, and \$76,663 at December 31, 2008, 2007, and 2006, representing 9.55%, 9.49%, and 9.15% of total assets, respectively. At December 31, 2008, the Company and the Bank exceeded quantitative measures established by regulation to ensure capital adequacy (see NOTE 16 to the Consolidated Financial Statements - REGULATORY MATTERS). Capital is considered sufficient by management to meet current and prospective capital requirements and to support anticipated growth in bank operations.

EFFECTS OF INFLATION

Inflation normally has the effect of accelerating the growth of both a bank's assets and liabilities. One result of this inflationary effect is an increased need for equity capital. Income is also affected by inflation. While interest rates have traditionally moved with inflation, the effect on net income is diminished because both interest earned on assets and interest paid on liabilities vary directly with each other. In some cases, however, rate increases are delayed on fixed-rate instruments. Loan demand normally declines during periods of high inflation. Inflation has a direct impact on the Bank's noninterest expense. The Bank responds to inflation changes through re-adjusting noninterest income by repricing services.

ACCOUNTING ISSUES

Accounting standards that have been issued or proposed by the Financial Accounting Standards Board that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption. (See NOTE 1 to the Consolidated Financial Statements - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACTIVITIES).

RISKS AND UNCERTAINTIES

In the normal course of its business the Company encounters two significant types of risks: economic and regulatory. There are three main components of economic risk: interest rate risk, credit risk and market risk. The Company is subject to interest rate risk to the degree that its interest-bearing liabilities mature or reprice at different speeds, or on different basis, than its interest-earning assets. Credit risk is the risk of default on the Company's loan portfolio that results from borrowers' inability or unwillingness to make contractually required payments. Market risk, in regard to lending, reflects changes in the value of collateral underlying loans receivable and the valuation of real estate held by the Company.

The Company is subject to the regulations of various governmental agencies. These regulations can and do change significantly from period to period. The Company also undergoes periodic examinations by the regulatory agencies, which may subject it to further changes with respect to asset valuations, amounts of required loss allowances and operating restrictions from the regulators' judgments based on information available to them at the time of their examination.

ITEM 7.A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk, in regard to interest rate risk, is the risk of loss from adverse changes in market prices and rates. The Company's market risk arises principally from the interest rate risk inherent in its lending, deposit and borrowing activities. Management actively monitors and manages its interest rate risk exposure. In addition to other risks which the Company manages in the normal course of business, such as credit quality and liquidity risk, management considers interest rate risk to be a significant market risk that could potentially have a material effect on the Company's financial condition and results of operations (See Item 7 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - Net Income - Net Interest Income). Other types of market risks, such as foreign currency risk and commodity price risk, do not arise in the normal course of the Company's business activities.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

CNB CORPORATION AND SUBSIDIARY
REPORT ON CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED
DECEMBER 31, 2008, 2007 and 2006

**CNB CORPORATION AND SUBSIDIARY
CONWAY, SOUTH CAROLINA**

CONTENTS

PAGE

| | |
|---|---------|
| REPORTS OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | 37 - 39 |
| FINANCIAL STATEMENTS | |
| Consolidated balance sheets | 40 |
| Consolidated statements of income | 41 |
| Consolidated statements of stockholders' equity | 42 |
| Consolidated statements of comprehensive income | 43 |
| Consolidated statements of cash flows | 44 |
| NOTES TO FINANCIAL STATEMENTS | 45 – 68 |

**Elliott Davis, LLC
Advisors-CPAs-Consultants
1901 Main Street, Suite 1650
P.O. Box 2227
Columbia, SC 29202-2227**

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Directors and Stockholders
CNB Corporation
Conway, South Carolina

We have audited the consolidated balance sheets of CNB Corporation and subsidiary as of December 31, 2008 and 2007, and the related consolidated statements of income, stockholders' equity, comprehensive income and cash flows for each of the three years in the period ended December 31, 2008. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of CNB Corporation and subsidiary as of December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008 in conformity with United States generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), CNB Corporation and subsidiary's internal control over financial reporting as of December 31, 2008, based on criteria established in "Internal Control-Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated March 10, 2009 expressed an unqualified opinion thereon.

Elliott Davis, LLC

/s/Elliott Davis, LLC

Columbia, South Carolina
March 10, 2009

**Elliott Davis, LLC
Advisors-CPAs-Consultants
1901 Main Street, Suite 1650
P.O. Box 2227
Columbia, SC 29202-2227**

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders

CNB Corporation

Conway, South Carolina

We have audited CNB Corporation and subsidiary's internal control over financial reporting as of December 31, 2008, based on criteria established in "Internal Control—Integrated Framework," issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). CNB Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the effectiveness of the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, CNB Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of CNB Corporation and subsidiary as of December 31, 2008 and 2007, and the related consolidated statements of income, stockholders' equity, comprehensive income and cash flows for each of the three years in the period ended December 31, 2008, and our report dated March 10, 2009 expressed an unqualified opinion thereon.

Elliott Davis, LLC

/s/Elliott Davis, LLC

Columbia, South Carolina
March 10, 2009

CNB CORPORATION AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
(amounts, except share data, in thousands)

| ASSETS | December 31, | |
|---|--------------------------|--------------------------|
| | 2008 | 2007 |
| CASH AND DUE FROM BANKS | \$ 19,259 | \$ 20,941 |
| FEDERAL FUNDS SOLD | 21,000 | 26,000 |
| INVESTMENT SECURITIES AVAILABLE FOR SALE | 194,178 | 206,133 |
| INVESTMENT SECURITIES HELD TO MATURITY (Fair value \$9,570 in 2008 and \$7,731 in 2007) | 9,758 | 7,711 |
| OTHER INVESTMENTS, AT COST | 3,024 | 2,297 |
| LOANS | 598,281 | 573,751 |
| Less allowance for loan losses | <u>7,091</u> | <u>6,507</u> |
| Net loans | 591,190 | 567,244 |
| PREMISES AND EQUIPMENT | 23,403 | 22,928 |
| ACCRUED INTEREST RECEIVABLE | 7,000 | 7,396 |
| OTHER ASSETS | <u>5,813</u> | <u>4,988</u> |
| | <u>\$ 874,625</u> | <u>\$ 865,638</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| LIABILITIES | | |
| Deposits | | |
| Noninterest-bearing | \$ 100,560 | \$ 112,450 |
| Interest-bearing | <u>578,659</u> | <u>579,839</u> |
| Total deposits | 679,219 | 692,289 |
| Securities sold under repurchase agreements | 67,415 | 60,936 |
| United States Treasury demand notes | 2,672 | 2,377 |
| Federal Home Loan Bank advances | 30,000 | 15,000 |
| Short-term note payable | 1,120 | - |
| Dividends payable | 4,356 | 4,475 |
| Other liabilities | <u>6,317</u> | <u>8,449</u> |
| Total liabilities | 791,099 | 783,526 |
| COMMITMENTS AND CONTINGENT LIABILITIES - Notes 11 and 12 | | |
| STOCKHOLDERS' EQUITY | | |
| Common stock - \$10 par value; authorized 1,500,000 shares; issued 829,518 and 852,106 shares in 2008 and 2007, respectively | | |
| Capital in excess of par value of stock | 8,295 | 8,521 |
| Retained earnings | 50,085 | 53,519 |
| Accumulated other comprehensive income | 23,648 | 19,047 |
| Total stockholders' equity | <u>1,498</u> | <u>1,025</u> |
| | <u>83,526</u> | <u>82,112</u> |
| | <u>\$ 874,625</u> | <u>\$ 865,638</u> |

The accompanying notes are an integral part of these consolidated financial statements.

CNB CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME
(amounts, except per share data, in thousands)

| | For the years ended December 31, | | |
|---|---|-----------------|------------------|
| | 2008 | 2007 | 2006 |
| INTEREST INCOME | | | |
| Loans and fees on loans | \$ 40,431 | \$ 43,878 | \$ 41,340 |
| Investment securities | | | |
| Taxable | 7,939 | 7,337 | 5,825 |
| Nontaxable | <u>1,080</u> | <u>901</u> | <u>802</u> |
| Total interest on investment securities | 9,019 | 8,238 | 6,627 |
| Non-marketable equity securities | | | |
| Federal Reserve Bank dividend income | 3 | 7 | 10 |
| Federal Home Loan Bank dividend income | <u>85</u> | <u>96</u> | <u>99</u> |
| Total income on non-marketable equity securities | 88 | 103 | 109 |
| Federal funds sold | <u>581</u> | <u>1,536</u> | <u>1,335</u> |
| Total interest income | <u>50,119</u> | <u>53,755</u> | <u>49,411</u> |
| INTEREST EXPENSE | | | |
| Deposits | 16,539 | 19,976 | 16,229 |
| Securities sold under repurchase agreements | 1,420 | 2,800 | 1,611 |
| United States Treasury demand notes | 22 | 74 | 52 |
| Federal Home Loan Bank advances | 205 | 8 | 504 |
| Other short term borrowings | <u>35</u> | <u>-</u> | <u>-</u> |
| Total interest expense | <u>18,221</u> | <u>22,858</u> | <u>18,396</u> |
| Net interest income | 31,898 | 30,897 | 31,015 |
| PROVISION FOR LOAN LOSSES | <u>2,533</u> | <u>1,145</u> | <u>808</u> |
| Net interest income after provision for loan losses | <u>29,365</u> | <u>29,752</u> | <u>30,207</u> |
| NONINTEREST INCOME | | | |
| Service charges on deposit accounts | 3,810 | 3,621 | 3,279 |
| Other service and exchange charges | 3,378 | 3,372 | 3,679 |
| Gain on sale of investment securities available for sale | <u>-</u> | <u>9</u> | <u>-</u> |
| Total noninterest income | <u>7,188</u> | <u>7,002</u> | <u>6,958</u> |
| NONINTEREST EXPENSES | | | |
| Salaries and wages | 11,337 | 10,453 | 10,696 |
| Pensions and other employee benefits | 3,528 | 3,591 | 2,988 |
| Occupancy | 1,021 | 1,313 | 1,372 |
| Furniture and equipment | 2,026 | 2,025 | 1,875 |
| Examination and professional fees | 655 | 662 | 760 |
| Office supplies | 460 | 490 | 562 |
| Credit card operations | 824 | 953 | 1,048 |
| Other operating expenses | <u>3,257</u> | <u>2,532</u> | <u>3,038</u> |
| Total noninterest expenses | <u>23,108</u> | <u>22,019</u> | <u>22,339</u> |
| Income before provision for income taxes | 13,445 | 14,735 | 14,826 |
| PROVISION FOR INCOME TAXES | <u>4,488</u> | <u>5,015</u> | <u>4,780</u> |
| Net income | <u>\$ 8,957</u> | <u>\$ 9,720</u> | <u>\$ 10,046</u> |
| NET INCOME PER SHARE OF COMMON STOCK | <u>\$ 10.71</u> | <u>\$ 11.29</u> | <u>\$ 11.60</u> |
| Adjusted for the effect of a 10% stock dividend issued during 2007. | | | |

The accompanying notes are an integral part of these consolidated financial statements.

