GREENVILLE FIRST BANCSHARES INC
Form 10KSB
April 01, 2002

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

FORM 10-KSB

[X] Annual Report Pursuant To Section 13 Or 15(d)of The Securities Exchange Act Of 1934 For The Fiscal Year December 31, 2001.

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 333-83851

Greenville First Bancshares, Inc.
(Exact name of registrant as specified in its charter)

South Carolina	58-2459561
(State of Incorporation)	(I.R.S. Employer Identification No.)

112 Haywood Road Greenville , S.C.	29607
(Address of principal executive offices)	(Zip Code)

864-679-9000
(Telephone Number)

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act: None
Securities registered pursuant to Section 12(g) of the Act: Common Stock

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 past 90 days.
Yes X No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B in this form, and no disclosure will 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-KSB or any amendment to this Form 10-KSB. [X]

The issuer's loss for its most recent fiscal year was $119,178. As of March 15, 2002, 1,150,000 shares of Common Stock were issued and outstanding.

The estimated aggregate market value of the Common Stock held by

non-affiliates (shareholders holding less than 5% of an outstanding class of stock, excluding directors and executive officers) of the Company on March 20, 2002 is $9,012,360. This calculation is based upon an estimate of the fair market value of the Common Stock of $11.20 per share, which was the price of the last trade of which management is aware prior to this date.

Transitional Small Business Disclosure Format. (Check one): Yes __ No X

DOCUMENTS INCORPORATED BY REFERENCE

Company's Proxy Statement for the 2002 Annual Meeting of Shareholders Part III

Item 1. Description of Business

This Report contains statements which constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and the Securities Exchange Act of 1934. These statements are based on many assumptions and estimates and are not guarantees of future performance. Our actual results may differ materially from those projected in any forward-looking statements, as they will depend on many factors about which we are unsure, including many factors which are beyond our control. The words "may," "would," "could," "will," "expect," "anticipate," "believe," "intend," "plan," and "estimate," as well as similar expressions, are meant to identify such forward-looking statements. Potential risks and uncertainties include, but are not limited to:

- significant increases in competitive pressure in the banking and financial services industries;
- changes in the interest rate environment which could reduce anticipated or actual margins;
- changes in political conditions or the legislative or regulatory environment;
- general economic conditions, either nationally or regionally and especially in primary service area, becoming less favorable than expected resulting in, among other things, a deterioration in credit quality;
- changes occurring in business conditions and inflation;
- changes in technology;
- changes in monetary and tax policies;
- changes in the securities markets; and
- other risks and uncertainties detailed from time to time in our filings with the Securities and Exchange Commission.

General

Greenville First Bancshares, Inc., was incorporated to operate as a bank holding company pursuant to the Federal Bank Holding Company Act of 1956 and the

South Carolina Banking and Branching Efficiency Act, and to purchase 100% of the issued and outstanding stock of Greenville First Bank, N.A., an association organized under the laws of the United States, to conduct a general banking business in Greenville, South Carolina.

On October 26, 1999 we commenced our initial public offering and completed the sale of 1,100,000 shares of our common stock at $10 per share and on November 30, 1999, we sold 50,000 additional shares pursuant to the underwriters' over-allotment option for a total of 1,150,000 shares of common stock. The offering raised $10,646,700 net of underwriting discounts and commissions. Our directors and executive officers purchased 266,900 shares of common stock in this offering. Upon purchase of these shares, we issued stock warrants to the organizers to purchase up to an additional 129,950 shares of common stock. The warrants, which are represented by separate warrant agreements, vest ratably over a three year period beginning on January 10, 2001 and will be exercisable in whole or part during the ten year period following the grant date.

On January 10, 2000, we opened the bank. Of the net proceeds from the offering, we have used $10,400,000 to capitalize the bank. The bank's funds were applied primarily to provide funds for the bank's investments and lending operations, for leasing our temporary and permanent facilities, for furnishing and equipping the bank, and for other general corporate purposes.

Marketing Focus

The bank is the first independent bank organized in the City of Greenville in over ten years. Because there are few locally owned banks left in Greenville, we believe we offer a unique banking alternative for the market by offering a higher level of client service and a management team more focused on the needs of the community than most of our competitors. We believe that this approach will be enthusiastically supported by the community. The bank uses the theme "Welcome to Hometown Banking," and actively promotes it in our target market. While the bank has the ability to offer a breadth of products similar to large banks, we emphasize the client relationship. We believe that the continued community focus of the bank will succeed in this market, and that the area will react favorably to the bank's emphasis on service to small businesses, individuals, and professional concerns. We will continue to take advantage of existing contacts and relationships with individuals and companies in this area to more effectively market the services of the bank.

Location and Service Area

Our primary service area consists of Greenville County, South Carolina. We will draw a large percentage of our business from the central portion of Greenville County, within a ten mile radius of our main office. This principal service area is bounded by Rutherford Road to the north, Poinsett Highway to the west, Mauldin Road and Butler Road to the south, and Highway 14 and Batesville Road to the east. Included in this area is the highest per capita income tract in the county. Our expansion plans include the development of two "service centers" located along the periphery of our service area. These service centers will extend the market reach of our bank, and they will increase our personal service delivery capabilities to all of our clients.

Lending Activities

General. We emphasize a range of lending services, including real estate, commercial, and equity- line consumer loans to individuals and small- to

medium-sized businesses and professional firms that are located in or conduct a substantial portion of their business in the bank's market area. We compete for these loans with competitors who are well established in the Greenville County area and have greater resources and lending limits. As a result, we may have to charge lower interest rates to attract borrowers.

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 the officers' loan committee. The officers' loan committee has lending limits, and any loans in excess of this lending limit will be approved by the directors' loan committee. The bank does not make any loans to any director, officer, or employee of the bank unless the loan is approved by the board of directors of the bank and is made on terms not more favorable to such person than would be available to a person not affiliated with the bank. The bank generally adheres to Federal National Mortgage Association and Federal Home Loan Mortgage Corporation guidelines in its mortgage loan review process, but may alter this policy in the future. The bank currently intends to sell its mortgage loans into the secondary market, but may choose to hold them in the portfolio in the future.

Lending Limits. The bank's lending activities are subject to a variety of lending limits imposed by federal law. In general, the bank is subject to a legal limit on loans to a single borrower equal to 15% of the bank's capital and unimpaired surplus. Different limits may apply in certain circumstances based on the type of loan or the nature of the borrower, including the borrower's relationship to the bank. These limits will increase or decrease as the bank's capital increases or decreases. Based upon the capitalization of the bank, the bank has a self-imposed loan limit of $1.2 million, which represents approximately 100% of our legal lending limit at December 31, 2001. However, these limits could drop should the bank incur losses, and therefore have less capital. Unless the bank is able to sell participations in its loans to other financial institutions, the bank will not be able to meet all of the lending needs of loan customers requiring aggregate extensions of credit above these limits.

Real Estate Mortgage Loans. At December 31, 2001, loans secured by first or second mortgages on real estate made up 76% of the bank's loan portfolio. These loans will generally fall into one of four categories: commercial real estate loans, construction and development loans, residential real estate loans, or home equity loans. Each of these categories is discussed in more detail below, including their specific risks. Interest rates for all categories may be fixed or adjustable, and will more likely be fixed for shorter-term loans. The bank will generally charge an origination fee for each loan.

Real estate loans are subject to the same general risks as other loans. They are particularly sensitive to fluctuations in the value of real estate, which is generally the underlying security for real estate loans. Fluctuations in the value of real estate, as well as other factors arising after a loan has been made, could negatively affect a borrower's cash flow, creditworthiness, and ability to repay the loan.

We have the ability to originate real estate loans for sale into the secondary market. We can limit our interest rate and credit risk on these loans

by locking the interest rate for each loan with the secondary investor and receiving the investor's underwriting approval prior to originating the loan.

- Commercial Real Estate Loans. Commercial real estate loans generally have terms of five years or less, although payments may be structured on a longer amortization basis. We evaluate each borrower on an individual basis and attempt to determine its business risks and credit profile. We attempt to reduce credit risk in the commercial real estate portfolio by emphasizing loans on owner-occupied office and retail buildings where the loan-to-value ratio, established by independent appraisals, does not exceed 80%. We also generally require that debtor cash flow exceed 115% of monthly debt service obligations. We typically review all of the personal financial statements of the principal owners and require their personal guarantees. These reviews generally reveal secondary sources of payment and liquidity to support a loan request.

- Construction and Development Real Estate Loans. We offer adjustable and fixed rate residential and commercial construction loans to builders and developers and to consumers who wish to build their own home. The term of construction and development loans generally are limited to eighteen months, although payments may be structured on a longer amortization basis. Most loans mature and require payment in full upon the sale of the property. Construction and development loans generally carry a higher degree of risk than long term financing of existing properties. Repayment depends on the ultimate completion of the project and usually on the sale of the property. Specific risks include:

    - cost overruns;
    - mismanaged construction;
    - inferior or improper construction techniques;
    - economic changes or downturns during construction;
    - a downturn in the real estate market;
    - rising interest rates which may prevent sale of the property; and
    - failure to sell completed projects in a timely manner.

We attempt to reduce risk by obtaining personal guarantees where possible, and by keeping the loan-to-value ratio of the completed project below specified percentages. We also reduce risk by selling participations in larger loans to other institutions when possible.

Residential Real Estate Loans. Residential real estate loans generally have longer terms up to 30 years. We offer fixed and adjustable rate mortgages. We have limited credit risk on these loans as most are sold to third parties soon after closing.

Commercial Loans. We make loans for commercial purposes in various lines of businesses. Commercial loans are generally considered to have greater risk than first or second mortgages on real estate because they may be unsecured, or if they are secured, the value of the security may be difficult to assess and more likely to decrease than real estate.

We also offer small business loans utilizing government enhancements

such as the Small Business Administration's 7(a) program and SBA's 504 programs. These loans typically are partially guaranteed by the government, which helps to reduce the bank's risk. Government guarantees of SBA loans do not exceed 80% of the loan value and are generally less. As of December 31, 2001, the bank has not originated any small business loans utilizing government enhancements.

The well established banks in the Greenville County area make proportionately more loans to medium to large-sized businesses than we can. Many of the bank's commercial loans are made to small- to medium-sized businesses which may be less able to withstand competitive, economic, and financial conditions than larger borrowers.

Consumer Loans. The bank makes a variety of loans to individuals for personal and household purposes, including secured and unsecured installment loans and revolving lines of credit. Installment loans typically carry balances of less than $50,000 and are amortized over periods up to 60 months. Consumer loans are offered with a single maturity basis where a specific source of repayment is available. Revolving loan products typically require monthly payments of interest and a portion of the principal. Consumer loans are generally considered to have greater risk than first or second mortgages on real estate because they may be unsecured, or if they are secured, the value of the security may be difficult to assess and more likely to decrease than real estate.

We also offer home equity loans. Our underwriting criteria for, and the risks associated with, home equity loans and lines of credit will generally be the same as those for first mortgage loans. Home equity lines of credit typically have terms of 15 years or less, typically carry balances less than $125,000, and may extend up to 100% of the available equity of each property.

Deposit Services

We offer a full range of deposit services that are typically available in most banks and savings and loan associations, including checking accounts, commercial accounts, savings accounts, and other time deposits of various types, ranging from daily money market accounts to longer-term certificates of deposit. The transaction accounts and time certificates are tailored to our primary market area at rates competitive to those offered in the Greenville County area. In addition, we offer certain retirement account services, such as IRAs. We solicit these accounts from individuals, businesses, associations, organizations, and governmental authorities.

Other Banking Services

The bank offers other bank services including safe deposit boxes, traveler's checks, direct deposit, U.S. Savings Bonds, and banking by mail. The bank to is associated with the Honor, Cirrus, and Master-Money ATM networks, which are available to its customers throughout the country. We believe that by being associated with a shared network of ATMs, we are better able to serve our customers and are able to attract customers who are accustomed to the convenience of using ATMs, although we do not believe that maintaining this association is critical to our success. We began offering Internet services in the second quarter of 2000. We do not expect the bank to exercise trust powers during its next few years of operation.

Market Share

As of June 30, 2001, the most recent date for which market data is available, total deposits in the bank's primary service area were almost $5.4 billion, which represented a 2.3% deposit reduction from 2000. At June 30, 2001 the bank represented.1.4% of the market. Our plan over the next five years is to grow our deposit base to $200 million. Of course, we cannot be sure that these

deposit growth rates will continue, or that we will accomplish this objective.

Employees

As of March 20, 2002, the bank had 25 employees and the holding company had no full-time employees.

Supervision and Regulation

Both the company and the bank are subject to extensive state and federal banking laws and regulations which impose specific requirements or restrictions on and provide for general regulatory oversight of virtually all aspects of operations. These laws and regulations are generally intended to protect depositors, not shareholders. The following summary is qualified by reference to the statutory and regulatory provisions discussed. Changes in applicable laws or regulations may have a material effect on our business and prospects. Beginning with the enactment of the Financial Institution Report Recovery and Enforcement Act in 1989 and following with the FDIC Improvement Act in 1991, numerous additional regulatory requirements have been placed on the national banking industry in the past several years, and additional changes have been proposed. Our operations may be affected by legislative changes and the policies of various regulatory authorities. We cannot predict the effect that fiscal or monetary policies, economic control, or new federal or state legislation may have on our business and earnings in the future.

Gramm-Leach-Bliley Act

On November 4, 1999, the U.S. Senate and House of Representatives each passed the Gramm-Leach-Bliley Act, previously known as the Financial Services Modernization Act of 1999. The Act was signed into law by President Clinton on November 12, 1999. Among other things, the Act repeals the restrictions on banks affiliating with securities firms contained in sections 20 and 32 of the Glass-Steagall Act. The Act also permits bank holding companies to engage in a statutorily provided list of financial activities, including insurance and securities underwriting and agency activities, merchant banking, and insurance company portfolio investment activities. The Act also authorizes activities that are "complementary" to financial activities.