CNB CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
For the years ended December 31, 2008, 2007, and 2006
(amounts, except share data, in thousands)

| | <u>Common stock</u> | | <u>Capital in</u> | <u>Retained</u> | <u>Accumulated</u> | <u>Total</u> |
|---|-----------------------|-----------------------|------------------------|------------------------|------------------------|------------------------|
| | <u>Shares</u> | <u>Amount</u> | <u>excess of</u> | <u>earnings</u> | <u>other</u> | <u>stockholders'</u> |
| | | | <u>par value</u> | | <u>comprehensive</u> | <u>equity</u> |
| | | | <u>of stock</u> | | <u>income</u> | |
| BALANCE, DECEMBER 31, 2005 | 788,534 | \$7,886 | \$43,389 | \$21,094 | \$(1,810) | \$70,559 |
| Net income | - | - | - | 10,046 | - | 10,046 |
| Cash dividend declared, \$5.25 per share | - | - | - | (4,123) | - | (4,123) |
| Common shares repurchased, at an average per share price of \$156.38 | (3,597) | (36) | (489) | - | - | (525) |
| Common shares sold, at an average per share price of \$156.50 | 342 | 3 | 13 | - | - | 16 |
| Net change in unrealized holding loss, net of income taxes of \$460 | - | - | - | - | 690 | 690 |
| BALANCE, DECEMBER 31, 2006 | 785,279 | 7,853 | 42,913 | 27,017 | (1,120) | 76,663 |
| Net income | - | - | - | 9,720 | - | 9,720 |
| Cash dividend declared, \$5.25 per share | - | - | - | (4,475) | - | (4,475) |
| 10% stock dividend | 77,848 | 778 | 12,376 | (13,154) | - | - |
| Cash paid for fractional shares | - | - | - | (61) | - | (61) |
| Common shares repurchased, at an average per share price of \$165.73, adjusted for the 10% stock dividend | (11,325) | (113) | (1,823) | - | - | (1,936) |
| Common shares sold, at an average per share price of \$182.49, adjusted for the 10% stock dividend | 304 | 3 | 53 | - | - | 56 |
| Net change in unrealized holding gain, net of income taxes of \$1,429 | - | - | - | - | 2,145 | 2,145 |
| BALANCE, DECEMBER 31, 2007 | 852,106 | 8,521 | 53,519 | 19,047 | 1,025 | 82,112 |
| Net income | - | - | - | 8,957 | - | 8,957 |
| Cash dividend declared, \$5.25 per share | - | - | - | (4,356) | - | (4,356) |
| Common shares repurchased, at an average per share price of \$161.98 | (22,929) | (229) | (3,485) | - | - | (3,714) |
| Common shares sold, at an average per share price of \$159.70 | 341 | 3 | 51 | - | - | 54 |
| Net change in unrealized holding gain, net of income taxes of \$315 | - | - | - | - | 473 | 473 |
| BALANCE, DECEMBER 31, 2008 | <u>829,518</u> | <u>\$8,295</u> | <u>\$50,085</u> | <u>\$23,648</u> | <u>\$ 1,498</u> | <u>\$83,526</u> |

The accompanying notes are an integral part of these consolidated financial statements.

CNB CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(amounts in thousands)

| | For the years ended December 31, | | |
|---|---|-------------------------|-------------------------|
| | <u>2008</u> | <u>2007</u> | <u>2006</u> |
| NET INCOME | \$ 8,957 | \$ 9,720 | \$ 10,046 |
| OTHER COMPREHENSIVE INCOME, NET OF TAX | | | |
| Unrealized holding gains on investment securities available for sale | 473 | 2,151 | 690 |
| Reclassification adjustments for gains included in net income | <u>-</u> | <u>(6)</u> | <u>-</u> |
| COMPREHENSIVE INCOME | <u>\$ 9,430</u> | <u>\$ 11,865</u> | <u>\$ 10,736</u> |

The accompanying notes are an integral part of these consolidated financial statements.

CNB CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(amounts in thousands)

| | For the years ended December 31, | | |
|--|---|-------------------------|-------------------------|
| | <u>2008</u> | <u>2007</u> | <u>2006</u> |
| OPERATING ACTIVITIES | | | |
| Net income | \$ 8,957 | \$ 9,720 | \$ 10,046 |
| Adjustments to reconcile net income to net cash provided by operating activities | | | |
| Depreciation and amortization | 1,330 | 1,285 | 1,202 |
| Provision for loan losses | 2,533 | 1,145 | 808 |
| Provision for deferred income taxes | 191 | (479) | (212) |
| Discount accretion and premium amortization on investment securities | (820) | (299) | 54 |
| Gain on sale of investment securities available for sale | - | (9) | - |
| Gain on sale of foreclosed assets | (6) | - | - |
| Writedown on foreclosed assets | - | 8 | - |
| Changes in assets and liabilities: | | | |
| (Increase)/decrease in accrued interest receivable | 396 | (825) | (1,117) |
| (Increase)/decrease in other assets | (757) | 869 | 289 |
| Increase/(decrease) in other liabilities | <u>(2,132)</u> | <u>1,861</u> | <u>339</u> |
| Net cash provided by operating activities | <u>9,692</u> | <u>13,276</u> | <u>11,409</u> |
| INVESTING ACTIVITIES | | | |
| Proceeds from sales of investment securities available for sale | - | 2,315 | - |
| Proceeds from maturities and calls of investment securities held to maturity | 250 | 1,500 | 935 |
| Proceeds from maturities and calls of investment securities available for sale | 154,017 | 81,732 | 39,014 |
| Purchases of investment securities held to maturity | (2,312) | (4,895) | (1,128) |
| Purchases of investment securities available for sale | (140,438) | (112,725) | (35,139) |
| Proceeds from sales of premises and equipment | - | - | 305 |
| Proceeds from sales of foreclosed assets | 103 | 79 | 61 |
| Net increase in loans | (27,151) | (7,683) | (63,710) |
| Purchase of equity securities | (727) | (596) | (242) |
| Premises and equipment expenditures | <u>(1,805)</u> | <u>(1,225)</u> | <u>(3,921)</u> |
| Net cash used for investing activities | <u>(18,063)</u> | <u>(41,498)</u> | <u>(63,825)</u> |
| FINANCING ACTIVITIES | | | |
| Dividends paid | (4,475) | (4,123) | (3,942) |
| Net increase/(decrease) in deposits | (13,070) | 17,237 | 8,576 |
| Increase/(decrease) in securities sold under repurchase agreements | 6,479 | (11,394) | 29,034 |
| Increase/(decrease) in United States Treasury demand notes | 295 | (488) | 668 |
| Increase in Federal Home Loan Bank advances | 15,000 | 15,000 | - |
| Increase in other short-term borrowings | 1,120 | - | - |
| Cash paid for fractional shares | - | (61) | - |
| Common shares repurchased | (3,714) | (1,936) | (525) |
| Common shares sold | <u>54</u> | <u>56</u> | <u>16</u> |
| Net cash provided by financing activities | <u>1,689</u> | <u>14,291</u> | <u>33,827</u> |
| Net decrease in cash and cash equivalents | (6,682) | (13,931) | (18,589) |
| CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR | <u>46,941</u> | <u>60,872</u> | <u>79,461</u> |
| CASH AND CASH EQUIVALENTS, END OF YEAR | <u>\$ 40,259</u> | <u>\$ 46,941</u> | <u>\$ 60,872</u> |
| CASH PAID FOR | | | |
| Interest | <u>\$ 20,352</u> | <u>\$ 21,480</u> | <u>\$ 16,294</u> |
| Income taxes | <u>\$ 4,459</u> | <u>\$ 5,086</u> | <u>\$ 5,285</u> |

The accompanying notes are an integral part of these consolidated financial statements.

CNB CORPORATION AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACTIVITIES

Principles of consolidation and nature of operations

The consolidated financial statements include the accounts of **CNB Corporation** (the "Company") and its wholly-owned subsidiary, The Conway National Bank (the "Bank"). The Company operates as one business segment. All significant intercompany balances and transactions have been eliminated. The Bank operates under a national bank charter and provides full banking services to customers. The Bank is subject to regulation by the Office of the Comptroller of the Currency and the Federal Deposit Insurance Corporation. The Company is subject to regulation by the Federal Reserve Board.

Estimates

The preparation of consolidated 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 disclosure of contingent assets and liabilities as of the dates of the consolidated balance sheets and the consolidated statements of income for the periods covered. Actual results could differ from those estimates.

Concentrations of credit risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist principally of loans receivable, investment securities, federal funds sold and amounts due from banks.

The Company makes loans to individuals and small businesses for various personal and commercial purposes primarily in Horry County, South Carolina and the Waccamaw Neck area of Georgetown County, South Carolina. The Company's loan portfolio is not concentrated in loans to any single borrower or a relatively small number of borrowers. The Company monitors concentrations of loans to classes of borrowers or industries that would be similarly affected by economic conditions. As of December 31, 2008, the Company had concentrations of loans to the following classes of borrowers or industries: Land Subdivision and Development, Single Family Housing, Lessors of Residential Buildings, Lessors of Non-Residential Buildings, and Other Real Estate Related Activities. The amount of commercial purpose loans outstanding to these groups of borrowers as of December 31, 2008 was \$26,157,000, \$25,267,000, \$27,244,000, \$29,079,000, and \$24,644,000, respectively. These amounts represented 28.78%, 27.80%, 29.98%, 32.00%, and 27.12% of Total Capital, as defined for regulatory purposes, for the same period, also respectively.

In addition to monitoring potential concentrations of loans to particular borrowers or groups of borrowers, industries and geographic regions, Management monitors exposure to credit risk from concentrations of lending products and practices such as loans with high loan-to-value ratios, interest-only payment loans, and balloon payment loans. Management monitors loans with loan-to-values in excess of regulatory guidelines and secured by real estate in accordance with guidance as set forth by regulatory authorities and maintains total loans with loan-to-value exceptions within regulatory limitations. Management monitors and manages other loans with high loan-to-value ratios, interest-only payment loans, and balloon payment loans within levels of risk acceptable to Management. The Bank does not offer any loan products which provide for planned graduated payments or loans which allow negative amortization.

The Company's investment portfolio consists principally of obligations of the United States, its agencies or its corporations and general obligation municipal securities. In the opinion of Management, there is no concentration of credit risk in its investment portfolio. The Company places its deposits and correspondent accounts with and sells its federal funds to high quality institutions. Management believes credit risk associated with correspondent accounts is not significant.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACTIVITIES, Continued

Cash and cash equivalents

Cash and cash equivalents include cash and due from banks and federal funds sold. Generally, both cash and cash equivalents are considered to have maturities of three months or less, and accordingly, the carrying amount of such instruments is deemed to be a reasonable estimate of fair value.

Investment securities

The Company accounts for investment securities in accordance with Statement of Financial Accounting Standards ("SFAS") No. 115, *"Accounting for Certain Investments in Debt and Equity Securities."* This statement requires that the Company classify debt securities upon purchase as available for sale, held to maturity or trading. Such assets classified as available for sale are carried at fair value. Unrealized holding gains or losses are reported as a component of stockholders' equity (accumulated other comprehensive income) net of deferred income taxes. Securities classified as held to maturity are carried at cost, adjusted for the amortization of premiums and the accretion of discounts into interest income using a method which approximates a level yield. To qualify as held to maturity the Company must have the intent and ability to hold the securities to maturity. Trading securities are carried at market value. The Company has no trading securities. Gains or losses on disposition of securities are based on the difference between the net proceeds and the adjusted carrying amount of the securities sold, using the specific identification method.