The Act is intended, in part, to grant to community banks certain powers as a matter of right that larger institutions have accumulated on an ad hoc basis. Nevertheless, the Act may have the result of increasing the amount of competition that we face from larger institutions and other types of companies. In fact, it is not possible to predict the full effect that the Act will have on us. From time to time, other changes are proposed to laws affecting the national banking industry, and these changes could have a material effect on our business and prospects.

The Act also contains provisions regarding consumer privacy. These provisions require financial institutions to disclose their policy for collecting and protecting confidential information. Customers generally may prevent financial institutions from sharing personal financial information with nonaffiliated third parties except for third parties that market an institution's own products and services. Additionally, financial institutions generally may not disclose consumer account numbers to any nonaffiliated third party for use in telemarketing, direct mail marketing, or other marketing to the consumer.

Greenville First Bancshares, Inc.

We own the outstanding capital stock of the bank, and therefore we are considered to be a bank holding company under the federal Bank Holding Company Act of 1956 and the South Carolina Banking and Branching Efficiency Act.

The Bank Holding Company Act. Under the Bank Holding Company Act, we are subject to periodic examination by the Federal Reserve and required to file periodic reports of its operations and any additional information that the Federal Reserve may require. Our activities at the bank and holding company level are limited to:

- banking and managing or controlling banks;
- furnishing services to or performing services for its subsidiaries; and
- engaging in other activities that the Federal Reserve determines to be so closely related to banking and managing or controlling banks as to be a proper incident thereto.

Investments, Control, and Activities. With certain limited exceptions, the Bank Holding Company Act requires every bank holding company to obtain the prior approval of the Federal Reserve before:

- acquiring substantially all the assets of any bank;
- acquiring direct or indirect ownership or control of any voting shares of any bank if after the acquisition it would own or control more than 5% of the voting shares of such bank (unless it already owns or controls the majority of such shares); or
- merging or consolidating with another bank holding company.

In addition, and subject to certain exceptions, the Bank Holding Company Act and the Change in Bank Control Act, together with regulations thereunder, require Federal Reserve approval prior to any person or company acquiring "control" of a bank holding company. Control is conclusively presumed to exist if an individual or company acquires 25% or more of any class of voting securities of a bank holding company. Control is rebuttably presumed to exist if a person acquires 10% or more, but less than 25%, of any class of voting securities and either the company has registered securities under Section 12 of the Securities Exchange Act of 1934 or no other person owns a greater percentage of that class of voting securities immediately after the transaction. Our common stock is registered under the Securities Exchange Act of 1934. The regulations provide a procedure for challenge of the rebuttable control presumption.

Under the Bank Holding Company Act, a bank holding company is generally prohibited from engaging in, or acquiring direct or indirect control of more than 5% of the voting shares of any company engaged in nonbanking activities unless the Federal Reserve Board, by order or regulation, has found those activities to be so closely related to banking or managing or controlling banks as to be a proper incident thereto. Some of the activities that the Federal Reserve Board has determined by regulation to be proper incidents to the business of a bank holding company include:

- making or servicing loans and certain types of leases;
- engaging in certain insurance and discount brokerage activities;
- performing certain data processing services;
- acting in certain circumstances as a fiduciary or investment or

financial adviser;
- owning savings associations; and
- making investments in certain corporations or projects designed primarily to promote community welfare.

The Federal Reserve Board imposes certain capital requirements on the company under the Bank Holding Company Act, including a minimum leverage ratio and a minimum ratio of "qualifying" capital to risk-weighted assets. These requirements are described below under "Capital Regulations." Subject to its capital requirements and certain other restrictions, we are able to borrow money to make a capital contribution to the bank, and these loans may be repaid from dividends paid from the bank to the company. Our ability to pay dividends will be subject to regulatory restrictions as described below in "Greenville First Bank - Dividends." We are also able to raise capital for contribution to the bank by issuing securities without having to receive regulatory approval, subject to compliance with federal and state securities laws.

Source of Strength; Cross-Guarantee. In accordance with Federal Reserve Board policy, we are expected to act as a source of financial strength to the bank and to commit resources to support the bank in circumstances in which we might not otherwise do so. Under the Bank Holding Company Act, the Federal Reserve Board may require a bank holding company to terminate any activity or relinquish control of a nonbank subsidiary, other than a nonbank subsidiary of a bank, upon the Federal Reserve Board's determination that such activity or control constitutes a serious risk to the financial soundness or stability of any subsidiary depository institution of the bank holding company. Further, federal bank regulatory authorities have additional discretion to require a bank holding company to divest itself of any bank or nonbank subsidiary if the agency determines that divestiture may aid the depository institution's financial condition.

South Carolina State Regulation. As a South Carolina bank holding company under the South Carolina Banking and Branching Efficiency Act, we are subject to limitations on sale or merger and to regulation by the South Carolina Board of Financial Institutions. Prior to acquiring the capital stock of a national bank, we are not required to obtain the approval of the Board, but we must notify them at least 15 days prior to doing so. We must receive the Board's approval prior to engaging in the acquisition of a South Carolina state chartered bank or another South Carolina bank holding company.

Greenville First Bank

The bank operates as a national banking association incorporated under the laws of the United States and subject to examination by the Office of the Comptroller of the Currency. Deposits in the bank are insured by the FDIC up to a maximum amount, which is generally $100,000 per depositor subject to aggregation rules.

The Office of the Comptroller of the Currency and the FDIC regulate or monitor virtually all areas of the bank's operations, including:

- security devices and procedures;
- adequacy of capitalization and loss reserves;
- loans;
- investments;
- borrowings;
- deposits;

- mergers;
- issuances of securities;
- payment of dividends;
- interest rates payable on deposits;
- interest rates or fees chargeable on loans;
- establishment of branches;
- corporate reorganizations;
- maintenance of books and records; and
- adequacy of staff training to carry on safe lending and deposit gathering practices.

The Office of the Comptroller of the Currency requires the bank to maintain specified capital ratios and imposes limitations on the bank's aggregate investment in real estate, bank premises, and furniture and fixtures. The Office of the Comptroller of the Currency requires the bank to prepare quarterly reports on the bank's financial condition and to conduct an annual audit of its financial affairs in compliance with its minimum standards and procedures.

Under the FDIC Improvement Act, all insured institutions must undergo regular on site examinations by their appropriate banking agency. The cost of examinations of insured depository institutions and any affiliates may be assessed by the appropriate agency against each institution or affiliate as it deems necessary or appropriate. Insured institutions are required to submit annual reports to the FDIC, their federal regulatory agency, and their state supervisor when applicable. The FDIC Improvement Act directs the FDIC to develop a method for insured depository institutions to provide supplemental disclosure of the estimated fair market value of assets and liabilities, to the extent feasible and practicable, in any balance sheet, financial statement, report of condition or any other report of any insured depository institution. The FDIC Improvement Act also requires the federal banking regulatory agencies to prescribe, by regulation, standards for all insured depository institutions and depository institution holding companies relating, among other things, to the following:

- internal controls;
- information systems and audit systems;
- loan documentation;
- credit underwriting;
- interest rate risk exposure; and
- asset quality.

National banks and their holding companies which have been chartered or registered or have undergone a change in control within the past two years or which have been deemed by the Office of the Comptroller of the Currency or the Federal Reserve Board to be troubled institutions must give the Office of the Comptroller of the Currency or the Federal Reserve Board thirty days' prior notice of the appointment of any senior executive officer or director. Within the 30 day period, the Office of the Comptroller of the Currency or the Federal Reserve Board, as the case may be, may approve or disapprove any such appointment.

Deposit Insurance. The FDIC has adopted a risk-based assessment system for determining an insured depository institutions' insurance assessment rate. The system that takes into account the risks attributable to different

categories and concentrations of assets and liabilities. An institution is placed into one of three capital categories: (1) well capitalized; (2) adequately capitalized; or (3) undercapitalized. The FDIC also assigns an institution to one of three supervisory subgroups, based on the FDIC's determination of the institution's financial condition and the risk posed to the deposit insurance funds. Assessments range from 0 to 27 cents per $100 of deposits, depending on the institution's capital group and supervisory subgroup. In addition, the FDIC imposes assessments to help pay off the $780 million in annual interest payments on the $8 billion Financing Corporation bonds issued in the late 1980s as part of the government rescue of the thrift industry.

Transactions With Affiliates and Insiders. The bank is subject to the provisions of Section 23A of the Federal Reserve Act, which places limits on the amount of loans or extensions of credit to, or investments in, or certain other transactions with, affiliates and on the amount of advances to third parties collateralized by the securities or obligations of affiliates. The aggregate of all covered transactions is limited in amount, as to any one affiliate, to 10% of the bank's capital and surplus and, as to all affiliates combined, to 20% of the bank's capital and surplus. Furthermore, within the foregoing limitations as to amount, each covered transaction must meet specified collateral requirements. Compliance is also required with certain provisions designed to avoid the taking of low quality assets.

The bank is subject to the provisions of Section 23B of the Federal Reserve Act which, among other things, prohibits an institution from engaging in certain transactions with certain affiliates unless the transactions are on terms substantially the same, or at least as favorable to such institution or its subsidiaries, as those prevailing at the time for comparable transactions with nonaffiliated companies. The bank is subject to certain restrictions on extensions of credit to executive officers, directors, certain principal shareholders, and their related interests. Such extensions of credit (i) must be made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with third parties and (ii) must not involve more than the normal risk of repayment or present other unfavorable features.

Dividends. A national bank may not pay dividends from its capital. All dividends must be paid out of undivided profits then on hand, after deducting expenses, including reserves for losses and bad debts. In addition, a national bank is prohibited from declaring a dividend on its shares of common stock until its surplus equals its stated capital, unless there has been transferred to surplus no less than one-tenth of the bank's net profits of the preceding two consecutive half-year periods (in the case of an annual dividend). The approval of the Office of the Comptroller of the Currency is required if the total of all dividends declared by a national bank in any calendar year exceeds the total of its net profits for that year combined with its retained net profits for the preceding two years, less any required transfers to surplus.

Branching. National banks are required by the National Bank Act to adhere to branch office banking laws applicable to state banks in the states in which they are located. Under current South Carolina law, the bank may open branch offices throughout South Carolina with the prior approval of the Office of the Comptroller of the Currency. In addition, with prior regulatory approval, the bank is able to acquire existing banking operations in South Carolina. Furthermore, federal legislation has been passed which permits interstate branching. The new law permits out-of-state acquisitions by bank holding companies, interstate branching by banks if allowed by state law, and interstate merging by banks.

Community Reinvestment Act. The Community Reinvestment Act requires that, in connection with examinations of financial institutions within their respective jurisdictions, the Federal Reserve, the FDIC, or the Office of

the Comptroller of the Currency, shall evaluate the record of each financial institution in meeting the credit needs of its local community, including low and moderate income neighborhoods. These factors are also considered in evaluating mergers, acquisitions, and applications to open a branch or facility. Failure to adequately meet these criteria could impose additional requirements and limitations on our bank. Under the Gramm-Leach-Bliley Act, banks with aggregate assets of not more than $250 million will be subject to a Community Reinvestment Act examination only once every 60 months if the bank receives an outstanding rating, once every 48 months if it receives a satisfactory rating, and as needed if the rating is less than satisfactory. Additionally, under the Gramm-Leach-Bliley Act, banks are required to publicly disclose the terms of various Community Reinvestment Act-related agreements.

Other Regulations. Interest and other charges collected or contracted for by the bank are subject to state usury laws and federal laws concerning interest rates. The bank's loan operations are also subject to federal laws applicable to credit transactions, such as:

- the federal Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers;
- the Home Mortgage Disclosure Act of 1975, requiring financial institutions to provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs of the community it serves;
- the Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;
- the Fair Credit Reporting Act of 1978, governing the use and provision of information to credit reporting agencies;
- the Fair Debt Collection Act, governing the manner in which consumer debts may be collected by collection agencies; and
- the rules and regulations of the various federal agencies charged with the responsibility of implementing such federal laws.

The deposit operations of the bank also are subject to:

- the Right to Financial Privacy Act, which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records; and
- the Electronic Funds Transfer Act and Regulation E issued by the Federal Reserve Board to implement that act, which governs 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.

Capital Regulations. The federal bank regulatory authorities have adopted risk-based capital guidelines for banks and bank holding companies that are designed to make regulatory capital requirements more sensitive to differences in risk profiles among banks and bank holding companies and account for off-balance sheet items. The guidelines are minimums, and the federal regulators have noted that banks and bank holding companies contemplating significant expansion programs should not allow expansion to diminish their

capital ratios and should maintain ratios in excess of the minimums. We have not received any notice indicating that either the company or the bank is subject to higher capital requirements. The current guidelines require all bank holding companies and federally-regulated banks to maintain a minimum risk-based total capital ratio equal to 8%, of which at least 4% must be Tier 1 capital. Tier 1 capital includes common shareholders' equity, qualifying perpetual preferred stock, and minority interests in equity accounts of consolidated subsidiaries, but excludes goodwill and most other intangibles and excludes the allowance for loan and lease losses. Tier 2 capital includes the excess of any preferred stock not included in Tier 1 capital, mandatory convertible securities, hybrid capital instruments, subordinated debt and intermediate term-preferred stock, and general reserves for loan and lease losses up to 1.25% of risk-weighted assets.

Under these guidelines, banks' and bank holding companies' assets are given risk-weights of 0%, 20%, 50%, or 100%. In addition, certain off-balance sheet items are given credit conversion factors to convert them to asset equivalent amounts to which an appropriate risk-weight applies. These computations result in the total risk-weighted assets. Most loans are assigned to the 100% risk category, except for first mortgage loans fully secured by residential property and, under certain circumstances, residential construction loans, both of which carry a 50% rating. Most investment securities are assigned to the 20% category, except for municipal or state revenue bonds, which have a 50% rating, and direct obligations of or obligations guaranteed by the United States Treasury or United States Government agencies, which have a 0% rating.

The federal bank regulatory authorities have also implemented a leverage ratio, which is equal to Tier 1 capital as a percentage of average total assets less intangibles, to be used as a supplement to the risk-based guidelines. The principal objective of the leverage ratio is to place a constraint on the maximum degree to which a bank holding company may leverage its equity capital base. The minimum required leverage ratio for top-rated institutions is 3%, but most institutions are required to maintain an additional cushion of at least 100 to 200 basis points.

The FDIC Improvement Act established a new capital-based regulatory scheme designed to promote early intervention for troubled banks, which requires the FDIC to choose the least expensive resolution of bank failures. The new capital-based regulatory framework contains five categories of compliance with regulatory capital requirements, including "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized," and "critically undercapitalized." To qualify as a "well capitalized" institution, a bank must have a leverage ratio of no less than 5%, a Tier 1 risk-based ratio of no less than 6%, and a total risk-based capital ratio of no less than 10%, and the bank must not be under any order or directive from the appropriate regulatory agency to meet and maintain a specific capital level. Initially, we will qualify as "well capitalized."

Under the FDIC Improvement Act regulations, the applicable agency can treat an institution as if it were in the next lower category if the agency determines (after notice and an opportunity for hearing) that the institution is in an unsafe or unsound condition or is engaging in an unsafe or unsound practice. The degree of regulatory scrutiny of a financial institution increases, and the permissible activities of the institution decreases, as it moves downward through the capital categories. Institutions that fall into one of the three undercapitalized categories may be required to do some or all of the following:

- submit a capital restoration plan;
- raise additional capital;
- restrict their growth, deposit interest rates, and other activities;
- improve their management;
- eliminate management fees; or
- divest themselves of all or a part of their operations.

These capital guidelines can affect us in several ways. If we grow at a rapid pace, our capital may be depleted too quickly, and a capital infusion from the holding company may be necessary which could impact our ability to pay dividends. Our capital levels currently are more than adequate; however, rapid growth, poor loan portfolio performance, poor earnings performance, or a combination of these factors could change our capital position in a relatively short period of time.

Failure to meet these capital requirements would mean that a bank would be required to develop and file a plan with its primary federal banking regulator describing the means and a schedule for achieving the minimum capital requirements. In addition, such a bank would generally not receive regulatory approval of any application that requires the consideration of capital adequacy, such as a branch or merger application, unless the bank could demonstrate a reasonable plan to meet the capital requirement within a reasonable period of time. Bank holding companies controlling financial institutions can be called upon to boost the institutions' capital and to partially guarantee the institutions' performance under their capital restoration plans.

Enforcement Powers. The Financial Institution Report Recovery and Enforcement Act expanded and increased civil and criminal penalties available for use by the federal regulatory agencies against depository institutions and certain "institution-affiliated parties." Institution-affiliated parties primarily include management, employees, and agents of a financial institution, as well as independent contractors and consultants such as attorneys and accountants and others who participate in the conduct of the financial institution's affairs. These practices can include the failure of an institution to timely file required reports or the filing of false or misleading information or the submission of inaccurate reports. Civil penalties may be as high as $1,000,000 a day for such violations. Criminal penalties for some financial institution crimes have been increased to 20 years. In addition, regulators are provided with greater flexibility to commence enforcement actions against institutions and institution-affiliated parties. Possible enforcement actions include the termination of deposit insurance. Furthermore, banking agencies' power to issue cease-and-desist orders were expanded. Such orders may, among other things, require affirmative action to correct any harm resulting from a violation or practice, including restitution, reimbursement, indemnification or guarantees against loss. A financial institution may also be ordered to restrict its growth, dispose of certain assets, rescind agreements or contracts, or take other actions as determined by the ordering agency to be appropriate.

Effect of Governmental Monetary Policies. Our earnings are affected by domestic economic conditions and the monetary and fiscal policies of the United States government and its agencies. The Federal Reserve Bank's monetary policies have had, and are likely to continue to have, an important impact on the operating results of commercial banks through its power to implement national monetary policy in order, among other things, to curb inflation or combat a recession. The monetary policies of the Federal Reserve Board have major effects upon the levels of bank loans, investments and deposits through its open market

operations in United States government securities and through its regulation of the discount rate on borrowings of member banks and the reserve requirements against member bank deposits. It is not possible to predict the nature or impact of future changes in monetary and fiscal policies.

Proposed Legislation and Regulatory Action. New regulations and statutes are regularly proposed that contain wide-ranging proposals for altering the structures, regulations, and competitive relationships of the nation's financial institutions. We cannot predict whether or in what form any proposed regulation or statute will be adopted or the extent to which our business may be affected by any new regulation or statute.

Location and Service Area

We conduct a general commercial and retail banking business, emphasizing the needs of individuals and small- to medium-sized businesses. We operate our banking business through our bank, Greenville First Bank, N.A. Our main office is located at 212 Haywood Road in Greenville, South Carolina. We primarily serve Greenville, South Carolina and the surrounding area.

Competition

The banking business is highly competitive. We compete with other commercial banks, savings and loan associations, credit unions and money market mutual funds operating in the Greenville County area and elsewhere. As of March 20, 2002, there were 22 commercial banks and 2 savings banks operating in Greenville County. Some of these competitors have been in business for a long time and have already established their customer base and name recognition. We believe that our community bank focus, with our emphasis on service to small businesses, individuals, and professional concerns, gives us an advantage in the market. Nevertheless, a number of these competitors have greater financial and personnel resources than we may have. Most of them offer services, including extensive and established branch networks and trust services, that we do not currently provide. In addition, competitors that are not depository institutions are generally not subject to the extensive regulations that apply to our bank. As a result of these competitive factors, we may have to pay higher rates of interest to attract deposits.

Item 2. Description of Property

Our main office facility opened on January 16, 2001 at 112 Haywood Road, Greenville, South Carolina. We intend to lease the main office for approximately $27,000 per month for 20 years. The facility is located at the corner of Haywood Road and Halton Road in downtown Greenville. The bank is leasing approximately 14,000 square feet of the building. The building is a full service banking facility with three drive-through-banking stations and an automatic teller machine. Between January 10, 2000, the date the bank opened for business and the opening of our new facility, we operated our headquarters and a full-service branch in a temporary facility that was located on the same site as the permanent facility.

Item 3. Legal Proceedings.

None.

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

No matter was submitted to a vote of security holders during the fourth quarter of the fiscal year covered by this report.

Item 5. Market for Common Equity and Related Stockholder Matters.

Since our public offering on October 26, 1999, our common stock has been quoted on the OTC Bulletin Board under the symbol "GVBK." However, trading and quotations in our common stock have been limited and sporadic and we do not believe that there is a publicly established trading market in the common stock. The price of the last trade of which we are aware is $11.20 per share, but we have not determined that this trade was the result of arm's length negotiations between the parties and we can provide no assurance this price reflects the market value of our common stock. Our articles of incorporation authorize us to issue up to 10,000,000 shares of common stock, of which 1,150,000 shares, for a total of $11,500,000, were sold in the initial public offering and are outstanding as of March 20, 2002. We have approximately 950 shareholders of record.

To date, we have not paid cash dividends on our common stock. We currently intend to retain earnings to support operations and finance expansion and therefore do not anticipate paying cash dividends in the foreseeable future. All of our outstanding shares of common stock are entitled to share equally in dividends from funds legally available when, and if, declared by the board of directors.

The following is a summary of the bid prices for our common stock reported by the OTC Bulletin Board for the periods indicated:

2001	High	Low
First Quarter	$ 10.38	$ 8.63
Second Quarter	12.90	8.50
Third Quarter	11.07	10.10
Fourth Quarter	11.50	10.06
2000	**High**	**Low**
First Quarter	$ 10.50	$ 7.00
Second Quarter	10.00	7.00
Third Quarter	11.00	9.00
Fourth Quarter	9.63	8.50

The prices listed above are quotations, which reflect inter-dealer prices, without retail mark-up, mark-down or commission, and may not represent actual transactions.

Item 6. Management's Discussion and Analysis of Financial Condition and Results of Operation.

DISCUSSION OF FORWARD-LOOKING STATEMENTS

Management's Discussion and Analysis of Financial Condition and Results of Operations and other portions of this annual report contain certain "forward-looking statements" concerning our future operations. Management desires to take advantage of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 and is including this statement for the express purpose of availing ourselves of protections of such safe harbor with respect to all "forward-looking statements" contained in our Annual Report. We have used "forward-looking statements" to describe future plans and strategies including our expectations of our future financial results. Management's ability to predict results or the effect of future plans or strategies is inherently uncertain. Factors which could affect actual results include interest rate trends, the general economic climate in our market area, the State of South Carolina and the country as a whole, our ability to control costs and expenses, our ability to efficiently incorporate acquisitions into our operations and our ability to offer competitive products and pricing, manage loan delinquency rates, and react to changes in federal and state regulation. These factors should be considered in evaluating the "forward-looking statements," and undue reliance should not be placed on such statements.

GENERAL

The following is a discussion of our financial condition as of December 31, 2001 and the results of operations for the year ended December 31, 2001. These comments should be read in conjunction with our consolidated financial statements and accompanying consolidated footnotes appearing in this report. The significant accounting policies are described throughout the Management and Discussion section of this document and included in Note 1 to the consolidated financial statements.

Until January 10, 2000, our principal activities related to our organization, the conducting of our initial public offering, the pursuit of approvals from the OCC for our application to charter the bank, the pursuit of approvals from the FDIC for our application for insurance of the deposits of the bank, hiring the appropriate personnel and implementing operating procedures. We received approval from both the FDIC and the OCC on January 7, 2000. The bank opened for business on January 10, 2000.

NATIONAL AND ECONOMIC EVENTS

Nationally, during most of 2001, the United States experienced a slowing economy following a tenth year of expansion. During the year, the economy was also affected by lower returns and expectations of the stock markets. Economic data led the Federal Reserve to begin an aggressive program of rate cutting, which moved the Federal Funds rate down 11 times during 2001 for a total reduction of 475 basis points, bringing the Federal Funds rate to its lowest level in 40 years.

Despite sharply lower short-term rates, stimulus to the economy has been muted because the yield curve has steepened and consumer demand and business investment activity has been weak. The financial markets are operating now under very low historical interest rates. Under these unusual conditions, an economic stimulus plan is expected to be passed by Congress and further interest

rate cuts by the Federal Reserve are possible. We continue to believe that the markets we serve generally perform better than national markets, even in times of recession.

Management believes that the economic impact of the terrorist attacks of September 11, 2001 did not materially affect our operations during 2001. It is evident from recent economic data that the U.S. economy was affected significantly by these events. The extent and duration of the economic impact from the attacks are not predictable but could affect consumer confidence and the financial activities of retail and business customers. Prior to these events, many economists were predicting that the U.S. had been in a recession. Official economic data released in November 2001 confirms that the U.S. has been in a recession for several months and it is likely that recovery will not occur until sometime later in 2002.

INCOME STATEMENT REVIEW

Net Interest Income

Net interest income, the largest component of our income, was $2,957,313 in 2001 compared to $1,624,635 in 2000, or an increase of 82.0%. The level of net interest income is determined by balances of earning assets and successfully managing the net interest margin. Changes in interest rates paid on assets and liabilities, the rate of growth of the asset and liability base, the ratio of interest-earning assets to interest-bearing liabilities, and management of the balance sheet's interest rate sensitivity all factor into changes in net interest income.

Interest income for 2001 of $6,310,254 consisted of $5,186,555 on loans, $963,087 in investments and $160,612 on federal funds sold. Interest income for the year 2000 of $3,148,253 included $2,318,261 on loans, $441,655 on investments and $388,337 on federal funds sold.

Interest expense for 2001 of $3,352,941 consisted of $3,243,960 related to deposits and $108,981 related to borrowings. Interest expense of $1,523,618 for the period ended December 31, 2000 related to deposits.

The following table sets forth, for the years ended December 31, 2001 and 2000, information related to our average balance sheet and average yields on assets and average costs of liabilities. We derived these yields by dividing income or expense by the average balance of the corresponding assets or liabilities. We derived average balances from the daily balances throughout the periods indicated.

Average Balances, Income and Expenses, and Rates (in $000's)
For the years ended December 31,

	2001			
	Average Balance	Income/ Expense	Yield/ Rate	Average Balance
Federal funds sold	$ 3,716	$ 160	4.31%	$ 6,059

Investment securities	15,456	963	6.23%	6,934
Loans	67,046	5,187	7.74%	23,798
Total earning-assets	$86,218	$6,310	7.32%	$ 36,791
NOW accounts	$12,559	$ 164	1.31%	$ 7,410
Savings & money market	19,588	675	3.45%	9,267
Time deposits	42,982	2,405	5.60%	11,553
Total interest-bearing deposits	75,129	3,244	4.32%	28,230
FHLB advance	1,858	74	3.98%	-
Other borrowings	1,333	35	2.63%	-
Total interest-bearing liabilities	$ 78,320	$ 3,353	4.28%	$ 28,230
Net interest spread			3.04%	
Net interest income/margin		$ 2,957	3.43%	

Our net interest spread was 3.04% for the year ended December 31, 2001 as compared to 3.16% for the year ended December 31, 2000. The net interest spread is the difference between the yield we earn on our interest-earning assets and the rate we pay on our interest-bearing liabilities.