Loans and interest income

Loans are recorded at their unpaid principal balance. Interest on loans is accrued and recognized based upon the interest method.

The Company accounts for nonrefundable fees and certain direct costs associated with the origination of loans in accordance with SFAS No. 91, *"Accounting for Nonrefundable Fees and Costs Associated with Originating or Acquiring Loans and Initial Direct Costs of Leases—*an amendment of FASB Statements No. 13, 60, and 65 and a rescission of FASB Statement No. 17."*"* Under SFAS No. 91 nonrefundable fees and certain direct costs associated with the origination of loans are deferred and recognized as a yield adjustment over the contractual life of the related loans until such time that the loan is sold.

The Company accounts for impaired loans in accordance with SFAS No. 114, *"Accounting by Creditors for Impairment of a Loan."* This standard requires that all creditors value loans at the loan's fair value if it is probable that the creditor will be unable to collect all amounts due according to the terms of the loan agreement. Fair value may be determined based upon the present value of expected cash flows, market price of the loan, if available, or value of the underlying collateral. Expected cash flows are required to be discounted at the loan's effective interest rate. SFAS No. 114 was amended by SFAS No. 118 to allow a creditor to use existing methods for recognizing interest income on an impaired loan and by requiring additional disclosures about how a creditor recognizes interest income on an impaired loan.

Under SFAS No. 114, as amended by SFAS No. 118, when the ultimate collectibility of an impaired loan's principal is in doubt, wholly or partially, all cash receipts are applied to principal. When this doubt does not exist, cash receipts are applied under the contractual terms of the loan agreement. Once the reported principal balance has been reduced to zero, future cash receipts are applied to interest income, to the extent that any interest has been foregone. Further cash receipts are recorded as recoveries of any amounts previously charged off.

A loan is also considered impaired if its terms are modified in a troubled debt restructuring. For these accruing impaired loans, cash receipts are typically applied to principal and interest receivable in accordance with the terms of the restructured loan agreement. Interest income is recognized on these loans using the accrual method of accounting.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACTIVITIES, Continued

Allowance for loan losses

The allowance for loan losses is based on management's ongoing evaluation of the loan portfolio and reflects an amount that, in management's opinion, is adequate to absorb losses in the existing portfolio. In evaluating the portfolio, management takes into consideration numerous factors, including current economic conditions, prior loan loss experience, the composition of the loan portfolio, and management's estimate of anticipated credit losses. Loans are charged against the allowance at such time as they are determined to be losses. Subsequent recoveries are credited to the allowance. Management considers the year-end allowance adequate to cover losses in the loan portfolio; however, management's judgment is based upon a number of assumptions about future events, which are believed to be reasonable, but which may or may not prove valid. Thus, there can be no assurance that charge-offs in future periods will not exceed the allowance for loan losses or that additional increases in the allowance for loan losses will not be required.

Non-performing assets

Non-performing assets include real estate acquired through foreclosure or deed taken in lieu of foreclosure, and loans on non-accrual status. Loans are placed on non-accrual status when, in the opinion of management, the collection of additional interest is questionable. Thereafter no interest is taken into income unless received in cash or until such time as the borrower demonstrates the ability to pay principal and interest.

Premises and equipment

Premises and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization are computed over the estimated useful lives of the assets using primarily the straight-line method. Additions to premises and equipment and major replacements or improvements are capitalized at cost. Maintenance, repairs and minor replacements are expensed when incurred. Gains and losses on routine dispositions are reflected in current operations.

Treasury stock

During 2008, the Corporation repurchased 22,929 shares of stock which were held in treasury. On December 31, 2008, the Corporation returned 38,904 shares of stock held in treasury to authorized but unissued shares. Amounts in the Consolidated Balance Sheet for 2007 have been reclassified for comparable presentation; amounts in the Consolidated Statements of Stockholders' Equity have been reclassified for the years ended December 31, 2007, 2006, and 2005 for comparable presentation; amounts in the Consolidated Statements of Cash Flows have been reclassified for the years ended December 31, 2007 and 2006 for comparable presentation; and amounts in the Condensed Statements of Cash Flows for the Parent Company, Note 18, have been reclassified for comparable presentation.

Advertising expense

Advertising, promotional and other business development costs are generally expensed as incurred. External costs incurred in producing media advertising are expensed the first time the advertising takes place. External costs relating to direct mailing costs are expensed in the period in which the direct mailings are sent. Advertising, promotional and other business development costs of \$537,000, \$508,000 and \$596,000, were included in the Company's results of operations for 2008, 2007, and 2006, respectively.

Securities sold under agreements to repurchase

The Bank enters into sales of securities under agreements to repurchase. Fixed-coupon repurchase agreements are treated as financing, with the obligation to repurchase securities sold being reflected as a liability and the securities underlying the agreements remaining as assets.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACTIVITIES, Continued

Income taxes

Income taxes are accounted for in accordance with SFAS No. 109, "Accounting for Income Taxes." Under SFAS No. 109, deferred tax liabilities are recognized on all taxable temporary differences (reversing differences where tax deductions initially exceed financial statement expense, or income is reported for financial statement purposes prior to being reported for tax purposes). In addition, deferred tax assets are recognized on all deductible temporary differences (reversing differences where financial statements expense initially exceeds tax deductions, or income is reported for tax purposes prior to being reported for financial statement purposes). Valuation allowances are established to reduce deferred tax assets if it is determined to be "more likely than not" that all or some portion of the potential deferred tax assets will not be realized.

In 2006, the FASB issued Interpretation No. 48 (FIN 48), "Accounting for Uncertainty in Income Taxes – an Interpretation of SFAS No. 109." FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, "Accounting for Income Taxes." FIN 48 also prescribes a recognition threshold and measurement of a tax position taken or expected to be taken in an enterprise's tax return. FIN 48 was effective for fiscal years beginning after December 15, 2006. Accordingly, the Company adopted FIN 48 effective January 1, 2007. The adoption of FIN 48 did not have any impact on the Company's consolidated financial position.

Reclassifications

Certain amounts in the financial statements for the years ended December 31, 2007 and 2006 have been reclassified, with no effect on net income, to be consistent with the classifications adopted for the year ended December 31, 2008.

Net income per share

The Company computes net income per share in accordance with SFAS No. 128, "Earnings Per Share." Net income per share is computed on the basis of the weighted average number of common shares outstanding: 836,283 in 2008, 861,065 in 2007 and 865,589 in 2006. The Company does not have any dilutive instruments and therefore only basic net income per share is presented. Net income per share and the weighted average common shares outstanding have been adjusted for 2007 and 2006 to reflect the 10% stock dividend issued in 2007.

Fair values of financial instruments

SFAS No. 107, "Disclosures About Fair Value of Financial Instruments," as amended by SFAS No. 119 and SFAS No. 133, requires disclosure of fair value information for financial instruments, whether or not recognized in the balance sheet, when it is practicable to estimate the fair value. SFAS No. 107 defines a financial instrument as cash, evidence of an ownership interest in an entity or contractual obligations which require the exchange of cash or other financial instruments. Certain items are specifically excluded from the disclosure requirements, including the Company's common stock. In addition, other nonfinancial instruments such as premises and equipment and other assets and liabilities are not subject to the disclosure requirements.

The following methods and assumptions were used by the Company in estimating fair values of financial instruments as disclosed herein:

Cash and due from banks - The carrying amounts of cash and due from banks (cash on hand, due from banks and interest bearing deposits with other banks) approximate their fair value.

Federal funds sold - The carrying amounts of federal funds sold approximate their fair value.

Investment securities available for sale and held to maturity - Fair values for investment securities are based on quoted market prices.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACTIVITIES, Continued

Fair values of financial instruments - continued

Other investments - No ready market exists for Federal Reserve and Federal Home Loan Bank Stock and they have no quoted market value. However, redemption of this stock has historically been at par value. Management has determined it is not practicable to estimate the fair value and has not performed an impairment analysis.

Loans - For variable rate loans that reprice frequently and for loans that mature within one year, fair values are based on carrying values. Fair values for all other loans are estimated using discounted cash flow analyses, with interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Fair values for impaired loans are estimated using discounted cash flow analyses or underlying collateral values, where applicable.

Deposits - The fair values disclosed for demand deposits are, by definition, equal to their carrying amounts. The carrying amounts of variable rate, fixed-term money market accounts and short-term certificates of deposit approximate their fair values at the reporting date. Fair values for long-term fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities.

Short-term borrowings - The carrying amounts of borrowings under repurchase agreements, federal funds purchased, U. S. Treasury demand notes, and Federal Home Loan Bank advances approximate their fair values.

Off balance sheet instruments - Fair values of off balance sheet lending commitments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing.

Recently issued accounting standards

The following is a summary of recent authoritative pronouncements that may affect accounting, reporting, and disclosure of financial information by the Company:

In December 2007, the Financial Accounting Standards Board (the "FASB") issued SFAS No. 141(R), "Business Combinations," ("SFAS 141(R)") which replaces SFAS 141. SFAS 141(R) establishes principles and requirements for how an acquirer in a business combination recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any controlling interest; recognizes and measures goodwill acquired in the business combination or a gain from a bargain purchase; and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. FAS 141(R) is effective for acquisitions by the Company taking place on or after January 1, 2009. Early adoption is prohibited. Accordingly, a calendar year-end company is required to record and disclose business combinations following existing accounting guidance until January 1, 2009. The Company will assess the impact of SFAS 141(R) if and when a future acquisition occurs.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities" ("SFAS 161"). SFAS 161 requires enhanced disclosures about an entity's derivative and hedging activities, thereby improving the transparency of financial reporting. It is intended to enhance the current disclosure framework in SFAS 133 by requiring that objectives for using derivative instruments be disclosed in terms of underlying risk and accounting designation. This disclosure better conveys the purpose of derivative use in terms of the risks that the entity intends to manage. SFAS 161 is effective for the Company on January 1, 2009. This pronouncement does not impact accounting measurements but will result in additional disclosures if the Company is involved in material derivative and hedging activities at that time.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACTIVITIES, Continued

Recently issued accounting standards - continued

In February 2008, the FASB issued FASB Staff Position No. 140-3, "Accounting for Transfers of Financial Assets and Repurchase Financing Transactions" ("FSP 140-3"). This FSP provides guidance on accounting for a transfer of a financial asset and the transferor's repurchase financing of the asset. This FSP presumes that an initial transfer of a financial asset and a repurchase financing are considered part of the same arrangement (linked transaction) under SFAS No. 140. However, if certain criteria are met, the initial transfer and repurchase financing are not evaluated as a linked transaction and are evaluated separately under Statement 140. FSP 140-3 will be effective for financial statements issued for fiscal years beginning after November 15, 2008, and interim periods within those fiscal years and earlier application is not permitted. Accordingly, this FSP is effective for the Company on January 1, 2009. The Company is currently evaluating the impact, if any, the adoption of FSP 140-3 will have on its financial position, results of operations and cash flows.