Our net interest margin for the period ended December 31, 2001 was 3.43% as compared to 4.41% for the year ended December 31, 2000. During 2001, earning assets averaged $86.2 million as compared to $36.8 million in 2000. The net interest margin is calculated as net interest income divided by year-to-date average earning assets.

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In pricing deposits, we considered our liquidity needs, the direction and levels of interest rates and local market conditions. As such, higher rates have been paid initially to attract deposits.

Rate/Volume Analysis

Net interest income can be analyzed in terms of the impact of changing rates and changing volume. The following table sets forth the effect which the varying levels of earning assets and interest-bearing liabilities and the applicable rates have had on changes in net interest income for the periods presented. Changes that are not solely attributable to either volume or rate have been allocated to volume and rate on a prorated basis. As 2000 was our first period of operations, we have only included the table containing the changes between 2001 and 2000.

	Change Related to
Year Ended December 31, 2001 (Dollars in Thousands)	

	Volume	Rate	Net Change
EARNING ASSETS:			
Federal funds sold	$ (153)	$ (75)	$ (22
Investment securities	531	(10)	5
Loans	3,235	(366)	2,8
Total earning assets	$ 3,613	(451)	$ 3,1
INTEREST BEARING LIABILITIES			
Deposits	$ 1,956	$ (236)	$ 1,7
FHLB advance	74	-	
Other borrowqings	35	-	
Total interest bearing liabilities	2,065	(236)	1,8
Net interest income	$ 1,548	$ (215)	$ 1,3

Provision for Loan Losses

Included in the losses for both of the periods ended December 31, 2001 and 2000 is a non-cash expense of $600,000 in each period related to the provision for loan losses. The loan loss reserve was $1.2 million and $600,000 as of December 31, 2001 and 2000, respectively. The allowance for loan losses as a percentage of gross loans was 1.24% at December 31, 2001 and 1.29% at December 31, 2000. The loan portfolio is periodically reviewed to evaluate the outstanding loans and to measure both the performance of the portfolio and the adequacy of the allowance for loan losses. Management's judgment as to the adequacy of the allowance is based upon a number of assumptions about future events which it believes to be reasonable, but which may or may not be accurate. Because of the inherent uncertainty of assumptions made during the evaluation process, there can be no assurance that loan losses in future periods will not exceed the allowance for loan losses or that additional allocations will not be required. For the year ended December 31, 2001, we reported net charge-offs of $7,753. All of the charge-offs in 2001 related to credit lines associated with customer checking accounts. There were no loans charged off during the year ended December 31, 2000.

Noninterest Income and Expenses

Noninterest income in 2001 was $283,991, an increase of 387% over noninterest income of $58,348 in 2000. This increase was primarily due to increases in service charges on deposits, increases in fees charged on ATM transactions, and additional loan fees received on the origination of mortgage loans that were sold.

We incurred general and administrative expenses of $2.8 million for the year ended December 31, 2001 compared to $1.8 million for the 2000 year. The $1.0 million additional general and administrative expenses resulted primarily

from the move into our new main office building and the additional staff hired to handle the current and anticipated future growth in both loans and deposits. Salaries and benefits in 2001 were $1.5 million, or an increase of $490 thousand. Salaries and benefits represented 53.2% of the total noninterest expense. Salaries and benefits in 2000 were $991 thousand. The other significant expense in 2001 was $526 thousand for occupancy cost. This expense increased $243 thousand when comparing the year 2001 to the year 2000. This increase relates primarily to the additional costs associated with the our permanent main office building, compared to the lower cost of the temporary modular facility. All other expenses increased only $267 thousand. This increase relates primarily to $68 thousand additional marketing expenses and $162 thousand additional cost for outside services. The primary reason for the higher level of outside services is the additional data processing expense associated with the higher level of activity that resulted from the significant increases in both loans and deposits.

A $22 thousand benefit for income taxes was recorded in 2001. A benefit of $38 thousand was recognized in 2000.

BALANCE SHEET REVIEW

General

At December 31, 2001, we had total assets of $118.6 million, consisting principally of $95.3 million in loans, $7.9 million in investments and $2.9 million in cash and due from banks. Liabilities at December 31, 2001 totaled $109.1 million, consisting principally of $92.7 million in deposits, $6.0 million in FHLB advances, and $8.5 million of short-term borrowings. At December 31, 2001, shareholders' equity was $9.5 million.

Investments

At December 31, 2001, the $17.9 million of investment securities portfolio represented approximately 15.1% of our total assets. We were invested in U.S. Government agency securities and mortgage-backed securities with a fair value of $17.9 million and an amortized cost of $17.7 for an unrealized gain of $194 thousand.

Contractual maturities and yields on our investments (all available for sale) at December 31, 2001 are shown in the following table (dollars in thousands). Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. Based on the comparison of investment securities coupon rates and the market interest rate as of December 31, 2001, the bank anticipates that between $10.5 million and $14.5 million will be called during the 2002 year.

	Within one year	Yield	After one but Within five Years	Yield	Over Five years	Yield	Tot
U.S.Government agencies	---	---	$ 13,469	6.04%	$ 4,184	6.08%	$ 17
Mortgage-backed securities	---	---	260	2.70%	-	-	

Total	---	---	$ 13,729	5.98%	$ 4,184	6.08%	$ 17

At December 31, 2001, the $101 thousand of short-term investments in federal funds sold on an overnight basis comprised .1% of total assets at December 31, 2001, as compared to $3.9 million or 6.4% of total assets at December 31, 2000.

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Loans

Since loans typically provide higher interest yields than do other types of interest earning assets, it is our intent to channel a substantial percentage of our earning assets into the loan portfolio. Average loans for the years ended December 31, 2001 and 2000 were $67.0 million and $23.8 million, respectively. Total loans outstanding at December 31, 2001 and 2000 were $96.5 million and $46.6 million, respectively, before allowance for loan losses.

The following table summarizes the composition of the loan portfolio at December 31:

	2001		
	Amount	% of Total	Amount
Real estate:			
Commercial			
Owner occupied	$ 16,532,696	17.13%	$ 5,5
Non-owner occupied	22,813,424	23.63%	13,4
Construction	8,292,228	8.59%	2,4
Total commercial real-estate	47,638,348	49.35%	21,4
Consumer			
Residential	12,898,543	13.36%	6,3
Home Equity	8,937,054	9.26%	4,6
Construction	3,972,206	4.11%	1,9
Total consumer real-estate	25,807,803	26.73%	13,0
Total real-estate	73,446,151	76.08%	34,4
Commercial business	20,529,004	21.27%	9,2
Consumer-other	2,812,703	2.91%	2,9
Deferred origination fees, net	(255,990)	(.26%)	(1
Total gross loans, net of deferred fees	96,531,868	100.00%	46,6

Less--allowance for loan losses	(1,192,247)	(60
Total loans, net	$ 95,339,621	$ 46,02

The principal component of our loan portfolio at year-end 2001 and 2000 was loans secured by real estate mortgages. Due to the short time the portfolio has existed, the current mix of loans may not be indicative of the ongoing portfolio mix. Management will attempt to maintain a relatively diversified loan portfolio to help reduce the risk inherent in concentration of collateral.

Provision and Allowance for Loan Losses

We have developed policies and procedures for evaluating the overall quality of our credit portfolio and the timely identification of potential credit problems. Management's judgment as to the adequacy of the allowance is based on a number of assumptions about future events, which it believes to be reasonable, but which may or may not be valid. Based on our judgments, evaluation, and analysis of the loan portfolio, we consider the allowance for loan losses to be adequate. However, there can be no assurance that charge-offs in future periods will not exceed the allowance for loan losses as estimated at any point in time or that provisions for loan losses may be significant to a particular accounting period.

We have established an allowance for loan losses through a provision for loan losses charged to expense on our statement of operations. The allowance represents an amount which we believe will be adequate to absorb probable losses on existing loans that may become uncollectible. Our judgment in determining the adequacy of the allowance is based on evaluations of the collectibility of loans, including consideration of factors such as the balance of impaired loans; the quality, mix and size of our overall loan portfolio; economic conditions that may affect the borrower's ability to repay; the amount and quality of collateral securing the loans; our historical loan loss experience and a review of specific problem loans. We adjust the amount of the allowance periodically based on changing circumstances as a component of the provision for loan losses. We charge recognized losses to the allowance and add subsequent recoveries back to the allowance.

We do not allocate the allowance for loan losses to specific categories of loans but evaluate the adequacy on an overall portfolio basis utilizing our credit grading system which we apply to each loan. The bank has an independent consultant to review the loan files on a test basis, to verify that the lenders have properly graded each loan. The bank's analysis of the adequacy of the allowance also considers subjective issues such as changes in the lending policies and procedures, changes in local/national economy, changes in volume or type of credits, changes in volume/severity of problem loans, quality of loan review and board of director oversight, concentrations of credit, and peer group comparisions. Due to our limited operating history, the provision for loan losses has been made primarily as a result of management's assessment of general loan loss risk as compared to banks of similar size and maturity.

At December 31, 2001 and 2000, the allowance for loan losses was $1.2 million and $600,000, respectively, or 1.24% of outstanding loans at December 31, 2001 and 1.29% at December 31, 2000, respectively. During the year ended December 31, 2001, we charged off loans of $7,753. There were no loans charged off during the year ended December 31, 2000.

At December 31, 2001, nonaccrual loans represented .3% of total loss. We had one residential loan of approximately $360 thousand that was on nonaccrual status. We classified this loan during the third quarter of 2001. There were no loans on nonaccrual status at December 31, 2000. Generally, a loan is placed on nonaccrual status when it becomes 90 days past due as to principal or interest, or when management believes, after considering economic and business conditions and collection efforts, that the borrower's financial condition is such that collection of the loan is doubtful. A payment of interest on a loan that is classified as nonaccrual is recognized as income when received.

Maturities and Sensitivity of Loans to Changes in Interest Rates

The information in the following table is based on the contractual maturities of individual loans, including loans which may be subject to renewal at their contractual maturity. Renewal of such loans is subject to review and credit approval, as well as modification of terms upon their maturity. Actual repayments of loans may differ from maturities reflected below because borrowers have the right to prepay obligations with or without prepayment penalties.

The following table summarizes the loan maturity distribution, by type, and related interest rate characteristics at December 31, 2001 (dollars in thousands):

	One year or less	After one but Within five Years	After five years	Total
Commercial	$ 18,207	$ 2,320	$ 2	$ 20,529
Real estate - construction	8,851	3,413	-	12,264
Real estate - mortgage	37,167	23,227	532	60,926
Consumer and other	2,183	630	-	2,813
Total loans	$ 66,408	$ 29,590	$ 534	$ 96,532
Loans maturing after one year with:				
Fixed interest rates				$ 11,688
Floating interest rates				$ 18,436

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Deposits and Other Interest-Bearing Liabilities

Our primary source of funds for loans and investments is our deposits, advances from FHLB, and short-term repurchase agreements. National and local

market trends over the past several years suggest that consumers have moved an increasing percentage of discretionary savings funds into investments such as annuities and stock and fixed income mutual funds. Management believes that conditions in 2001 were favorable for deposit growth and that factors such as the low returns on investments and mutual funds may have increased traditional deposit inflows during 2001.

The following is a table of deposits by category at December 31 (dollars in thousands):

	2001		200
Demand deposit accounts	$ 7,729	8.34%	$ 3,088
NOW accounts	8,295	8.95%	6,637
Money market accounts	24,139	26.04%	12,613
Savings accounts	255	.27%	80
Time deposits less than $100,000	31,900	34.41%	14,446
Time deposits of $100,000 or more	20,382	21.99%	13,130
Total deposits	$ 92,700	100.00%	$ 49,994

Core deposits, which exclude time deposits of $100,000 or more, provide a relatively stable funding source for our loan portfolio and other earning assets. Our core deposits were $72.3 million and $36.9 million at December 31, 2001 and 2000, respectively. Our loan-to-deposit ratio was 103% and 92.1% at year-end 2001 and 2000, respectively. The maturity distribution of our time deposits of $100,000 or more at December 31, 2001 and 2000 is as follows:

	2001	2000
	(Dollars in thousands)	
Three months or less	$ 7,929	$ 4,4
Over three through twelve months	8,703	7,7
Over twelve months	3,750	1,0
Total	$ 20,382	$ 13,1

Borrowings

At December 31, 2001 the bank had $6,000,000 of advances from the FHLB of Atlanta. These advances are secured with approximately $9,000,000 of first mortgage loans, investment securities and stock in the FHLB. The maturity on $3,000,000 of the advances with a weighted rate of 2.67% is March 27, 2002 and

the remaining $3,000,000 with a weighted rate of 4.83% has a maturity of August 24, 2011. The FHLB has the option to re-price this advance as of August 24, 2006.

At December 31, 2001 the bank had $7,682,600 sales of securities under agreements to repurchase with brokers with a weighted rate of 1.96% that mature in less than 90 days. These agreements are secured with approximately $8,000,000 of investment securities. The securities under agreement to repurchase averaged $1,335,382 during 2001, with $7,682,600 being the maximum amount outstanding at any month-end.

At December 31, 2001 the bank had utilized $800,000 of its $2,800,000 of federal funds purchase line of credit. This line of credit is unsecured and bears interest at the daily rate of federal funds plus 25 basis points (5.00% at December 31, 2001).

The bank had no other borrowings at December 31, 2000.

CAPITAL RESOURCES

Total shareholders' equity amounted to $9,459,419 at December 31, 2001 and $9,474,980 at December 31, 2000. The decrease between 2000 and 2001 primarily resulted from the net loss incurred during 2001, partly offset by the increase in unrealized gain on investment securities, net of tax.

The following table shows the return on average assets (net income divided by average total assets), return on average equity (net income divided by average equity), and equity to assets ratio (average equity divided by average total assets) for 2001 and 2000. Since our inception, we have not paid cash dividends.

	2001	2000
Return on average assets	-0.1%	-1.6%
Return on average equity	-1.3%	-6.8%
Equity to assets ratio	8.0%	15.4%

The Federal Reserve Board and bank regulatory agencies require bank holding companies and financial institutions to maintain capital at adequate levels based on a percentage of assets and off-balance sheet exposures, adjusted for risk weights ranging from 0% to 100%. The Federal Reserve guidelines also contain an exemption from the capital requirements for bank holding companies with less than $150 million in consolidated assets. Because we had less than $150 million in assets, the company is not currently subject to these guidelines. However, the bank falls under these rules as set per bank regulatory agencies.

Under the capital adequacy guidelines, capital is classified into two tiers. These guidelines require an institution to maintain a certain level of Tier 1 and Tier 2 capital to risk-weighted assets. Tier 1 capital consists of common stockholders' equity, excluding the unrealized gain or loss on securities available for sale, minus certain intangible assets. In determining the amount

of risk-weighted assets, all assets, including certain off-balance sheet assets, are multiplied by a risk-weight factor of 0% to 100% based on the risks believed inherent in the type of asset. Tier 2 capital consists of Tier 1 capital plus the general reserve for loan losses subject to certain limitations. The bank is also required to maintain capital at a minimum level based on total average assets, which is known as the Tier 1 leverage ratio.

We are both subject to various regulatory capital requirements administered by the federal banking agencies. Under these capital guidelines, we must maintain a minimum total risk-based capital of 8%, with at least 4% being Tier 1 capital. In addition, we must maintain a minimum Tier 1 leverage ratio of at least 4%. To be considered "well-capitalized", we must maintain total risk-based capital of at least 10%, Tier 1 capital of at least 6%, and a leverage ratio of at least 5%.

The following table sets forth the company's and the bank's various capital ratios at December 31, 2001 and 2000. At December 31, 2001 and 2000, we both were in compliance with each of the applicable regulatory capital requirements and were considered to be "well capitalized" at the bank level.

	2001		2000	
	The company	The bank	The company	The bank
Total risk-based capital	10.4%	10.1%	20.5%	18.0%
Tier 1 risk-based capital	9.2%	8.9%	19.3%	16.8%
Leverage capital	8.2%	7.9%	16.9%	14.7%

We believe that capital is sufficient to fund the activities of the bank over the next two years. The Company is currently evaluating various alternatives for increasing capital. It is management's objective to maintain the capital levels such that the bank will continue to be considered well capitalized. However, no assurance can be given that this objective will be achieved. We do anticipate that capital levels will be maintained at levels that will allow the bank to qualify as being adequately capitalized as defined by OCC regulations. Depending on the timing of when additional capital is obtained, the bank may be required to limit the level of growth that has been experienced in the past two years. As of December 31, 2001, there were no significant firm commitments outstanding for capital expenditures.

EFFECT OF INFLATION AND CHANGING PRICES

The effect of relative purchasing power over time due to inflation has not been taken into effect in our financial statements. Rather, the statements have been prepared on an historical cost basis in accordance with generally accepted accounting principles.

Unlike most industrial companies, the assets and liabilities of

financial institutions such as our company and bank are primarily monetary in nature. Therefore, the effect of changes in interest rates will have a more significant impact on our performance than will the effect of changing prices and inflation in general. In addition, interest rates may generally increase as the rate of inflation increases, although not necessarily in the same magnitude. As discussed previously, we seek to mange the relationships between interest sensitive assets and liabilities in order to protect against wide rate fluctuations, including those resulting from inflation.

OFF-BALANCE SHEET RISK

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any material condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require the payment of a fee. At December 31, 2001, unfunded commitments to extend credit were $28,229,000, of which $4,965,000 is at fixed rates and $23,264,000 is at variable rates. The significant portion of the unfunded commitments relates to consumer equity lines of credit. The bank anticipates, based on historical experience, that the significant portion of these lines of credit will not be funded. The bank evaluates each customer's credit worthiness 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 of the borrower. Collateral varies but may include accounts receivable, inventory, property, plant and equipment, and commercial and residential real estate.

At December 31, 2001, there was a $452,000 commitment under a letter of credit. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. Collateral varies but may include accounts receivable, inventory, equipment, marketable securities and property. Since most of the letters of credit are expected to expire without being drawn upon, they do not necessarily represent future cash requirements.

Except as disclosed in this report, we are not involved in 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.

MARKET RISK

Market risk is the risk of loss from adverse changes in market prices and rates which principally arises from interest rate risk inherent in our lending, investing, deposit gathering and borrowing activities. Other types of market risks, such as foreign currency exchange rate risk and commodity price risk, do not normally arise in the normal course of our business. Management actively monitors and manages its interest rate risk exposure.

The principal interest rate risk monitoring technique we employ is the measurement of our interest sensitivity "gap," which is the positive or negative dollar difference between assets and liabilities that are subject to interest rate repricing within a given period of time. Interest rate sensitivity can be managed by repricing assets or liabilities, selling securities available-for-sale, replacing an asset or liability at maturity, or adjusting the interest rate during the life of an asset or liability. Managing the amount of assets and liabilities repricing in this same time interval helps to hedge the risk and minimize the impact on net interest income of rising or falling interest rates. We generally would benefit from increasing market rates of interest when we have an asset-sensitive gap position and generally would benefit from decreasing market rates of interest when we are liability-sensitive.

Due to the fact that approximately 65% of our loans were variable rate loans at December 31, 2001, we are currently asset sensitive over the majority of the one-year time frame. However, our gap analysis is not a precise indicator of our interest sensitivity position. The analysis presents only a static view of the timing of maturities and repricing opportunities, without taking into consideration that changes in interest rates do not affect all assets and liabilities equally. For example, rates paid on a substantial portion of core deposits may change contractually within a relatively short time frame, but those rates are viewed by management as significantly less interest-sensitive than market-based rates such as those paid on non-core deposits. Net interest income may be impacted by other significant factors in a given interest rate environment, including changes in the volume and mix of earning assets and interest-bearing liabilities.

LIQUIDITY & INTEREST RATE SENSITIVITY

Liquidity management involves monitoring our sources and uses of funds in order to meet our day-to-day cash flow requirements while maximizing profits. Liquidity represents the ability of a company to convert assets into cash or cash equivalents without significant loss and to raise additional funds by increasing liabilities. Liquidity management is made more complicated because different balance sheet components are subject to varying degrees of management control. For example, the timing of maturities of the investment portfolio is fairly predictable and subject to a high degree of control at the time the investment decisions are made. However, net deposit inflows and outflows are far less predictable and are not subject to nearly the same degree of control.

At December 31, 2001 and 2000, our liquid assets, consisting of cash and due from banks and federal funds sold, amounted to $1,310,844 and $8,984,505, representing 1.59% and 15.4% of total assets, respectively. Investment securities at December 31, 2001 and 2000 amounted to $12,407,758 and $8,022,471, representing 15.08% and 13.8% of total assets, respectively; these securities provide a secondary source of liquidity since they can be converted into cash in a timely manner. Our ability to maintain and expand our deposit base and borrowing capabilities also serves as a source of liquidity.

We plan to meet our future cash needs through the liquidation of temporary investments, maturities and sale of loans and maturity of investment securities, and generation of deposits. During the fourth quarter of 2001, as a result of historically low rates that were being earned on short-term liquidity investments, we chose to maintain a lower than normal level of short-term liquidity securities. During the first quarter of 2002, the bank has increased its net liquidity position by approximately $22 million. This resulted primarily from increases in deposits, sales of participations in loans originated, and identification of additional qualifying collateral that could be pledged to the FHLB that allows for additional borrowing capacity. In addition, the bank maintains federal funds purchased lines of credit with correspondent banks in the amount of $2,800,000. The bank is also a member of the Federal Home Loan Bank of Atlanta from which applications for borrowings can be made for leverage purposes, if so desired. The FHLB requires that securities, qualifying single family mortgage loans, and stock of the FHLB owned by the bank be pledged to secure any advances from the FHLB. The unused borrowing capacity currently available from the FHLB assumes that the bank's $300 million investment in FHLB stock as well as certain securities and qualifying mortgages would be pledged to secure any future borrowings. We believe that it could obtain additional borrowing capacity from the FHLB by identifying additional qualifying collateral

that could be pledged

Management believes that our existing stable base of core deposits, borrowings from the FHLB, and short-term repurchase agreements will enable us to successfully meets our long term liquidity needs.

Asset/liability management is the process by which we monitor and control the mix and maturities of our assets and liabilities. The essential purposes of asset/liability management are to ensure adequate liquidity and to maintain an appropriate balance between interest sensitive assets and liabilities to minimize potentially adverse impacts on earnings from changes in market interest rates. The bank's asset/liability management committee ("ALCO") monitors and considers methods of managing exposure to interest rate risk. The ALCO consists of members of the board of directors and senior management of the bank and meets quarterly. The ALCO is charged with the responsibility to maintain the level of interest rate sensitivity of the bank's interest sensitive assets and liabilities within Board-approved limits.

The following table presents our rate sensitivity at each of the time intervals indicated as of December 31, 2001. The table may not be indicative of our rate sensitivity position at other points in time. In addition, the table's

maturity distribution may differ from the contractual maturities of the earning assets and interest bearing liabilities presented due to consideration of prepayment speeds under various interest rate change scenarios in the application of the interest rate sensitivity methods described above.

	Within three months	After three but Within twelve Months	After one but Within five Years	After Five Years
		(Dollars in thousands)		
Interest-earning assets:				
Federal funds sold	$ 100	$ ---	$ ---	$ ---
Investment securities	9,232	4,037	4,645	---
Loans	62,788	3,928	29,536	535
Total earning assets	$ 72,120	$ 7,965	$ 34,181	$ 535
Interest-bearing liabilities:				
Money market and NOW	$ 32,418	$ ---	$ ---	$ ---
Regular savings	255	---	---	---
Time deposits	16,811	22,320	13,150	---
Federal funds purchased	800	---	---	---
Repurchase Agreements	7,683	---	---	---
FHLB advances	3,000	---	---	3,000
Total interest-bearing liabilities	$ 60,967	$ 22,320	$ 13,150	$ 3,000

Period gap	$ 11,153	$ (14,355)	$ 21,031	$ (2,465
Cumulative gap	$ 11,153	$ (3,202)	$ 17,829	$ 15,364
Ratio of cumulative gap to total earning assets	9.4%	(2.7)%	15.0%	13.0%

ACCOUNTING, REPORTING AND REGULATORY MATTERS

On July 20, 2001, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 141, Business Combinations (SFAS 141), and No. 142, Goodwill and Other Intangible Assets (SFAS 142). SFAS Nos. 141 and 142 will change the accounting for business combinations and goodwill in two significant ways. First, SFAS No. 141 requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001. Use of the pooling-of-interests method is prohibited. Second, SFAS No. 142 changes the accounting for goodwill from an amortization method to an impairment-only approach. The application of these statements is not expected to have a material impact on our financial statements.

In June 2001, the FASB issued SFAS No. 143, Accounting for Asset Retirement Obligations (SFAS 143). SFAS 143 requires that obligations associated with the retirement of tangible long-lived assets be recorded as a liability when those obligations are incurred, with the amount of liability initially measured at fair value. SFAS 143 will be effective for financial statements beginning after June 15, 2002, though early adoption is encouraged. The application of this statement is not expected to have a material impact on our financial statements.

In July 2001, the FASB issued SFAS No. 144, Accounting for Impairment or Disposal of Long-Lived Assets (SFAS 144). SFAS 144 supersedes SFAS 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of. SFAS 144 applies to all long-lived assets including discontinued operations, and amends Accounting Principle Board of Opinion No. 30, Reporting the Effect of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions. SFAS 144 requires that long-lived assets that are to be disposed of by sale be measured at the lower of book or fair value less cost to sell. SFAS 144 is effective for financial statements issued for fiscal years beginning after December 15, 2001 and its provisions are generally expected to be applied prospectively. The application of this statement is not expected to have a material impact on our financial statements.

In July 2001, the SEC issued Staff Accounting Bulletin (SAB) No. 102 Selected Loan Loss Allowance Methodology and Documentation Issues. This staff accounting bulletin clearly defines the required development, documentation, and application of a systematic methodology for determining allowances for loan and lease losses in accordance with accounting principles generally accepted in the United States of America. Management believes it is in compliance with the provisions of SAB No. 102.

Other 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.

Item 7. Financial Statements

INDEX TO FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2001 AND 2000

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GREENVILLE FIRST BANCSHARES, INC.
AND SUBSIDIARY

REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2001 AND 2000

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

The Directors
Greenville First Bancshares, Inc. and Subsidiary
Greenville, South Carolina

We have audited the accompanying consolidated balance sheets of Greenville First Bancshares, Inc. and Subsidiary as of December 31, 2001 and 2000 and the related consolidated statements of operations, shareholders' equity and cash flows for the years then ended. These 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 auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the 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 Greenville First Bancshares, Inc. and Subsidiary as of December 31, 2001 and 2000 and the results of their operations and their cash flows for the years ended in conformity with accounting principles generally accepted in the United States of America.

Elliott Davis, LLP
February 9, 2002
Greenville, South Carolina

GREENVILLE FIRST BANCSHARES, INC. & SUBSIDIARY
CONSOLIDATED BALANCE SHEETS

	2001
Assets	
Cash and due from banks	$ 2,8
Federal funds sold	1
Investment securities available for sale	17,9
Other investments, at cost	5
Loans, net	95,3
Accrued interest	8
Property and equipment	8
Other assets	
Total assets	$118,5
Liabilities and Shareholders' Equity	
Liabilities	
Deposits	$92,7
Official checks outstanding	8
Federal funds purchased and repurchase agreements	8,4
Federal Home Loan Bank advances	6,0
Accrued interest payable	7
Accounts payable	
Accrued expenses	2
Total liabilities	109,1
Commitments and contingencies - Note 10	
Shareholders' equity	
Preferred stock, par value $.01 per share, 10,000,000 shares authorized, no shares issued	
Common stock, par value $.01 per share, 10,000,000 shares authorized, 1,150,000 issued	
Additional paid-in capital	10,6
Accumulated other comprehensive income	1
Retained deficit	(1,3
Total shareholders' equity	9,4
Total liabilities and shareholders' equity	$ 118,5

See notes to consolidated financial statements that are an integral part of these consolidated statements.