In May, 2008, the FASB issued Statement of Financial Accounting Standard ("SFAS") No. 162, "The Hierarchy of Generally Accepted Accounting Principles," ("SFAS No. 162"). SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States (the GAAP hierarchy). SFAS No. 162 will be effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board's amendments to AU Section 411, "The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles." The FASB has stated that it does not expect SFAS No. 162 will result in a change in current practice. The application of SFAS No. 162 will have no effect on the Company's financial position, results of operations or cash flows.

The FASB issued FASB Staff Position No. APB 14-1, "Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)," ("FSP No. APB 14-1"). The Staff Position specifies that issuers of convertible debt instruments that may be settled in cash upon conversion should separately account for the liability and equity components in a manner that will reflect the entity's nonconvertible debt borrowing rate when interest cost is recognized in subsequent periods. FSP No. APB 14-1 provides guidance for initial and subsequent measurement as well as derecognition provisions. The Staff Position is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early adoption is not permitted. The adoption of this Staff Position will have no material effect on the Company's financial position, results of operations or cash flows.

In June, 2008, the FASB issued FASB Staff Position No. EITF 03-6-1, "Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities," ("FSP EITF 03-6-1"). The Staff Position provides that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents are participating securities and must be included in the earnings per share computation. FSP EITF 03-6-1 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those years. All prior-period earnings per share data presented must be adjusted retrospectively. Early application is not permitted. The adoption of this Staff Position will have no material effect on the Company's financial position, results of operations or cash flows.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACTIVITIES, Continued

Recently issued accounting standards - continued

FSP SFAS 133-1 and FIN 45-4, "Disclosures about Credit Derivatives and Certain Guarantees: An Amendment of FASB Statement No. 133 and FASB Interpretation No. 45; and Clarification of the Effective Date of FASB Statement No. 161," ("FSP SFAS 133-1 and FIN 45-4") was issued September 2008, effective for reporting periods (annual or interim) ending after November 15, 2008. FSP SFAS 133-1 and FIN 45-4 amends SFAS 133 to require the seller of credit derivatives to disclose the nature of the credit derivative, the maximum potential amount of future payments, fair value of the derivative, and the nature of any recourse provisions. Disclosures must be made for entire hybrid instruments that have embedded credit derivatives.

The staff position also amends FIN 45 to require disclosure of the current status of the payment/performance risk of the credit derivative guarantee. If an entity utilizes internal groupings as a basis for the risk, how the groupings are determined must be disclosed as well as how the risk is managed.

The staff position encourages that the amendments be applied in periods earlier than the effective date to facilitate comparisons at initial adoption. After initial adoption, comparative disclosures are required only for subsequent periods.

FSP SFAS 133-1 and FIN 45-4 clarifies the effective date of SFAS 161 such that required disclosures should be provided for any reporting period (annual or quarterly interim) beginning after November 15, 2008. The adoption of this Staff Position will have no material effect on the Company's financial position, results of operations or cash flows.

The SEC's Office of the Chief Accountant and the staff of the FASB issued press release 2008-234 on September 30, 2008 ("Press Release") to provide clarifications on fair value accounting. The Press Release includes guidance on the use of management's internal assumptions and the use of "market" quotes. It also reiterates the factors in SEC Staff Accounting Bulletin ("SAB") Topic 5M which should be considered when determining other-than-temporary impairment: the length of time and extent to which the market value has been less than cost; financial condition and near-term prospects of the issuer; and the intent and ability of the holder to retain its investment for a period of time sufficient to allow for any anticipated recovery in market value.

On October 10, 2008, the FASB issued FSP SFAS 157-3, "Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active" ("FSP SFAS 157-3"). This FSP clarifies the application of SFAS No. 157, "Fair Value Measurements" in a market that is not active and provides an example to illustrate key considerations in determining the fair value of a financial asset when the market for that asset is not active. The FSP is effective upon issuance, including prior periods for which financial statements have not been issued. For the Company, this FSP became effective for the quarter ended September 30, 2008.

The Company considered the guidance in the Press Release and in FSP SFAS 157-3 when conducting its review for other-than-temporary impairment as of September 30, 2008 and determined that it did not result in a change to its impairment estimation techniques as outlined and discussed in Note 17- Estimated Fair Value of Financial Instruments.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACTIVITIES, Continued

Recently issued accounting standards - continued

FSP EITF 99-20-1, "Amendments to the Impairment Guidance of EITF Issue No. 99-20," ("FSP EITF 99-20-1") was issued in January 2009. Prior to the Staff Position, other-than-temporary impairment was determined by using either EITF Issue No. 99-20, "Recognition of Interest Income and Impairment on Purchased Beneficial Interests and Beneficial Interests that Continue to be Held by a Transferor in Securitized Financial Assets," ("EITF 99-20") or SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities," ("SFAS 115") depending on the type of security. EITF 99-20 required the use of market participant assumptions regarding future cash flows regarding the probability of collecting all cash flows previously projected. SFAS 115 determined impairment to be other than temporary if it was probable that the holder would be unable to collect all amounts due according to the contractual terms. To achieve a more consistent determination of other-than-temporary impairment, the Staff Position amends EITF 99-20 to determine any other-than-temporary impairment based on the guidance in SFAS 115, allowing management to use more judgment in determining any other-than-temporary impairment. The Staff Position is effective for interim and annual reporting periods ending after December 15, 2008 and shall be applied prospectively. Retroactive application is not permitted. Management has reviewed the Company's security portfolio and evaluated the portfolio for any other-than-temporary impairments as discussed in Note 3 – Investment Securities.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies are not expected to have a material impact on the Company's financial position, results of operations and cash flows.

Risks and uncertainties

In the normal course of its business the Company encounters two significant types of risks: economic and regulatory. There are three main components of economic risk: interest rate risk, credit risk and market risk. The Company is subject to interest rate risk to the degree that its interest-bearing liabilities mature or reprice at different speeds, or on different basis, than its interest-earning assets. Credit risk is the risk of default on the Company's loan portfolio that results from borrower's inability or unwillingness to make contractually required payments. Market risk, as it relates to lending and real estate held for operating locations, reflects changes in the value of collateral underlying loans receivable and the valuation of real estate held by the Company.

The Company is subject to the regulations of various governmental agencies. These regulations can and do change significantly from period to period. The Company also undergoes periodic examinations by the regulatory agencies, which may subject it to further changes with respect to asset valuations, amounts of required loss allowances and operating restrictions from the regulators' judgments based on information available to them at the time of their examination.

NOTE 2 - RESTRICTIONS ON CASH AND CASH EQUIVALENTS

The Bank is required to maintain average reserve balances either at the Bank or on deposit with the Federal Reserve Bank. The average amounts of these reserve balances for the years ended December 31, 2008 and 2007 were approximately \$2,638,000 and \$10,486,000, respectively.

NOTE 3 - INVESTMENT SECURITIES

The amortized cost and fair value of investment securities are based on contractual maturity dates. Actual maturities may differ from the contractual maturities because borrowers may have the right to prepay obligations with or without penalty. The amortized cost, approximate fair value, and expected maturities of investment securities are summarized as follows (tabular amounts in thousands):

| | December 31, 2008 | | | Fair Value |
|----------------------------------|--------------------------|-------------------------|-----------------------|--------------------------|
| | Amortized Cost | Unrealized Gains | Holding Losses | |
| <u>AVAILABLE FOR SALE</u> | | | | |
| Government sponsored enterprises | | | | |
| Within one year | \$ 3,725 | \$ 41 | \$ - | \$ 3,766 |
| One to five years | 151,174 | 2,030 | - | 153,204 |
| Six to ten years | <u>14,522</u> | <u>583</u> | <u>-</u> | <u>15,105</u> |
| | <u>169,421</u> | <u>2,654</u> | <u>-</u> | <u>172,075</u> |
| State, county and municipal | | | | |
| Within one year | 1,370 | 15 | - | 1,385 |
| One to five years | 4,243 | 133 | - | 4,376 |
| Six to ten years | 11,271 | 16 | 362 | 10,925 |
| Over ten years | <u>1,115</u> | <u>-</u> | <u>39</u> | <u>1,076</u> |
| | <u>17,999</u> | <u>164</u> | <u>401</u> | <u>17,762</u> |
| Mortgage backed | | | | |
| Six to ten years | 507 | 18 | - | 525 |
| Over ten years | <u>3,021</u> | <u>63</u> | <u>-</u> | <u>3,084</u> |
| | <u>3,528</u> | <u>81</u> | <u>-</u> | <u>3,609</u> |
| Other Investments | | | | |
| CRA Qualified Investment Fund | 721 | - | - | 721 |
| Master Card International Stock | <u>11</u> | <u>-</u> | <u>-</u> | <u>11</u> |
| | <u>732</u> | <u>-</u> | <u>-</u> | <u>732</u> |
| Total available for sale | <u>\$ 191,680</u> | <u>\$ 2,899</u> | <u>\$ 401</u> | <u>\$ 194,178</u> |
| <u>HELD TO MATURITY</u> | | | | |
| State, county and municipal | | | | |
| Within one year | \$ 795 | \$ 11 | \$ - | \$ 806 |
| One to five years | 1,481 | 9 | 8 | 1,482 |
| Six to ten years | 4,589 | 12 | 70 | 4,531 |
| Over ten years | <u>2,893</u> | <u>-</u> | <u>142</u> | <u>2,751</u> |
| Total held to maturity | <u>\$ 9,758</u> | <u>\$ 32</u> | <u>\$ 220</u> | <u>\$ 9,570</u> |

NOTE 3 - INVESTMENT SECURITIES

| | December 31, 2007 | | | Fair Value |
|----------------------------------|--------------------------|-------------------------|-----------------------|--------------------------|
| | Amortized Cost | Unrealized Gains | Holding Losses | |
| <u>AVAILABLE FOR SALE</u> | | | | |
| Government sponsored enterprises | | | | |
| Within one year | \$ 61,611 | \$ 2 | \$ 236 | \$ 61,377 |
| One to five years | 103,464 | 1,408 | 8 | 104,864 |
| Six to ten years | 18,276 | 407 | - | 18,683 |
| | <u>183,351</u> | <u>1,817</u> | <u>244</u> | <u>184,924</u> |
| State, county and municipal | | | | |
| Within one year | 209 | 3 | - | 212 |
| One to five years | 6,244 | 166 | - | 6,410 |
| Six to ten years | 1,916 | 16 | 6 | 1,926 |
| Over ten years | <u>10,758</u> | <u>10</u> | <u>49</u> | <u>10,719</u> |
| | <u>19,127</u> | <u>195</u> | <u>55</u> | <u>19,267</u> |
| Mortgage backed | | | | |
| Six to ten years | 389 | 11 | - | 400 |
| Over ten years | <u>846</u> | <u>4</u> | <u>20</u> | <u>830</u> |
| | <u>1,235</u> | <u>15</u> | <u>20</u> | <u>1,230</u> |
| Other Investments | | | | |
| CRA Qualified Investment Fund | 701 | - | - | 701 |
| Master Card International Stock | <u>11</u> | <u>-</u> | <u>-</u> | <u>11</u> |
| | <u>712</u> | <u>-</u> | <u>-</u> | <u>712</u> |
| Total available for sale | <u>\$ 204,425</u> | <u>\$ 2,027</u> | <u>\$ 319</u> | <u>\$ 206,133</u> |
| <u>HELD TO MATURITY</u> | | | | |
| State, county and municipal | | | | |
| Within one year | \$ 250 | \$ - | \$ - | \$ 250 |
| One to five years | 1,438 | 32 | - | 1,470 |
| Six to ten years | 3,764 | 20 | 5 | 3,779 |
| Over ten years | <u>2,259</u> | <u>-</u> | <u>27</u> | <u>2,232</u> |
| Total held to maturity | <u>\$ 7,711</u> | <u>\$ 52</u> | <u>\$ 32</u> | <u>\$ 7,731</u> |