GREENVILLE FIRST BANCSHARES, INC. & SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS

	Fo
	200
Interest income	
Loans	$ 5,1
Investment securities	9
Federal funds sold	1
Total interest income	6,3
Interest expense	
Deposits	3,2
Borrowings	1
Total interest expense	3,3
Net interest income before provision for loan losses	2,9
Provision for loan losses	6
Net interest income after provision for loan losses	2,3
Noninterest income	
Loan fee income	
Service fees on deposit accounts	
Other income	1
Total noninterest income	2
Noninterest expenses	
Salaries and benefits	1,4
Professional fees	1
Marketing	1
Insurance	
Occupancy	5
Other outside services	2
Telephone	
Other	1
Total noninterest expenses	2,7
Loss before income taxes benefit	(1
Income tax benefit	
Net loss	$ (1
Basic and diluted loss per common share	$

Weighted average common shares outstanding, basic and diluted	1,1

See notes to consolidated financial statements that are an integral part of these consolidated statements.

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GREENVILLE FIRST BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2001 AND 2000

	Common stock		Additional paid-in capital	Accumulated other comprehensive income	R d
	Shares	Amount			
December 31, 1999	1,150,000	$ 11,500	$10,635,200	$ -	$
Net loss	-	-	-	-	
Comprehensive loss, net of tax					
Unrealized holding gain on securites available for sale	-	-	-	24,162	
Comprehensive loss	-	-	-	-	
December 31, 2000	1,150,000	11,500	10,635,200	24,162	(
Net loss	-	-	-	-	
Comprehensive loss, net of tax					
Unrealized holding gain on securities available for sale	-	-	-	103,617	
Comprehensive loss	-	-	-	-	
December 31, 2001	1,150,000	$ 11,500	$ 10,635,200	$ 127,779	$ (

See notes to consolidated financial statements that are an integral part of these consolidated statements.

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GREENVILLE FIRST BANCSHARES, INC.AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Fo
	2001
Operating activities	
Net loss	$ (11
Adjustments to reconcile net loss to cash provided by operating activities:	
Provision for loan losses	60
Depreciation and other amortization	19
Accretion and amortization of securities discounts and premium, net	(3
Increase in other assets, net	(29
Increase (decrease) in other liabilities, net	(8
Net cash provided by operating activities	25
Investing activities	
Increase (decrease) in cash realized from:	
Origination of loans, net	(49,91
Purchase of property and equipment	(46
Purchase of securities available for sale	(18,32
Payments and maturity of securities Available for sale	9,39
Net cash used for investing activities	(59,31
Financing activities	
Increase in deposits, net	42,70
Increase in short-term borrowings	8,48
Increase in Federal Home Loan Bank advances	6,00
Net cash provided by financing activities	57,18
Net increase (decrease) in cash and cash equivalents	(1,86
Cash and cash equivalents at beginning of the year	4,85
Cash and cash equivalents at end of the year	$ 2,98

Supplemental information
Cash paid for

Interest paid	$ 3,16
Income taxes paid	
Supplemental schedule of non-cash transaction	
Unrealized gain on securities, net of income taxes	$ 10

See notes to consolidated financial statements that are an integral part of these consolidated statements.

GREENVILLE FIRST BANCSHARES, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACTIVITIES

Greenville First Bancshares, Inc. (the "Company") is a South Carolina corporation organized for the purpose of owning and controlling all of the capital stock of Greenville First Bank, N.A. (the "Bank"). The Bank is a national bank under the laws of the United States located in Greenville County, South Carolina. The Company received approval to begin banking operations from both the Federal Deposit Insurance Corporation ("FDIC") and the Office of the Comptroller of the Currency ("OCC") on January 7, 2000. The Bank began operations on January 10, 2000.

On October 26, 1999, the Company sold 1,100,000 shares of its common stock at $10 per share and on November 30, 1999 sold 50,000 additional shares for a total of 1,150,000 shares. The offering raised $10,646,700 net of underwriting discounts, commissions and offering expenses. The directors and executive officers of the Company purchased 266,900 shares of common stock at $10 per share, for a total of $2,669,000. The Company has used $10.4 million of the proceeds to capitalize the Bank.

The following is a description of the more significant accounting and reporting policies which the Company follows in preparing and presenting consolidated financial statements.

Basis of presentation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Greenville First Bank (the "Bank"). In consolidation all significant intercompany transactions have been eliminated. The accounting and reporting policies conform to generally accepted accounting principles. The company uses the accrual basis of accounting.

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 date of the financial statements and the reported amount of income and expenses during the reporting periods. Actual results could differ from those estimates.

Concentrations of credit risk
The bank makes loans to individuals and businesses in and around "Upstate" South Carolina for various personal and commercial purposes. The Bank has a diversified loan portfolio and the borrowers' ability to repay their loans is not dependent upon any specific economic sector.

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". The statement requires investments in equity and debt securities to be classified into three categories:

1. Available for sale securities: These are securities which are not classified as either held to maturity or as trading securities. These securities are reported at fair market value. Unrealized gains and losses are reported, net of income taxes, as separate components of stockholders' equity (accumulated other comprehensive income (loss).

(Continued)

2. Held to maturity securities: These are investment securities which the Company has the ability and intent to hold until maturity. These securities are stated at cost, adjusted for amortization of premiums and the accretion of discounts. The Company has no held to maturity securities.

3. Trading securities: These are securities which are bought and held principally for the purpose of selling in the near future. Trading securities are reported at fair market value, and related unrealized gains and losses are recognized in the income statement. The Company has no trading securities.

Gains or losses on dispositions of investment securities are based on the differences between the net proceeds and the adjusted carrying amount of the securities sold, using the specific identification method. Premiums and discounts are amortized or accrued into interest income by a method that approximates a level yield.

Loans, interest and fee income on loans
Loans are stated at the principal balance outstanding. Unamortized net loan fees and the allowance for possible loan losses are deducted from total loans in the balance sheet. Interest income is recognized over the term of the loan based on the principal amount outstanding. The net of loan origination fees received and direct costs incurred in the origination of loans is deferred and amortized to interest income over the contractual life of the loans adjusted for actual principal prepayments using a method approximating the interest method.

Loans are generally placed on non-accrual status when principal or interest becomes ninety days past due, or when payment in full is not anticipated. When a loan is placed on non-accrual status, interest accrued but not received is generally reversed against interest income. If collectibility is

in doubt, cash receipts on non-accrual loans are not recorded as interest income, but are used to reduce principal.

Allowance for loan losses

The provision for loan losses charged to operating expenses reflects the amount deemed appropriate by management to establish an adequate reserve to meet the present and foreseeable risk characteristics of the current loan portfolio. Management's judgement is based on periodic and regular evaluation of individual loans, the overall risk characteristics of the various portfolio segments, past experience with losses and prevailing and anticipated economic conditions. Loans that are determined to be uncollectable are charged against the allowance. Provisions for possible loan losses and recoveries on loans previously charged off are added to the allowance.

The Bank accounts for impaired loans in accordance with SFAS No. 114, "Accounting by Creditors for Impairment of a Loan". This standard requires that all lenders value loans at the loan's fair value if it is probable that the lender 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.

Under SFAS No. 114 when the ultimate collectibility of an impaired loan's principal is in doubt, wholly or partially, all cash receipts are applied to principal. 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.

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.

Property and equipment

Property and equipment are stated at cost. Major repairs are charged to operations, while major improvements are capitalized. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets. Upon retirement, sale, or other disposition of property and equipment, the cost and accumulated depreciation are eliminated from the accounts, and gain or loss is included in income from operations.

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 an asset.

Organization costs

Organization costs include incorporation, legal and consulting fees incurred in connection with establishing the Company. In accordance with Statement of Position (SOP) 98-5, "Reporting on the Costs of Start-Up Activities," organization costs are expensed when incurred.

Income taxes

The financial statements have been prepared on the accrual basis. When income and expenses are recognized in different periods for financial reporting purposes versus for purposes of computing income taxes currently payable, deferred taxes are provided on such temporary differences. The Company accounts for income taxes in accordance with SFAS No. 109, "Accounting for Income Taxes". Under SFAS No. 109, deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been recognized in the consolidated financial statements or tax returns. Deferred tax assets and liabilities are measured using the enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be realized or settled.

Advertising and public relations 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.

Earnings (loss) per common share

Basic loss per common share is computed on the basis of the weighted average number of common shares outstanding in accordance with SFAS No. 128, "Earnings per Share". The treasury stock method is used to compute the effect of stock options on the weighted average number of common shares outstanding for the diluted method. No dilution occurs under the treasury stock method as the exercise price of stock options equals or exceeds the market value of the stock.

Statement of cash flows

For purposes of reporting cash flows, cash and cash equivalents are defined as those amounts included in the balance sheet captions "Cash and Due From Banks and Federal Funds Sold." Cash and cash equivalents have an original maturity of three months or less.

Reclassifications

Certain amounts, previously reported, have been reclassified to state all periods on a comparable basis that had no effect on shareholders' equity or net loss.

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

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 bases, 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 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 resulting from the regulators' judgments based on information available to them at the time of their examination.

Recently issued accounting standards

On July 20, 2001, the Financial Accounting Standard Board (FASB) issued SFAS No. 141, Business Combinations (SFAS 141), and number 142, Goodwill and Other Intangible Assets (SFAS 142). SFAS 141 and 142 will change the accounting for business combinations and goodwill in two significant ways. First, SFAS 141 requires that the purchase method of accounting be used for all business combinations initiated after June 30, 2001. Use of the pooling-of-interests method is prohibited. Second, SFAS 142 changes the accounting for goodwill from an amortization method to an impairment-only approach. The application of these statements is not expected to have a material impact on the Company's financial statements.

In June 2001, the FASB issued SFAS No. 143, Accounting for Asset Retirement Obligations (SFAS 143). SFAS 143 requires that obligations associated with the retirement of tangible long-lived assets be recorded as a liability when those obligations are incurred, with the amount of liability initially measured at fair value. SFAS 143 will be effective for financial statements beginning after June 15, 2002, though early adoption is encouraged. The application of this statement is not expected to have a material impact on the Company's financial statements.

In July 2001, the FASB issued SFAS No. 144, Accounting for Impairment or Disposal of Long-Lived Assets and for Long-Lived Assets to be Disposed Of. SFAS 144 applies to all long-lived assets including discontinued operations, and amends Accounting Principle Board of Opinion number 30, Reporting the Effect of Disposal of a Segment of a Business, and Extraordinary, Unusual and Infrequently Occurring Events and Transactions. SFAS 144 requires that long-lived assets that are to be disposed of by sale be measured at the lower of book or fair value less cost to sell. SFAS 144 is effective for financial statements issued for fiscal years beginning after December 15, 2001 and its provisions are generally expected to be applied prospectively. The application of this statement is not expected to have a material impact on the Company's financial statements.

In July 2001, the SEC issued Staff Accounting Bulletin (SAB) No. 102 Selected Loan Loss Allowance Methodology and Documentation Issues. This staff accounting bulletin clearly defines the required development, documentation, and application of a systematic methodology for determining allowances for loan and lease losses in accordance with accounting principles generally accepted in the United States of America. The Company's management believes it is in compliance with the provisions of SAB No. 102.

Other 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.

NOTE 2 - RESTRICTIONS ON CASH AND DUE FROM BANKS

The Bank is required to maintain average reserve balances, computed by applying prescribed percentages to its various types of deposits, either at the bank or on deposit with the Federal Reserve Bank. At December 31, 2001 and 2000 these required reserves were met by vault cash.

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NOTE 3 - FEDERAL FUNDS SOLD

Bank cash reserves (Note 2) in excess of the required amount may be lent to other banks on a daily basis. At December 31, 2001 and 2000 federal funds sold amounted to $100,841 and $3,920,000, respectively.

NOTE 4 - INVESTMENT SECURITIES

The amortized costs and fair value of investment securities available for sale are as follows:

	December 31, 2001		
	Amortized Cost	Gross unrealized Gains	Losses
Federal agencies	$ 17,459,968	$ 193,595	$
Mortgage-backed	259,884	13	
Total investment securities	$ 17,719,852	$ 193,608	$

	December 31, 2000		
	Amortized Cost	Gross unrealized Gains	Losses
Federal agencies	$ 8,372,194	$ 38,089	$
Mortgage-backed	639,915	-	1,48
Total investment securities	$ 9,012,109	$ 38,089	$ 1,48

Other investments at both December 31, 2001 and 2000, include Federal Reserve Bank stock with cost of $255,000 and Federal Home Loan Bank stock with cost of $300,000 at December 31, 2001 and with a cost of $40,800 at December 31, 2000. The Bank is required to own stock in the Federal Reserve Bank and Federal Home Loan Bank as a member institution. No ready market exists for the stock and it has no quoted market value. However, redemption of the stock has historically been at par value.

The amortized costs and fair values of investment securities at December 31, 2001 and 2000, by contractual maturity, are shown in the following

chart. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay the obligations. Based on the comparison of investment securities coupon rates and the market interest rate as of December 31, 2001, the bank anticipates that between $10,520,000 and $14,520,000 will be called during the 2002 year.

	December 31, 2001		Decem
	Amortized Cost	Fair value	Amortized Cost
Due in less than one year	$ -	$ -	$ 2,990,779
Due after one through three years	759,884	785,678	3,016,415
Due after three through five years	12,839,968	12,943,744	2,004,915
Due after five through ten years	4,120,000	4,184,038	1,000,000
Total investment securities	$ 17,719,852	$ 17,913,460	$ 9,012,109

No investment securities were sold in 2001 or 2000. Accordingly, no gains or losses were recorded. At December 31, 2001 and 2000 $15,959,968 and $5,544,800, respectively of securities were pledged as collateral for public funds or short-term borrowings. At December 31, 2001, certain of the Bank's investment securities are pledged as collateral for other borrowed money, as set forth in Note 8.

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NOTE 5 - LOANS

The composition of net loans by major loan category is as follows:

	De
	2001
Real estate:	
Commercial	
Owner occupied	$ 16,532,696
Non-owner occupied	22,813,424
Construction	8,292,228
	47,638,348
Consumer	
Residential	12,898,543
Home equity	8,937,054
Construction	3,972,206
	25,807,803
	73,446,151

Commercial business	20,529,004
Consumer-other	2,812,703
Deferred origination fees, net	(255,990)
Gross Loans	96,531,868
Less allowance for loan losses	(1,192,247)
Loans, net	$ 95,339,621

At December 31, 2001, there was a $359,987 non-accruing residential loan. Foregone interest income on the non-accrual loan in 2001 was approximately $8,000. There were no non-accrued or impaired loans at December 31, 2000.

At December 31, certain of the Bank's first mortgage loans were pledged as collateral for advances from the Federal Home Loan Bank of Atlanta (FHLB), as set forth in Note 8.

The composition of Gross loans by rate type is as follows:

	December 31,	
	2001	2000
Variable rate loans	$ 60,864,324	$ 31,923,745
Fixed rate loans	35,667,544	14,701,282
	$ 96,531,868	$ 46,625,027

The allowance for possible loan losses is available to absorb future loan charge-offs. The allowance is increased by provisions charged to operating expenses and by recoveries of loans that were previously written-off. The allowance is decreased by the aggregate loan balances, if any, which were deemed uncollectible during the year.

Activity within the allowance for possible loan losses account follows:

	For t De
	2001
Balance, beginning of year	$ 600,0
Recoveries of loans previously charged against the allowance	
Provision for loan losses	600,0
Loans charged against the allowance	(7,7
Balance, end of year	$ 1,192,2

NOTE 6 - PROPERTY AND EQUIPMENT

Property and equipment are stated at cost less accumulated depreciation. Components of property and equipment included in the consolidated balance sheets are as follows:

	December 31, 2001	December 31, 2000
Leasehold improvements	$ 332,528	$ 146,232
Furniture and equipment	698,977	440,476
Software	117,914	96,025
	1,149,419	682,733
Accumulated depreciation	(258,658)	(66,112)
Total property and equipment	$ 890,761	$ 616,621

Leasehold improvements and furniture and fixtures include items for the Company's main office. The Company occupied its main office on January 16, 2001. The office is leased for twenty years (see note 9).

Depreciation expense for the years ended December 31, 2001 and 2000 was $192,546 and $66,112, respectively. Depreciation is charged to operations over the estimated useful lives of the assets. The estimated useful lives and methods of depreciation for the principal items follow:

Type of Asset	Life in Years	Depreciation Method
Software and computer equipment	3	Straight-line
Furniture and equipment	5 to 7	Straight-line
Buildings and improvements	5 to 40	Straight-line

NOTE 7 - DEPOSITS

The following is a detail of the deposit accounts:

	December 31, 2001	December 31, 2000
Non-interest bearing	$ 7,729,281	$ 3,087,715
Interest bearing:		
NOW accounts	8,295,046	6,637,257
Money market accounts	24,138,876	12,613,368
Savings	255,292	79,572
Time, less than $100,000	31,899,925	14,446,620
Time, $100,000 and over	20,381,590	13,129,897
Total deposits	$ 92,700,010	$ 49,994,429

Interest expense on time deposits greater than $100,000 was $1,007,304 and $360,130 in the years ended December 31, 2001 and 2000,

respectively.

At December 31, 2001 the scheduled maturities of certificates of deposit are as follows:

2002	$ 39,131,369
2003	9,330,674
2004	2,833,152
2005 and after	986,320
	$ 52,281,515

NOTE 8 - OTHER BORROWINGS

At December 31, 2001 the bank had $6,000,000 of advances from the FHLB of Atlanta. These advances are secured with approximately $9,000,000 of first mortgage loans, investment securities and stock in the FHLB. The maturity on $3,000,000 of the advances with a weighted rate of 2.67% is March 27, 2002 and the remaining $3,000,000 with a weighted rate of 4.83% has a maturity of August 24, 2011. The FHLB has the option to re-price this advance as of August 24, 2006.

At December 31, 2001 the bank had $7,682,600 sales of securities under agreements to repurchase with brokers with a weighted rate of 1.96% that mature in less than 90 days. These agreements are secured with approximately $8,000,000 of investment securities. The securities under agreement to repurchase averaged $1,335,382 during 2001, with $7,682,600 being the maximum amount outstanding at any month-end.

At December 31, 2001 the bank had utilized $800,000 of its $2,800,000 of federal funds purchase line of credit. This line of credit is unsecured and bears interest at the daily rate of federal funds plus 25 basis points (5.00% at December 31, 2001).

The bank had no other borrowings at December 31, 2000.

NOTE 9 - COMMITMENTS AND CONTINGENCIES

The Company has entered into an employment agreement with its president and chief executive officer that includes a three year compensation term, annual bonus, incentive program, stock option plan and a one-year non-compete agreement upon termination.

The Company has also entered into a thirty-six month operating lease on an automobile that is used by the Company's president and chief executive officer. The monthly payments are $620. At December 31, 2001, nine lease payments remained.

The Company has entered into an agreement with a data processor with a remaining term of three years to provide ATM services, item processing and general ledger processing. Components of this contract include monthly charges of approximately $15,000.

The Bank may become party to litigation and claims in the normal course of business. As of December 31, 2001, there is no material litigation

pending.

The Bank has a twenty-year lease on its main office building that began in January 2001. The monthly rent for the year 2002 is $26,854. The lease provides for annual lease rate escalations based on cost of living adjustments.

Future minimum lease payments under this operating lease are summarized as follows:

For the year ended December 31,

2002	$ 322,248
2003	331,912
2004	341,870
2005	352,126
2006	360,894
Thereafter*	6,105,920
	$ 7,814,970

*Amount is estimated based on an increase of 2.49 percent per year. Actual lease will be adjusted annually by the cost of living index as stated in the Consumer Price Index.

NOTE 10 - UNUSED LINES OF CREDIT

At December 31, 2001, the Bank had an unused line of credit to purchase federal funds of $2.0 million. The line of credit is available on a one to seven day basis for general corporate purposes of the Bank. The lender has reserved the right to withdraw the line at their option. The Bank had a second line of credit with the Federal Home Loan Bank to borrow funds, subject to a pledge of qualified collateral. The Bank has collateral that would support approximately $1.6 million in borrowings. At December 31, 2002, the Bank had a third agreement that would allow the bank to borrow funds based on the level of security eligible to be pledged. At December 31, 2001, the Bank had a borrowing base of approximately $3.2 million.

NOTE 11 - INCOME TAXES

The Company had no currently taxable income for the years ended December 31, 2001 or 2000. The following is a summary of the items that caused recorded income taxes to differ from taxes computed using the statutory tax rate:

	For t De
	2001
Income tax benefit at federal statutory rate	$ (48
Change in valuation allowance	24

Other	1
Income tax benefit	$ (22

The components of the deferred tax assets and liabilities are as follows:

	De
	2001
Deferred tax liability	
Unrealized gain on securities available for sale	$ 65,
Deferred tax assets:	
Allowance for loan losses	405
Net deferred loan fees	58
Net operating loss carryforward	
Deferred tax asset before valuation allowance	463
Valuation allowance	(403
Net deferred tax asset (liability)	$ (5

The company has recorded a valuation allowance for a portion of the deferred tax asset, as the realization of this asset is dependent on the Company's ability to generate future taxable income during the periods in which temporary differences become deductible. A significant portion of the change in the valuation allowance relates to the tax effect of the change in the allowance for loan losses. The net deferred asset is included in other assets, while the net deferred liability is included in other accrued expenses.

The company utilized all of its federal net operating loss carry forwards during the year ended December 31, 2001.

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NOTE 12- RELATED PARTY TRANSACTIONS

Certain directors, executive officers, and companies with which they are affiliated, are customers of and have banking transactions with the Bank in the ordinary course of business. These loans were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable arms-length transactions.

A summary of loan transactions with directors, including their affiliates and executive officers is as follows:

	For the years ended December 31,	
	2001	2000

Balance, beginning of year	$ 360,181	$ -
New loans	813,990	479,768
Less loan payments	(395,547)	(119,587)
Balance, end of year	$ 778,624	$ 360,181

Deposits by officers and directors and their related interests at December 31, 2001 and 2000, were $146,735 and $171,926, respectively.

The Bank has a lease on its main office building with a director of the bank beginning in 2001. The lease has a remaining term of nineteen years, with a $26,854 monthly payment for the next year. The bank is of the opinion that the lease payments represent a market cost that could have been obtained in an "arms length" transaction.

NOTE 13 - FINANCIAL INSTRUMENTS WITH OFF BALANCE SHEET RISK

In the ordinary course of business, and to meet the financing needs of its customers, the Company is a party to various financial instruments with off balance sheet risk. These financial instruments, which include commitments to extend credit and standby letters of credit, involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the balance sheets. The contract amount of those instruments reflects the extent of involvement the Company has in particular classes of financial instruments.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amounts of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on balance sheet instruments.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any material condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require the payment of a fee. At December 31, 2001, unfunded commitments to extend credit were $28,229,000, of which $4,965,000 is at fixed rates and $23,264,000 is at variable rates. The Company evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the borrower. Collateral varies but may include accounts receivable, inventory, property, plant and equipment, and commercial and residential real estate.

At December 31, 2001, there was a $452,000 commitment under a letter of credit. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. Collateral varies but may include accounts receivable, inventory, equipment, marketable securities and property. Since most of the letters of credit are expected to expire without being drawn upon, they do not necessarily represent future cash requirements.

NOTE 14 - EMPLOYEE BENEFIT PLAN

On January 1, 2000, the Company adopted the Greenville First Bancshares, Inc. Profit Sharing and 401(k) Plan for the benefit of all eligible employees. The Company contributes to the Plan annually upon approval by the Board of Directors. Contributions made to the Plan in 2001 and 2000 amounted to $33,285 and $24,500, respectively.

NOTE 15 - STOCK OPTIONS AND WARRANTS

On March 21, 2001, the Company adopted a stock option plan for the benefit of the directors, officers and employees. The Board may grant up to 172,500 options at an option price per share not less than the fair market value on the date of grant. The options granted to officers and employees vest either at 20 percent over five years or 33 percent over three years and expire 10 years from the grant date. The Company has adopted the disclosure-only provisions of SFAS No. 123, "Accounting for Stock-Based Compensation". Accordingly, no compensation cost has been recognized for the stock option plan. Had compensation cost been determined based on the fair value at the grant date for the above stock option awards consistent with the provisions of SFAS No. 123, the Company's net loss and net loss per common share would have changed to the pro forma amounts indicated below:

	December 31, 2001	December 31, 2000
Net loss		
As reported	$ (119,178)	$ (661,553)
Pro forma	(187,904)	(727,454)
Basic net loss per common share		
As reported	(.10)	(.58)
Pro forma	(.16)	(.63)

The fair value of the option grant is estimated on the date of grant using the Black-Scholes option pricing model. The following assumptions were used for grants: expected volatility of 10% for 2001 and 2000, risk-free interest rate of 3.00% and 5.90% for 2001 and 2000, respectively, and expected lives of the options 10 years and the assumed dividend rate was zero.

A summary of the status of the plan and changes for the years ended December 31, are presented below:

	2001		
	Shares	Weighted average exercise price	Shar
Outstanding at beginning of year	97,000	$ 10.00	
Granted	15,500	10.00	97,
Exercised	-	-	
Forfeited or expired	-	-	
Outstanding at end of year	112,500	$ 10.00	97,
Options exercisable at year-end	24,667	$ 10.00	

Shares available for grant	60,000		75,

Upon completion of the 1999 stock offering, the Company issued warrants to each of its organizers to purchase up to an additional 129,950 shares of common stock at $10 per share. These warrants vest over a three-year period and expire on October 27, 2009.

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NOTE 16 - COMMON STOCK AND LOSS PER SHARE

SFAS No. 128, "Earnings per Share" requires that the Company present basic and diluted net income (loss) per common share. The assumed conversion of stock options and warrants can create a difference between basic and diluted net income (loss) per common share. Since all stock options and warrants were considered to be anti-dilutive, the weighted average number of common shares outstanding for both basic net loss per share and diluted net loss per common share is the same and diluted loss per share is not presented. Loss per share is calculated by dividing net loss by the weighted average number of common shares outstanding for each year presented. The weighted average number of common shares outstanding for basic net loss per common share was 1,150,000 shares in 2001 and 2000.

NOTE 17 - REGULATORY MATTERS

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities, and certain off balance sheet items as calculated under regulatory accounting practices. 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 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, 2001, that the Bank meets all capital adequacy requirements to which it is subject.