NOTE 3 - INVESTMENT SECURITIES, Continued

The following table shows gross unrealized losses and fair value, aggregated by investment category, and length of time that individual securities have been in a continuous unrealized loss position, at December 31, 2008 (tabular amounts in thousands):

AVAILABLE FOR SALE

| | <u>Less than twelve months</u> | | <u>Twelve months or more</u> | | <u>Total</u> | |
|------------------------------|------------------------------------|------------------------------|----------------------------------|------------------------------|-------------------|------------------------------|
| | <u>Fair value</u> | <u>Unrealized losses</u> | <u>Fair value</u> | <u>Unrealized losses</u> | <u>Fair value</u> | <u>Unrealized losses</u> |
| State, county, and municipal | \$ 10,926 | \$ 401 | \$ - | \$ - | \$ 10,926 | \$ 401 |
| Total | <u>\$ 10,926</u> | <u>\$ 401</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 10,926</u> | <u>\$ 401</u> |

Securities classified as available-for-sale are recorded at fair market value. There were no unrealized losses consisting of securities in a continuous loss position for twelve months or more.

Investment securities with an aggregate par value of \$174,673,000 at December 31, 2008 and \$182,651,000 at December 31, 2007 were pledged to secure public deposits and for other purposes.

During 2007, \$2,315,000 of available-for-sale securities were sold for a gain of \$9,000. There were no sales of securities available-for-sale in 2008 or 2006.

Management reviews securities for other-than-temporary impairment on at least a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

Other Investments, at Cost

The Bank, as a member institution, is required to own certain stock investments in the Federal Home Loan Bank of Atlanta ("FHLB") and the Federal Reserve Bank. The stock is generally pledged against any borrowings from these institutions (see Note 8). No ready market exists for the stock and it has no quoted market value. However, redemption of these stocks has historically been at par value.

The Company's investments in stock are summarized below (tabular amounts in thousands):

| | <u>December 31,</u> | |
|----------------------|---------------------|-----------------|
| | <u>2008</u> | <u>2007</u> |
| Federal Reserve Bank | \$ 116 | \$ 116 |
| FHLB | 2,908 | 2,181 |
| | <u>\$ 3,024</u> | <u>\$ 2,297</u> |

NOTE 4 - LOANS AND ALLOWANCE FOR LOAN LOSSES

Following is a summary of loans by major classification (tabular amounts in thousands):

| | <u>December 31,</u> | |
|--|----------------------------|--------------------------|
| | <u>2008</u> | <u>2007</u> |
| Real estate - mortgage | \$ 366,948 | \$ 350,138 |
| Real estate - construction | 92,010 | 83,398 |
| Commercial and industrial | 89,348 | 88,106 |
| Loans to individuals for household, family and other consumer expenditures | 46,278 | 47,731 |
| Agriculture | 3,119 | 3,264 |
| All other loans, including overdrafts | 411 | 794 |
| Unamortized deferred loan costs | 167 | 320 |
| | <u>\$ 598,281</u> | <u>\$ 573,751</u> |

The Bank's loan portfolio consisted of \$473,895,000 and \$423,025,000 in fixed rate loans as of December 31, 2008 and 2007, respectively. Fixed rate loans with maturities in excess of one year amounted to \$316,519,000 and \$275,452,000 at December 31, 2008 and 2007, respectively. The Bank has an available line of credit from the FHLB. The line is secured by a blanket lien on qualifying 1-4 family mortgages.

Changes in the allowance for loan losses are summarized as follows (tabular amounts in thousands):

| | <u>For the years ended December 31,</u> | | |
|--|--|------------------------|------------------------|
| | <u>2008</u> | <u>2007</u> | <u>2006</u> |
| Balance, beginning of year | \$ 6,507 | \$ 6,476 | \$ 5,918 |
| Recoveries of loans previously charged against the allowance | 533 | 332 | 659 |
| Provided from current year's income | 2,533 | 1,145 | 808 |
| Loans charged against the allowance | <u>(2,482)</u> | <u>(1,446)</u> | <u>(909)</u> |
| Balance, end of year | <u>\$ 7,091</u> | <u>\$ 6,507</u> | <u>\$ 6,476</u> |

As of December 31, 2008 and 2007, loans individually evaluated and considered impaired under SFAS No. 114 "Accounting by Creditors for Impairment of a Loan" were as follows (tabular amounts in thousands):

| | <u>December 31,</u> | |
|---|----------------------------|--------------------|
| | <u>2008</u> | <u>2007</u> |
| Total loans considered impaired | \$4,158 | \$ 861 |
| Loans considered impaired for which there is a related allowance for loan loss: | | |
| Outstanding loan balance | 3,082 | - |
| Related allowance established | 572 | - |
| Loans considered impaired and previously written down to fair value | 1,075 | 861 |
| Average annual investment in impaired loans | 1,589 | 755 |
| Interest income recognized on impaired loans during the period of impairment. | - | - |

NOTE 4 - LOANS AND ALLOWANCE FOR LOAN LOSSES - continued

At December 31, 2008 and 2007, non-accrual loans totaled \$2,990,000 and \$861,000, respectively. The total amount of interest earned on non-accrual loans was \$103,000 in 2008, \$33,000 in 2007 and \$27,000 in 2006. The gross interest income which would have been recorded under the original terms of the non-accrual loans amounted to \$288,000 in 2008, \$94,000 in 2007, and \$65,000 in 2006. Foregone interest on non-accrual loans totaled \$185,000 in 2008, \$61,000 in 2007, and \$38,000 in 2006. The Company writes down any potential losses associated with non-accrual loans at the time such loans are placed in a non-accrual status. Accrued and unpaid current period interest income on non-accrual loans is reversed to current period income at the time a loan is placed in non-accrual status. Accrued and unpaid prior period interest income on non-accrual loans is charged to the Allowance for Loan Losses at the time the loan is placed in non-accrual status. Any payments received on loans placed in non-accrual status are applied first to principal. The Company does not recognize interest income on non-accrual loans on a cash basis.

NOTE 5 - PREMISES AND EQUIPMENT

Premises and equipment at December 31 is summarized as follows (tabular amounts in thousands):

| | <u>2008</u> | <u>2007</u> |
|--|--------------------------------|--------------------------------|
| Land and buildings | \$ 26,262 | \$ 25,192 |
| Furniture, fixtures and equipment | <u>8,811</u> 35,073 | <u>7,768</u> 32,960 |
| Less accumulated depreciation and amortization | <u>11,789</u> 23,284 | <u>10,701</u> 22,259 |
| Construction in progress | <u>119</u> <u>\$ 23,403</u> | <u>669</u> <u>\$ 22,928</u> |

Depreciation and amortization of premises and equipment charged to operating expense totaled \$1,330,000 in 2008, \$1,285,000 in 2007 and \$1,202,000 in 2006. As of December 31, 2008 construction in progress consisted of \$33,000 for expenditures associated with renovations to the Surfside branch office, with an approximate remaining contractual balance of \$29,000, and \$86,000 for expenditures associated with the site preparation and the establishment of an ATM at the Company's Carolina Forest site, with an approximate remaining contractual balance of \$164,000.

Depreciation with regard to premises and equipment owned by the Company is recorded using the straight-line method over the estimated useful life of the related asset for financial reporting purposes. Estimated lives range from fifteen to thirty-nine years for buildings and improvements and from five to seven years for furniture and equipment. Estimated lives for computer software are typically five years. Estimated lives of Bank automobiles are typically five years. Estimating the useful lives of premises and equipment includes a component of management judgment.

NOTE 6 - DEPOSITS

A summary of deposits, by type, as of December 31 follows (tabular amounts in thousands):

| | <u>2008</u> | <u>2007</u> |
|-------------------------------|-------------------------|-------------------------|
| Transaction accounts | \$ 186,911 | \$200,052 |
| Savings deposits | 48,354 | 46,019 |
| Insured money market accounts | 76,411 | 83,329 |
| Time deposits over \$100,000 | 210,669 | 201,855 |
| Other time deposits | <u>156,874</u> | <u>161,034</u> |
| Total deposits | <u>\$679,219</u> | <u>\$692,289</u> |

Interest paid on certificates of deposit of \$100,000 or more totaled \$8,110,000 in 2008, \$8,944,000 in 2007 and \$6,841,000 in 2006.

At December 31, 2008, the scheduled maturities of time deposits are as follows (dollar amounts in thousands):

| | |
|----------------|-------------------------|
| 2009 | \$ 303,415 |
| 2010 | 51,133 |
| 2011 | 5,666 |
| 2012 | 3,538 |
| 2013 and after | <u>3,791</u> |
| | <u>\$367,543</u> |

NOTE 7 - SECURITIES SOLD UNDER REPURCHASE AGREEMENTS

Securities sold under repurchase agreements are summarized as follows (dollar amounts in thousands):

| | <u>At and for the year ended December 31,</u> | |
|--|---|-------------|
| | <u>2008</u> | <u>2007</u> |
| Amount outstanding at year end | \$ 67,415 | \$ 60,936 |
| Average amount outstanding during year | 58,843 | 68,276 |
| Maximum outstanding at any month-end | 67,415 | 72,927 |
| Weighted average rate paid at year-end | 1.86% | 4.20% |
| Weighted average rate paid during year | 2.41% | 4.10% |

The Bank enters into sales of securities under agreements to repurchase. These obligations to repurchase securities sold are reflected as liabilities in the consolidated balance sheets. The dollar amount of securities underlying the agreements are book entry securities maintained with an independent third party safekeeping agent. Government sponsored enterprise and municipal securities with a book value of \$71,752,000 (\$72,845,000 fair value) and \$74,717,000 (\$76,064,000 fair value) at December 31, 2008 and 2007, respectively, are pledged as collateral for the agreements.

NOTE 8 - LINES OF CREDIT

At December 31, 2008, the Bank had unused short-term lines of credit totaling \$33,500,000 to purchase Federal Funds from unrelated banks. These lines of credit are available on a one to seven day basis for general corporate purposes of the Bank. All of the lenders have reserved the right to withdraw these lines at their option.

The Bank has a demand note through the U.S. Treasury, Tax and Loan system with the Federal Reserve Bank of Richmond (FRB). The Bank may borrow up to \$7,000,000 under the arrangement at varying rates set weekly by the FRB. The average rate paid by the Company under the arrangement was 1.42% for 2008. The note is secured by Federal agency securities with a market value of \$3,009,000 at December 31, 2008. The amount outstanding under the note totaled \$2,672,000 and \$2,377,000 at December 31, 2008 and 2007, respectively.