As of December 31, 2001, the most recent notification of the Office of the Comptroller of the Currency categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the institution's category. The Bank's actual capital amounts and ratios and minimum regulatory amounts and ratios are presented as follows:

For capital

	Actual		adequacy purposes Minimum	
	Amount	Ratio	Amount	Ratio
			(amounts in $000)	
As of December 31, 2001				
Total Capital (to risk weighted assets)	$ 10,139	10.1 %	$ 8,071	8.0 %
Tier 1 Capital (to risk weighted assets)	8,947	8.9	4,036	4.0
Tier 1 Capital (to average assets)	8,947	7.9	4,528	4.0
As of December 31, 2000				
Total Capital (to risk weighted assets)	$ 8,815	18.0 %	$ 3,918	8.0 %
Tier 1 Capital (to risk weighted assets)	8,215	16.8	1,961	4.0
Tier 1 Capital (to average assets)	8,215	14.7	2,241	4.0

NOTE 18 - DIVIDENDS

There are no current plans to initiate payment of cash dividends and future dividend policy will depend on the Bank's and the Company's earnings, capital requirements, financial condition and other factors considered relevant by the Company's Board of Directors. The Bank is restricted in its ability to pay dividends under the national banking laws and regulations of the OCC. Generally, these restrictions require the Bank to pay dividends derived solely from net profits. Moreover, OCC prior approval is required if dividends declared in any calendar year exceed the Bank's net profit for that year combined with its retained net profits for the preceding two years.

NOTE 19 - SELECTED QUARTERLY FINANCIAL DATA

Following is a summary of operations by quarter:

2001	Quarters ended		
	March 31	June 30	September 30
Interest income	$ 1,412,535	$ 1,512,779	$ 1,62
Interest expense	800,497	834,746	85
Net interest income	612,038	678,033	77
Provision for loan losses	122,000	128,000	15

Noninterest income	44,853	60,026	8
Noninterest expenses	613,127	669,521	71
Loss before provision for income taxes	(78,236)	(59,462)	(
Income tax benefit	-	-	(1
Net income (loss)	$ (78,236)	$ (59,462)	$
Basic and diluted loss per common share	$ (.07)	$ (.05)	$
Weighted average common shares Outstanding-basic and diluted	1,150,000	1,150,000	1,15

2000	Quarters ended		
	March 31	June 30	September 30
Interest income	$ 335,957	$ 642,027	$ 945,65
Interest expense	116,533	282,112	474,54
Net interest income	219,424	359,915	471,11
Provision for loan losses	100,000	180,000	150,00
Noninterest income	2,362	9,490	21,56
Noninterest expenses	395,905	428,906	454,99
Loss before provision for income taxes	(274,119)	(239,501)	(112,31
Income tax (benefit) expense	-	(74,000)	
Net loss	$ (274,119)	$ (165,501)	$ (112,31
Basic and diluted loss per common share	$ (.24)	$ (.14)	$ (.1
Weighted average common shares Outstanding-basic and diluted	1,150,000	1,150,000	1,150,00

NOTE 20 -FAIR VALUE OF FINANCIAL INSTRUMENTS

SFAS No. 107, "Disclosures about Fair Value of Financial Instruments" requires disclosure of fair value information, whether or not recognized in the balance sheets, when it is practical 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, premises and equipment and other assets and liabilities.

Fair value approximates carrying value for the following financial instruments due to the short-term nature of the instrument: cash , due from banks, federal funds sold., federal funds sold, securities sold under agreement to repurchase and offical checks.

Securities are valued using quoted fair market prices. Fair value for the Company's off-balance sheet financial instruments is based on the discounted present value of the estimated future cash flows.

Fair value for variable rate loans that reprice frequently and for loans that mature in less than one year is based on the carrying value. Fair value for fixed rate mortgage loans, personal loans and all other loans (primarily commercial) maturing after one year is based on the discounted present value of the estimated future cash flows. Discount rates used in these computations approximate the rates currently offered for similar loans of comparable terms and credit quality.

Fair value for demand deposit accounts and interest-bearing accounts with no fixed maturity date is equal to the carrying value. Certificate of deposit accounts and FHLB advances with a maturing within one year are valued at their carrying value. The fair value of certificate of deposit accounts and FHLB advances with a maturity after one year are estimated by discounting cash flows from expected maturities using current interest rates on similar instruments.

The Company has used management's best estimate of fair value based on the above assumptions. Thus, the fair values presented may not be the amounts that could be realized in an immediate sale or settlement of the instrument. In addition, any income taxes or other expenses, which would be incurred in an actual sale or settlement, are not taken into consideration in the fair value presented.

The estimated fair values of the Company's financial instruments are as follows:

	December		
	2001		
	Carrying Amount	Fair value	
Cash and due from banks	$ 2,882,115	$ 2,882,115	$
Federal funds sold	100,841	100,841	
Investment securities	17,913,460	17,913,460	
Other investments	555,000	555,000	
Loans, net	95,339,621	97,500,000	
Financial Liabilities:			
Deposits	92,700,010	93,100,000	
Official checks outstanding	891,129	891,129	
Federal funds purchased and repurchase agreements	8,482,600	8,482,600	
Federal Home Loan Bank advances	6,000,000	6,050,000	
Financial Instruments with Off-balance Sheet Risks			
Commitments to extend credit	28,229,000	28,229,000	
Standby letter of credit	452,000	452,000	

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NOTE 21 - PARENT COMPANY FINANCIAL INFORMATION

Following is condensed financial information of Greenville First Bancshares, Inc. (parent company only):

Condensed Balance Sheets

	D
	2001
Assets	
Cash and cash equivalents	$ 385,38
Investment in Bank subsidiary	9,075,19
Total assets	$ 9,460,58
Liabilities and Shareholders' Equity	
Accounts payable	$ 1,16
Shareholders' equity	9,459,41
Total liabilities and shareholders' equity	$ 9,460,58

Condensed Statements of Operations

	For D
	2001
Revenues	
Interest income	$ 49,6
Expenses	
Other expenses	1,16
Total expenses	1,16

Income before equity in undistributed net loss of Bank subsidiary	48,4
Equity in undistributed net loss of Bank subsidiary	(167,6
Net loss	$ (119,1

(Continued)

NOTE 21 - PARENT COMPANY FINANCIAL INFORMATION, Continued

Condensed Statements of Cash Flows

	For t De
	2001
Operating Activities	
Net loss	$ (119,178
Adjustments to reconcile net loss to net cash provided by (used in) operating activities	
Equity in undistributed net loss of Bank subsidiary	167,671
(Decrease) increase in accounts payable	1,162
Decrease in other assets	-
Net cash provided by operating activities	49,655
Investing Activities	
Transfer of securities available for sale to bank subsidiary	-
Net cash provided by investing activities	-
Financing Activities	
Investment in Bank subsidiary	(900,000
Net cash used in financing activities	(900,000
Net increase in cash and cash equivalents	(850,345
Cash and cash equivalents, beginning of year	1,235,733
Cash and cash equivalents, end of year	$ 385,388

Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9. Directors, Executive Officers, Promoters and Control Persons; Compliance with Section 16(a) of the Exchange Act

In response to this Item, this information contained in our Proxy Statement for the Annual Meeting of Shareholders to be held on May 15, 2002 is incorporated herein by reference.

Item 10. Executive Compensation

In response to this Item, this information contained in our Proxy Statement for the Annual Meeting of Shareholders to be held on May 15, 2002 is incorporated herein by reference.

Item 11. Security Ownership of Certain Beneficial Owners and Management

In response to this Item, this information contained in our Proxy Statement for the Annual Meeting of Shareholders to be held on May 15, 2002 is incorporated herein by reference.

Item 12. Certain Relationships and Related Transactions

In response to this Item, this information contained in our Proxy Statement for the Annual Meeting of Shareholders to be held on May 15, 2002 is incorporated herein by reference.

Item 13. Exhibits, List and Reports on Form 8-K

(a) The following documents are filed as part of this report:

1.1 Form of Underwriting Agreement between Greenville First Bancshares and Wachovia Securities (incorporated by reference to Exhibit 1.1 of the Registration Statement on Form SB-2, File No. 333-83851).

3.1. Articles of Incorporation, as amended (incorporated by reference to Exhibit 3.1 of the Registration Statement on Form SB-2, File No. 333-83851).

3.2. Bylaws (incorporated by reference to Exhibit 3.2 of the Registration Statement on Form SB-2, File No. 333-83851).

4.1. See Exhibits 3.1 and 3.2 for provisions in Greenville First Bancshares's Articles of Incorporation and Bylaws defining the rights of holders of the common stock (incorporated by reference to Exhibit 4.1 of the Registration Statement on Form SB-2, File No. 333-83851).

4.2. Form of certificate of common stock (incorporated by reference to

Exhibit 4.2 of the Registration Statement on Form SB-2, File No. 333-83851).

5.1. Opinion Regarding Legality (incorporated by reference to Exhibit 5.1 of the Registration Statement on Form SB-2, File No. 333-83851).

10.1. Employment Agreement dated July 27, 1999 between Greenville First Bancshares and Art Seaver (incorporated by reference to Exhibit 10.1 of the Registration Statement on Form SB-2, File No. 333-83851).

10.2. Lease Agreement between Greenville First Bank and Halton Properties, LLC, formerly Cothran Properties, LLC (incorporated by reference to Exhibit 10.2 of Form 10-k filed on March 28, 2000).

10.3 Data Processing Services Agreement dated June 28, 1999 between Greenville First Bancshares and the Intercept Group (incorporated by reference to Exhibit 10.3 of the Registration Statement on Form SB-2, File No. 333-83851).

10.4 Form of Stock Warrant Agreement (incorporated by reference to Exhibit 10.4 of the Registration Statement on Form SB-2, File No. 333-83851).

10.5 Promissory Note dated February 22, 1999 from Greenville First Bancshares, Inc. in favor of John J. Meindl, Jr. (incorporated by reference to Exhibit 10.5 of the Registration Statement on Form SB-2, File No. 333-83851).

10.7 Standard Form of Agreement between Greenville First Bancshares, Inc. and AMI Architects (incorporated by reference to Exhibit 10.2 of Form 10-k filed on March 28, 2000).

21 Subsidiaries of the Company

(b) Reports on Form 8-K

We did not file any reports on Form 8-K during the fourth quarter of 2001.

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GREENVILLE FIRST BANCSHARES, INC..

Date: March 28, 2002 By: /s/ R. Arthur Seaver, Jr.

President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints R. Arthur Seaver, Jr., his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-KSB, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

Signature	Title	Date
/s/ James M. Austin James M. Austin, III	Chief Financial Officer, Principal Financial and Accounting Officer	March 28,
/s/ Andrew B. Cajka Andrew B. Cajka	Director	March 28,
/s/ Mark A. Cothran Mark A. Cothran	Director	March 28,
______________ Leighton M. Cubbage	Director	March 28,
/s/ David G. Ellison David G. Ellison	Director	March 28,
/s/ Anne S. Ellefson Anne S. Ellefson	Director	March 28,

Signature	Title	Date
/s/ Tecumseh Hooper Tecumseh Hooper, Jr.	Director	March 28,
/s/ Rudolph G. Johnstone, III, M.D. Rudolph G. Johnstone, III, M.D.	Director	March 28,
/s/ Keith J. Marrero Keith J. Marrero	Director	March 28,
/s/ James B. Orders James B. Orders, III	Director, Chairman	March 28,
/s/ William B. Sturgis William B. Sturgis	Director	March 28,
/s/ R. Arthur Seaver R. Arthur Seaver, Jr.	Director, Chief Executive Officer and President (principal executive officer)	March 28,
/s/ Fred Gilmer Fred Gilmer, Jr.	Director, Senior Vice-President	March 28,

EXHIBIT INDEX

Exhibit Number	Description
1.1	Form of Underwriting Agreement between Greenville First Bancshares and Wachovia Securities (incorporated by reference to Exhibit 1.1 of the Registration Statement on Form SB-2, File No. 333-83851).
3.1.	Articles of Incorporation, as amended (incorporated by reference to Exhibit 3.1 of the Registration Statement on Form SB-2, File No. 333-83851).
3.2.	Bylaws (incorporated by reference to Exhibit 3.2 of the Registration Statement on Form SB-2, File No. 333-83851).
4.1.	See Exhibits 3.1 and 3.2 for provisions in Greenville First Bancshares's Articles of Incorporation and Bylaws defining the rights

of holders of the common stock (incorporated by reference to Exhibit 4.1 of the Registration Statement on Form SB-2, File No. 333-83851).

4.2. Form of certificate of common stock (incorporated by reference to Exhibit 4.2 of the Registration Statement on Form SB-2, File No. 333-83851).

5.1. Opinion Regarding Legality (incorporated by reference to Exhibit 5.1 of the Registration Statement on Form SB-2, File No. 333-83851).

10.1. Employment Agreement dated July 27, 1999 between Greenville First Bancshares and Art Seaver (incorporated by reference to Exhibit 10.1 of the Registration Statement on Form SB-2, File No. 333-83851).

10.2. Lease Agreement between Greenville First Bank and Halton Properties, LLC, formerly Cothran Properties, LLC (incorporated by reference to Exhibit 10.2 of Form 10-k filed on March 28, 2000).

10.3 Data Processing Services Agreement dated June 28, 1999 between Greenville First Bancshares and the Intercept Group (incorporated by reference to Exhibit 10.3 of the Registration Statement on Form SB-2, File No. 333-83851).

10.4 Form of Stock Warrant Agreement (incorporated by reference to Exhibit 10.4 of the Registration Statement on Form SB-2, File No. 333-83851).

10.5 Promissory Note dated February 22, 1999 from Greenville First Bancshares, Inc. in favor of John J. Meindl, Jr. (incorporated by reference to Exhibit 10.5 of the Registration Statement on Form SB-2, File No. 333-83851).

10.7 Standard Form of Agreement between Greenville First Bancshares, Inc. and AMI Architects (incorporated by reference to Exhibit 10.2 of Form 10-k filed on March 28, 2000).

21 Subsidiaries of the Company