The Bank also has a line of credit from the Federal Home Loan Bank (FHLB) for \$91,328,000 secured by a lien on the Bank's qualifying 1-4 family mortgages and the Bank's investment in FHLB stock. Allowable terms range from overnight to 20 years at varying rates set daily by the FHLB. The amount outstanding under the agreement totaled \$30,000,000 and \$15,000,000 at December 31, 2008 and 2007, respectively. The \$30,000,000 outstanding at December 31, 2008 consists of two advances in the amounts of \$20,000,000 and \$10,000,000. The \$20,000,000 advance is due and payable in one payment on March 2, 2009. The \$10,000,000 advance is due and payable in one payment on March 31, 2009. Interest on these advances is payable monthly at 1.43% and .86%, respectively.

NOTE 9 - NOTE PAYABLE

On April 10, 2008, the Company executed a note with Silverton Bank, N.A. establishing a revolving credit facility for the Company in the amount of \$1,200,000. All principal is payable on or before the maturity date of the note on April 10, 2010. Interest is payable quarterly on the following dates of each quarter: July 10, October 10, January 10, and April 10. The interest rate on the note is paid at the rate of the Prime Rate as published in the Money Rates section of the Wall Street Journal, Eastern Edition, printed edition, minus one percent. The amount outstanding on the note at December 31, 2008 was \$1,119,511, and the interest rate on the note payable at December 31, 2008 was 2.25%. The note is unsecured.

NOTE 10 - INCOME TAXES

The provision for income taxes is reconciled to the amount of income tax computed at the federal statutory rate on income before income taxes as follows (dollar amounts in thousands):

| | For the years ended December 31, | | | | | |
|--|---|----------------------|-----------------------|----------------------|-----------------------|----------------------|
| | 2008 | | 2007 | | 2006 | |
| | <u>Amount</u> | <u>%</u> | <u>Amount</u> | <u>%</u> | <u>Amount</u> | <u>%</u> |
| Tax expense at statutory rate | \$4,600 | 34.21% | \$5,047 | 34.25% | \$5,081 | 34.27% |
| Increase (decrease) in taxes resulting from: | | | | | | |
| Tax exempt interest | (369) | (2.74) | (309) | (2.10) | (276) | (1.86) |
| State bank tax (net of federal benefit) | 228 | 1.70 | 263 | 1.78 | 313 | 2.11 |
| Other - net | <u>29</u> | <u>.21</u> | <u>14</u> | <u>.10</u> | <u>(338)</u> | <u>(2.31)</u> |
| Tax provision | <u>\$4,488</u> | <u>33.38%</u> | <u>\$5,015</u> | <u>34.03%</u> | <u>\$4,780</u> | <u>32.21%</u> |

NOTE 10 - INCOME TAXES - Continued

The sources and tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are as follows (tabular amounts in thousands):

| | <u>December 31,</u> | |
|--|----------------------------|------------------------|
| | <u>2008</u> | <u>2007</u> |
| Deferred tax assets: | | |
| Allowance for loan losses deferred for tax purposes | \$ 2,411 | \$ 2,212 |
| Deferred compensation | 548 | 512 |
| Executive retirement plan | 152 | 143 |
| Other | <u>187</u> | <u>136</u> |
| Gross deferred tax assets | 3,298 | 3,003 |
| Less valuation allowance | <u>-</u> | <u>-</u> |
| Net deferred tax assets | 3,298 | 3,003 |
| Deferred tax liabilities: | | |
| Depreciation for income tax reporting in excess of amount for financial reporting | (523) | (392) |
| Unrealized net gains on securities available for sale | (998) | (683) |
| Other | <u>(186)</u> | <u>(216)</u> |
| Gross deferred tax liabilities | <u>(1,707)</u> | <u>(1,291)</u> |
| Net deferred tax asset | <u>\$ 1,591</u> | <u>\$ 1,712</u> |

The net deferred tax asset is included in other assets at December 31, 2008 and 2007.

A portion of the change in net deferred taxes relates to the change in unrealized net gains and losses on securities available for sale. The related 2008 tax expense of \$315,000 and the 2007 tax expense of \$1,429,000 have been recorded directly to stockholders' equity. The balance of the change in net deferred taxes results from the current period deferred tax benefit or expense.

The following summary of the provision for income taxes includes tax deferrals which arise from temporary differences in the recognition of certain items of revenue and expense for tax and financial reporting purposes (amounts in thousands):

| | <u>For the years ended December 31,</u> | | |
|---|--|------------------------|------------------------|
| | <u>2008</u> | <u>2007</u> | <u>2006</u> |
| Income taxes currently payable | | | |
| Federal | \$ 4,336 | \$ 4,588 | \$ 4,367 |
| State | <u>346</u> | <u>400</u> | <u>476</u> |
| | 4,682 | 4,988 | 4,843 |
| Net deferred income tax (benefit)/expense | <u>(194)</u> | <u>27</u> | <u>(63)</u> |
| Provision for income taxes | <u>\$ 4,488</u> | <u>\$ 5,015</u> | <u>\$ 4,780</u> |

NOTE 11 - FINANCIAL INSTRUMENTS WITH OFF BALANCE SHEET RISK

The Bank is a party to financial instruments with off balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the accompanying consolidated balance sheets. The contractual amounts of those instruments reflect the extent of involvement the Bank has in particular classes of financial instruments. The Bank uses the same credit policies in making commitments and conditional obligations as it does for on balance sheet instruments.

The contractual value of the Bank's off balance sheet financial instruments is as follows as of December 31, 2008 (amounts in thousands):

| | <u>Contract amount</u> |
|------------------------------|-----------------------------------|
| Commitments to extend credit | \$ 53,838 |
| Standby letters of credit | \$ 2,111 |

Commitments to extend credit are agreements to lend as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Bank evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained if deemed necessary by the Bank upon extension of credit is based on management's credit evaluation.

NOTE 12 - COMMITMENTS AND CONTINGENCIES

At December 31, 2008, the Bank was obligated under a non-cancelable lease for a billboard contract that had initial or remaining terms of more than one year. Future minimum payments under this agreement at December 31, 2008 were (tabular amounts in thousands):

| <u>Payable in year ending</u> | <u>Amount</u> |
|--|----------------------|
| 2009 | \$ 2 |
| 2010 | - |
| 2011 and thereafter | - |
| Total future minimum payments required | <u>\$ 2</u> |

Lease payments under all operating leases charged to expense totaled \$5,000 in 2008, \$6,000 in 2007 and \$6,000 in 2006. The leases provide that the lessee pay property taxes, insurance and maintenance cost.

The Company is party to litigation and claims arising in the normal course of business. Management, after consultation with legal counsel, believes that the liabilities, if any, arising from such litigation and claims will not be material to the Company's financial position.

NOTE 13 - RESTRICTION ON DIVIDENDS

Payment of dividends is within the discretion of the Board of Directors, and the ability of the Company to pay cash dividends is dependent upon receiving cash in the form of dividends from the Bank. Federal banking regulations restrict the amount of dividends that can be paid and such dividends are payable only from the retained earnings of the Bank. At December 31, 2008, the Bank's retained earnings were \$78,467,000.

NOTE 14 - TRANSACTIONS WITH DIRECTORS, EXECUTIVE OFFICERS AND ASSOCIATES

Directors and executive officers of the Company and the Bank and associates of such persons are customers of and have loan and deposit transactions with the Bank in the ordinary course of business. Additional transactions may be expected to take place in the future. Loans and commitments are made on comparable terms, including interest rates and collateral, as those prevailing at the time for other customers of the Bank, and do not involve more than normal risk of collectibility or present other unfavorable features.

Total loans to all executive officers and directors, including immediate family and business interests, at December 31, were as follows (tabular amounts in thousands):

| | <u>December 31,</u> | |
|-----------------------------------|----------------------------|------------------------|
| | <u>2008</u> | <u>2007</u> |
| Balance, beginning of year | \$ 1,956 | \$ 2,400 |
| New loans | 343 | 775 |
| Less loan payments | <u>675</u> | <u>1,219</u> |
| Balance, end of year | <u>\$ 1,624</u> | <u>\$ 1,956</u> |

Deposits by directors and executive officers of the Company and the Bank, and associates of such persons, totaled \$12,478,000 and \$11,036,000 at December 31, 2008 and 2007, respectively.

NOTE 15 - EMPLOYEE BENEFIT PLAN

The Bank has a defined contribution pension plan covering all employees who have attained age twenty-one and have a minimum of one year of service. Upon ongoing approval of the Board of Directors, the Bank matches one hundred percent of employee contributions up to three percent of employee salary deferred and fifty percent of employee contributions in excess of three percent and up to five percent of salary deferred. The Board of Directors may also make discretionary contributions to the Plan. For the years ended December 31, 2008, 2007 and 2006, \$579,000, \$712,000 and \$605,000, respectively, were charged to operations under the plan.

Supplemental benefits are provided to certain key officers under The Conway National Bank Executive Supplemental Income Plan (ESI) and the Long-Term Deferred Compensation Plan (LTDC). These plans are not qualified under the Internal Revenue Code. The plans are unfunded. However, certain benefits under the ESI Plan are informally and indirectly funded by insurance policies on the lives of the covered employees.

The ESI plan provides a life insurance benefit on the life of the covered officer payable to the officer's beneficiary. The plan also provides a retirement stipend to certain officers. For the years ended December 31, 2008, 2007, and 2006, the Bank had \$51,888, \$96,056 and \$84,283 in income and \$50,436, \$111,256 and (\$30,198) of expense associated with this plan, respectively. The negative expense noted for 2006 was the result of the forfeiture of benefits from departing officers. The LTDC plan provides cash awards to certain officers payable upon death, retirement, or separation from service. The awards are made in dollar increments equivalent to the value of the Company's stock at the time of the award. The Bank maintains the value of awards in amounts equal to the future value of the Company's stock plus any cash dividends paid. Such plans are commonly referred to as phantom stock plans. For the years ended December 31, 2008, 2007 and 2006, \$179,493, \$223,630 and (\$91,144), respectively, was charged to operations under the plan. The negative expense noted for 2006 was the result of the forfeiture of benefits from departing officers.

NOTE 16 - REGULATORY MATTERS

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company and Bank. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company's and the Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios (set forth in the table below) of total and Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets. Management believes, as of December 31, 2008, the Company and the Bank meet all capital adequacy requirements to which they are subject.

The Company's and the Bank's actual capital amounts and ratios and minimum regulatory amounts and ratios are presented as follows (dollar amounts in thousands):

CNB Corporation

| | Actual | | For capital adequacy purposes | |
|--|---------------|--------------|--------------------------------------|--------------|
| | Amount | Ratio | Minimum | Ratio |
| As of December 31, 2008 | | | | |
| Total Capital (to risk weighted assets) | \$ 89,119 | 14.67% | \$ 48,607 | 8.00% |
| Tier 1 Capital (to risk weighted assets) | 82,028 | 13.50 | 24,304 | 4.00 |
| Tier 1 Capital (to average assets) | 82,028 | 9.56 | 34,312 | 4.00 |
| As of December 31, 2007 | | | | |
| Total Capital (to risk weighted assets) | \$ 87,594 | 14.86% | \$ 47,154 | 8.00% |
| Tier 1 Capital (to risk weighted assets) | 81,087 | 13.76 | 23,577 | 4.00 |
| Tier 1 Capital (to average assets) | 81,087 | 9.47 | 34,243 | 4.00 |

The Conway National Bank

| | Actual | | For capital adequacy purposes | | To be well capitalized under prompt corrective action provisions | |
|--|---------------|--------------|--------------------------------------|--------------|---|--------------|
| | Amount | Ratio | Minimum | Ratio | Minimum | Ratio |
| As of December 31, 2008 | | | | | | |
| Total Capital (to risk weighted assets) | \$ 89,428 | 14.72% | \$ 48,604 | 8.00% | \$ 60,755 | 10.00% |
| Tier 1 Capital (to risk weighted assets) | 82,337 | 13.55 | 24,302 | 4.00 | 36,453 | 6.00 |
| Tier 1 Capital (to average assets) | 82,337 | 9.60 | 34,311 | 4.00 | 42,889 | 5.00 |
| As of December 31, 2007 | | | | | | |
| Total Capital (to risk weighted assets) | \$ 85,087 | 14.46% | \$ 47,062 | 8.00% | \$ 58,828 | 10.00% |
| Tier 1 Capital (to risk weighted assets) | 78,580 | 13.36 | 23,531 | 4.00 | 35,297 | 6.00 |
| Tier 1 Capital (to average assets) | 78,580 | 9.19 | 34,197 | 4.00 | 42,746 | 5.00 |

NOTE 17 - ESTIMATED FAIR VALUE OF FINANCIAL INSTRUMENTS

The estimated fair values of the Company's financial instruments were as follows at December 31 (amounts in thousands):

| | 2008 | | 2007 | |
|---|-----------------------------------|------------------------------|-----------------------------------|------------------------------|
| | <u>Carrying Amount</u> | <u>Fair Value</u> | <u>Carrying Amount</u> | <u>Fair Value</u> |
| FINANCIAL ASSETS | | | | |
| Cash and due from banks | \$ 19,259 | \$ 19,259 | \$ 20,941 | \$ 20,941 |
| Federal funds sold | 21,000 | 21,000 | 26,000 | 26,000 |
| Investment securities available for sale | 194,178 | 194,178 | 206,133 | 206,133 |
| Investment securities held to maturity | 9,758 | 9,570 | 7,711 | 7,731 |
| Other investments | 3,024 | 3,024 | 2,297 | 2,297 |
| Loans (net) | 591,190 | 605,602 | 567,244 | 569,930 |
| FINANCIAL LIABILITIES | | | | |
| Deposits | 679,219 | 680,172 | 692,289 | 692,189 |
| Securities sold under repurchase agreements | 67,415 | 67,415 | 60,936 | 60,936 |
| Federal Home Loan Bank advance | 30,000 | 30,000 | 15,000 | 15,000 |
| U.S. Treasury demand notes | 2,672 | 2,672 | 2,377 | 2,377 |
| Other short-term borrowings | 1,120 | 1,120 | - | - |
| | <u>Notional Amount</u> | <u>Fair Value</u> | <u>Notional Amount</u> | <u>Fair Value</u> |
| OFF BALANCE SHEET INSTRUMENTS | | | | |
| Commitments to extend credit | \$ 53,838 | \$ - | \$ 58,002 | \$ - |
| Standby letters of credit | 2,111 | - | 4,080 | - |

Effective January 1, 2008, the Company adopted SFAS No. 157, "Fair Value Measurements" ("SFAS 157") which provides a framework for measuring and disclosing fair value under generally accepted accounting principles. SFAS 157 requires disclosures about the fair value of assets and liabilities recognized in the balance sheet in periods subsequent to initial recognition, whether the measurements are made on a recurring basis (for example, available-for-sale investment securities) or on a nonrecurring basis (for example, impaired loans).

SFAS 157 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. SFAS 157 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities include debt and equity securities and derivative contracts that are traded in an active exchange market, as well as U.S. Treasuries and money market funds.
- Level 2** Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include debt securities with quoted prices that are traded less frequently than exchange-traded instruments, mortgage backed securities, municipal bonds, corporate debt securities, and derivative contracts whose value is determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data. This category generally includes certain derivative contracts and impaired loans.

NOTE 17 - ESTIMATED FAIR VALUE OF FINANCIAL INSTRUMENTS, Continued

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. For example, this category generally includes certain private equity investments, retained residual interests in securitizations, residential mortgage servicing rights, and highly-structured or long-term derivative contracts.

The Company has no assets or liabilities whose fair values are measured using level 1 inputs.

The Company's available-for-sale investment securities (\$194,178 at December 31, 2008) include debt securities of U.S. government sponsored enterprises, municipal bonds, and mortgage backed securities. The Company considers the market quoted prices of these instruments to be equivalent to debt securities that are traded less frequently than exchange-traded instruments and therefore classifies them as Level 2 inputs. Also, the Company predominantly makes loans for the purposes of real estate acquisition, construction, agriculture, commercial and industrial needs, and consumer expenditures. The majority of the Company's loans are real estate secured. Loans which are deemed to be impaired are primarily valued at the fair values of the underlying real estate collateral. Such fair values are obtained using independent appraisals, which the Company considers to be level 2 inputs. The aggregate carrying amount of impaired loans at December 31, 2008 was \$4,158. The Company's available-for-sale investment securities and impaired loans are the only assets whose fair values the Company measures using level 2 inputs. The Company has no liabilities whose fair values are measured using level 2 inputs.

The Company has no assets or liabilities whose fair values are measured using level 3 inputs.

FASB Staff Position No. FAS 157-2 delays the implementation of SFAS 157 until the first quarter of 2009 with respect to goodwill, other intangible assets, real estate and other assets acquired through foreclosure and other non-financial assets measured at fair value on a nonrecurring basis.

NOTE 18 - PARENT COMPANY INFORMATION

Following is condensed financial information of CNB Corporation (parent company only) (amounts in thousands):

CONDENSED BALANCE SHEETS

| | <u>December 31,</u> | |
|---|----------------------------|-------------------------|
| | <u>2008</u> | <u>2007</u> |
| ASSETS | | |
| Cash | \$ 5,142 | \$ 5,836 |
| Investment in subsidiary | 83,835 | 79,605 |
| Land | - | 1,109 |
| Other assets | <u>37</u> | <u>37</u> |
| | <u>\$ 89,014</u> | <u>\$ 86,587</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Dividends payable | \$ 4,356 | \$ 4,475 |
| Short term borrowings | 1,120 | - |
| Other Liabilities | 12 | - |
| Stockholders' equity | <u>83,526</u> | <u>82,112</u> |
| | <u>\$ 89,014</u> | <u>\$ 86,587</u> |

NOTE 18 - PARENT COMPANY INFORMATION, Continued**CONDENSED STATEMENTS OF INCOME**

| | For the years ended December 31, | | |
|--|---|------------------------|-------------------------|
| | <u>2008</u> | <u>2007</u> | <u>2006</u> |
| INCOME | | | |
| Dividend from bank subsidiary | \$ 5,032 | \$ 5,129 | \$ 5,032 |
| Other income | 284 | 199 | 2 |
| EXPENSES | | | |
| Interest expense | 35 | - | - |
| Legal | - | 27 | 154 |
| Sundry | 17 | 17 | 74 |
| Other | <u>64</u> | <u>54</u> | <u>307</u> |
| Income before equity in undistributed net income of bank subsidiary | 5,200 | 5,230 | 4,499 |
| EQUITY IN UNDISTRIBUTED NET INCOME OF SUBSIDIARY | <u>3,757</u> | <u>4,490</u> | <u>5,547</u> |
| Net income | <u>\$ 8,957</u> | <u>\$ 9,720</u> | <u>\$ 10,046</u> |

CONDENSED STATEMENTS OF CASH FLOWS

| | For the years ended December 31, | | |
|---|---|------------------------|------------------------|
| | <u>2008</u> | <u>2007</u> | <u>2006</u> |
| OPERATING ACTIVITIES | | | |
| Net income | \$ 8,957 | \$ 9,720 | \$ 10,046 |
| Adjustments to reconcile net income to net cash provided by operating activities | | | |
| Equity in undistributed net income of bank subsidiary | (3,757) | (4,490) | (5,547) |
| Net change in other liabilities | <u>12</u> | <u>-</u> | <u>-</u> |
| Net cash provided by operating activities | <u>5,212</u> | <u>5,230</u> | <u>4,499</u> |
| INVESTING ACTIVITIES | | | |
| Sale of land | <u>1,109</u> | <u>-</u> | <u>-</u> |
| Net cash provided by investing activities | <u>1,109</u> | <u>-</u> | <u>-</u> |
| FINANCING ACTIVITIES | | | |
| Dividends paid | (4,475) | (4,123) | (3,943) |
| Common shares repurchased | (3,714) | (1,936) | (525) |
| Common shares sold | 54 | 56 | 16 |
| Cash paid for fractional shares | - | (61) | - |
| Change in short term borrowings | <u>1,120</u> | <u>-</u> | <u>-</u> |
| Net cash used for financing activities | <u>(7,015)</u> | <u>(6,064)</u> | <u>(4,452)</u> |
| Net increase (decrease) in cash | (694) | (834) | 47 |
| CASH, BEGINNING OF THE YEAR | <u>5,836</u> | <u>6,670</u> | <u>6,623</u> |
| CASH, END OF THE YEAR | <u>\$ 5,142</u> | <u>\$ 5,836</u> | <u>\$ 6,670</u> |

NOTE 19 - QUARTERLY FINANCIAL DATA (UNAUDITED)

Unaudited condensed financial data by quarter for 2008 and 2007 is as follows (amounts, except per share data, in thousands):

| <u>2008</u> | <u>Quarter ended</u> | | | |
|---|-----------------------------|------------------------|----------------------------|---------------------------|
| | <u>March 31</u> | <u>June 30</u> | <u>September 30</u> | <u>December 31</u> |
| Interest income | \$ 13,680 | \$ 12,428 | \$ 12,050 | \$ 11,961 |
| Interest expense | <u>5,694</u> | <u>4,660</u> | <u>4,050</u> | <u>3,817</u> |
| Net interest income | 7,986 | 7,768 | 8,000 | 8,144 |
| Provision for loan losses | <u>359</u> | <u>495</u> | <u>500</u> | <u>1,179</u> |
| Net interest income after provision for loan losses | 7,627 | 7,273 | 7,500 | 6,965 |
| Noninterest income | 1,845 | 1,728 | 2,047 | 1,568 |
| Noninterest expenses | <u>5,637</u> | <u>5,824</u> | <u>5,917</u> | <u>5,730</u> |
| Income before income taxes | 3,835 | 3,177 | 3,630 | 2,803 |
| Income taxes | <u>1,295</u> | <u>1,040</u> | <u>1,245</u> | <u>908</u> |
| Net income | <u>\$ 2,540</u> | <u>\$ 2,137</u> | <u>\$ 2,385</u> | <u>\$ 1,895</u> |
| Net income per share | <u>\$ 3.00</u> | <u>\$ 2.56</u> | <u>\$ 2.86</u> | <u>\$ 2.28</u> |
| Weighted average shares outstanding | <u>847,936</u> | <u>834,264</u> | <u>832,897</u> | <u>830,035</u> |

| <u>2007</u> | <u>Quarter ended</u> | | | |
|---|-----------------------------|------------------------|----------------------------|---------------------------|
| | <u>March 31</u> | <u>June 30</u> | <u>September 30</u> | <u>December 31</u> |
| Interest income | \$ 13,176 | \$ 13,251 | \$ 13,671 | \$ 13,657 |
| Interest expense | <u>5,503</u> | <u>5,645</u> | <u>5,767</u> | <u>5,943</u> |
| Net interest income | 7,673 | 7,606 | 7,904 | 7,714 |
| Provision for loan losses | <u>365</u> | <u>(4)</u> | <u>220</u> | <u>564</u> |
| Net interest income after provision for loan losses | 7,308 | 7,610 | 7,684 | 7,150 |
| Noninterest income | 1,556 | 1,789 | 1,753 | 1,904 |
| Noninterest expenses | <u>5,096</u> | <u>5,510</u> | <u>5,703</u> | <u>5,710</u> |
| Income before income taxes | 3,768 | 3,889 | 3,734 | 3,344 |
| Income taxes | <u>1,327</u> | <u>1,359</u> | <u>1,188</u> | <u>1,141</u> |
| Net income | <u>\$ 2,441</u> | <u>\$ 2,530</u> | <u>\$ 2,546</u> | <u>\$ 2,203</u> |
| Net income per share ⁽¹⁾ | <u>\$ 2.83</u> | <u>\$ 2.93</u> | <u>\$ 2.96</u> | <u>\$ 2.57</u> |
| Weighted average shares outstanding ⁽¹⁾ | <u>863,499</u> | <u>863,145</u> | <u>860,914</u> | <u>856,752</u> |

(1) Adjusted for the effect of a 10% stock dividend issued during 2007.

NOTE 20 – SUBSEQUENT EVENTS

During the first quarter of 2009, the Company initiated a private placement stock offering to issue up to 25,000 shares of the Company's common stock at \$158 per share. The offering is not expected to be completed until the second quarter of 2009. Proceeds from the offering are being used for general corporate purposes, including, but not limited to, the repayment of debt previously incurred for the purchase of common shares.

On March 2, 2009 the Company's \$20,000,000 FHLB advance matured. This advance was renewed into an overnight advance of the same amount on March 2, 2009 and March 3, 2009. The Company paid interest on these overnight advances at the rates of .62% and .61% for the same dates, respectively. On March 4, 2009 the Company repaid the \$20,000,000 overnight advance with four new advances in the amount of \$5,000,000 each, maturing on December 4, 2009, March 4, 2010, September 7, 2010, and March 4, 2011, respectively, and at interest rates of 1.30%, 1.30%, 1.65%, and 2.07%, respectively.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

(a) Based on the evaluation required by 17 C.F.R. Section 240.13a-15(b) or 240.15d-15(b) of the Corporation's disclosure controls and procedures (as defined in 17 C.F.R. Sections 240.13a-15(e) or 240.15d-15(e)), the Corporation's chief executive officer and chief financial officer concluded that such controls and procedures, as of the end of the period covered by this annual report, were effective.

Internal Control over Financial Reporting

(a) MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of CNB Corporation is responsible for establishing and maintaining adequate internal control over financial reporting for the company. Internal control over financial reporting is a process designed to provide reasonable assurance that assets are safeguarded against loss from unauthorized use or disposition, transactions are executed in accordance with appropriate management authorization and accounting records are reliable for the preparation of financial statements in accordance with generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has assessed the effectiveness of CNB Corporation's internal control over financial reporting as of December 31, 2008. In making our assessment, management has utilized the framework published by the Committee of Sponsoring Organizations ("COSO") of the Treadway Commission "Internal Control-Integrated Framework." Based on our assessment, management has concluded that, as of December 31, 2008, internal control over financial reporting was effective.

Elliott Davis, LLC, the independent registered public accounting firm that audited the Company's consolidated financial statements included in this report, has issued an attestation report on the Company's internal control over financial reporting, and a copy of Elliott Davis, LLC's report is included with this report.

Date: March 10, 2009

/s/W. Jennings Duncan
W. Jennings Duncan
President and Chief Executive Officer

/s/L. Ford Sanders, II
L. Ford Sanders, II
Executive Vice President, Treasurer and Chief Financial Officer

(b) REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Report of Independent Registered Public accounting firm on Internal Control over Financial Reporting, is included in Item 8- Financial Statements and Supplementary Data, of this Form 10-K.

(c) There has been no change in the Company's internal control over financial reporting identified in connection with management's assessment thereof that occurred during the Company's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. - OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS OF THE REGISTRANT AND CORPORATE GOVERNANCE

The information set forth under the captions "Information about Nominees, Directors Whose Terms will Continue after the Annual Meeting of Shareholders and Executive Officers," "Section 16(a) Beneficial Ownership Reporting Compliance" and "Governance Matters - Committees of the Board of Directors - Audit Committee" set forth in the Company's Proxy Statement filed in connection with the Company's 2009 Annual Meeting of the Shareholders (the "2009 Proxy Statement") is incorporated herein by reference.

Audit Committee Financial Expert

The Company's board of directors has determined that the Company does not have an "audit committee financial expert," as that term is defined by Item 407(d)(5) of Regulation S-K promulgated by the Securities and Exchange Commission, serving on its audit committee. The Company's audit committee is comprised of directors who are independent of the Company and its management. After reviewing the experience and training of all of the Company's independent directors, the board of directors has concluded that no independent director currently meets the SEC's very demanding definition of "audit committee financial expert." Therefore, it would be necessary to find a qualified individual willing to serve as both a director and member of the audit committee and have that person elected by the shareholders in order to have an "audit committee financial expert" serving on the Company's audit committee. The Company's audit committee is, however, authorized to use consultants to provide financial accounting expertise in any instance where members of the committee believe such assistance would be useful. Accordingly, the Company does not believe that it needs to have an "audit committee financial expert" on its audit committee.

Code of Ethics

The Company has adopted a Code of Ethics applicable to its principal executive officer, principal financial officer, and principal accounting officer. The Company will provide a copy of the Code of Ethics to any person, without charge, upon request to: Corporate Secretary, CNB Corporation, 1400 Third Avenue, Conway, South Carolina 29526.

ITEM 11. EXECUTIVE COMPENSATION

The information set forth in the 2009 Proxy Statement under the caption "Compensation of Directors and Executive Officers" is incorporated herein by reference; provided, however, the information set forth under the caption "Compensation Committee Report" shall be deemed to be "furnished" and not "filed" and will not be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 as a result of being so furnished.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGMEENT AND RELATED STOCKHOLDER MATTERS

The information set forth in the 2009 Proxy Statement under the captions "Security Ownership of Certain Beneficial Owners" and "Security Ownership of Management" is incorporated herein by reference.

The Company does not have any equity compensation plans pursuant to which securities may be issued. Accordingly, no disclosure is required pursuant to Regulation S-K, Item 201(d).

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information set forth in the 2009 Proxy Statement under the caption "Transactions with Related Persons" and "Governance Matters -- Director Independence" is incorporated herein by reference. The members of the Company's Audit and Governance (nominating and compensation) Committees are independent as defined in the Nasdaq Global Market Rules.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information set forth in the 2009 Proxy Statement under the caption "Ratification of Appointment of Independent Registered Public Accounting Firm – Fees Billed by Independent Auditors" and "Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors" is incorporated herein by reference.

PART IV.

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND
REPORTS ON FORM 8-K**

The following exhibits, financial statements and financial statement schedules are filed as part of this report:

(a) FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm
Consolidated Statements of Condition - December 31, 2008 and 2007
Consolidated Statements of Income - Years ended December 31, 2008, 2007, and 2006
Consolidated Statements of Stockholders' Equity - Years ended December 31, 2008, 2007, and 2006
Consolidated Statements of Comprehensive Income - Years ended December 31, 2008, 2007, and 2006.
Consolidated Statements of Cash Flows - Years Ended December 31, 2008, 2007, and 2006
Notes to Consolidated Financial Statements

(b) EXHIBITS
See Exhibit Index.

(c) FINANCIAL STATEMENT SCHEDULES

All financial statement schedules have been omitted from this Annual Report because the required information is presented in the financial statements or in the notes thereto or the required subject matter is not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

CNB Corporation

/s/W. Jennings Duncan

W. Jennings Duncan, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on March 10, 2009.

| Signature | Capacity |
|--|--|
| <u>/s/Harold G. Cushman, Jr.</u> Harold G. Cushman, Jr. | Chairman of the Board |
| <u>/s/W. Jennings Duncan</u> W. Jennings Duncan | President, Chief Executive Officer, and Director |
| <u>/s/L. Ford Sanders, II</u> L. Ford Sanders, II | Executive Vice President, Chief Financial Officer, and Treasurer |
| <u>/s/Virginia B. Hucks</u> Virginia B. Hucks | Vice President and Secretary |
| <u>/s/James W. Barnette, Jr.</u> James W. Barnette, Jr. | Director |
| <u>/s/William R. Benson</u> William R. Benson | Director |
| <u>/s/Harold G. Cushman, III</u> Harold G. Cushman, III | Director |
| <u>/s/Edward T. Kelaher</u> Edward T. Kelaher | Director |
| <u>/s/William O. Marsh</u> William O. Marsh | Director |
| <u>/s/George F. Sasser</u> George F. Sasser | Director |
| <u>/s/Lynn G. Stevens</u> Lynn G. Stevens | Directors |
| <u>/s/John C. Thompson</u> John C. Thompson | Director |

EXHIBIT INDEX

| Exhibit Number | |
|-------------------|---|
| 3.1 | Articles of Incorporation – The Articles of Incorporation of the Company are incorporated herein by reference to Exhibit 3(a) which was filed with a Form 8-A dated June 24, 1998. |
| 3.2 | By-laws of the Company as amended June 14, 2005. The Bylaws of the Company are incorporated by reference to Exhibit 3 which was filed with the Form 10-Q for the quarter ended June 30, 2005. |
| 10.1 | Executive Supplemental Income Plan – The Executive Supplemental Income Plan is incorporated herein by reference to Exhibit 10(a) which was filed with a Form 10-K/A Annual Report dated June 10, 2002 |
| 10.2 | Deferred Compensation Plan entitled "Phantom Stock Plan" – The Phantom Stock Deferred Compensation Plan is incorporated herein by reference to Exhibit 10(b) which was filed with a Form 10-K/A Report dated June 10, 2002. |
| 14.1 | Code of Ethics Policy – The Conway National Bank Code of Ethics Policy is incorporated herein by reference to Exhibit 99 which was filed with a Form 8-K filed August 13, 2004. |
| 22 | Subsidiaries of the Registrant – Incorporated herein by reference to Exhibit 22 which was filed with a Form 10-K Annual Report dated March 28, 1986. |
| 31.1 | Certification of Principal Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification of Principal Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |