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

FORM 10-Q

(Mark One)

x **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended September 30, 2008

¨ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from ______ to ______

Commission file number 000-50357

FIRST COMMUNITY BANK CORPORATION OF AMERICA
(Exact name of registrant as specified in its charter)

Florida	**65-0623023**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

9001 Belcher Road
Pinellas Park, Florida 33782
(Address of principal executive offices) (Zip Codes)

(727) 520-0987
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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

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

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer (Do not check if a smaller reporting company)	¨	Smaller reporting company	x

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

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date;

Common stock, par value $.05 per share	4,111,121 shares
(class)	**Outstanding at November 3, 2008**

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FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

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FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

Condensed Consolidated Balance Sheets
(In thousands, except share amounts)

	September 30, 2008 (Unaudited)	December 31, 2007
Assets		
Cash and due from banks	$ 6,981	8,412
Interest-bearing deposits with banks	266	688
Federal funds sold	11,104	—
Cash and cash equivalents	18,351	9,100
Other interest-bearing deposits with banks	300	498
Securities available for sale	26,180	6,847
Securities held to maturity (market value of $8,230 and $10,178)	8,327	10,330
Loans, net of allowance for loan losses of $3,926 in 2008 and $4,479 in 2007	393,176	382,551
Federal Home Loan Bank stock, at cost	2,676	2,504
Premises and equipment, net	12,426	11,486
Foreclosed real estate	1,430	538
Accrued interest receivable	1,658	1,855
Deferred income taxes	1,982	2,294
Bank owned life insurance	7,691	7,597
Other assets	1,988	881
	$ 476,185	436,481
Liabilities and Stockholders' Equity		
Liabilities:		
Noninterest-bearing demand deposits	32,077	31,454
Savings, NOW and money-market deposits	132,486	115,938
Time deposits	213,643	187,228
Total deposits	378,206	334,620
Federal Home Loan Bank advances	42,000	40,000
Federal funds purchased	—	8,900
Other borrowings	10,765	9,613
Accrued expenses and other liabilities	7,269	6,380
Total liabilities	438,240	399,513
Stockholders' equity:		
Preferred stock, $0.01 par value, 2,000,000 shares authorized, no shares issued or outstanding	—	—
Common stock, $0.05 par value, 20,000,000 shares authorized, 4,111,121 and 4,082,002 shares issued and outstanding in 2008 and 2007	205	204
Additional paid-in capital	30,354	30,216
Retained earnings	7,359	6,478
Accumulated other comprehensive income	27	70
Total stockholders' equity	37,945	36,968
	$ 476,185	436,481

See Accompanying Notes to Condensed Consolidated Financial Statements.

FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

Condensed Consolidated Statements of Earnings (Unaudited)
(In thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
Interest income:				
Loans	$ 6,192	7,040	19,207	20,452
Securities	407	227	998	593
Other interest earning assets	86	70	321	477
Total interest income	6,685	7,337	20,526	21,522
Interest expense:				
Deposits	2,680	3,243	8,166	9,267
Other borrowings	443	343	1,423	981
Total interest expense	3,123	3,586	9,589	10,248
Net interest income	3,562	3,751	10,937	11,274
Provision for loan losses	1,246	176	2,139	489
Net interest income after provision for loan losses	2,316	3,575	8,798	10,785
Noninterest income:				
Service charges on deposit accounts	181	220	591	614
Other service charges and fees	51	75	180	186
Income from bank owned life insurance	383	77	542	120
Gain on sale of loans held for sale	1	26	64	130
Other	88	48	169	145
Total noninterest income	704	446	1,546	1,195
Noninterest expenses:				
Employee compensation and benefits	1,705	1,760	5,455	5,355
Occupancy and equipment	417	379	1,234	1,110
Data processing	305	238	870	703
Professional fees	84	82	280	222
Office supplies	52	40	164	145
Insurance	124	51	440	145
Other	308	208	887	661
Total noninterest expenses	2,995	2,758	9,330	8,341
Earnings before income taxes (benefit)	25	1,263	1,014	3,639
Income taxes (benefit)	(149)	429	133	1,295
Net earnings	$ 174	834	881	2,344
Earnings per share:				
Basic earnings per share	$ 0.04	0.20	0.21	0.58
Diluted earnings per share	$ 0.04	0.19	0.21	0.54
Dividends per share	$ —	—	—	—

See Accompanying Notes to Condensed Consolidated Financial Statements.

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FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

Condensed Consolidated Statements of Changes in Stockholders' Equity

Nine Months Ended September 30, 2008 and 2007
(In thousands, except share amounts)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance at December 31, 2006	3,840,687	$ 192	25,642	7,852	(4)	33,682
Comprehensive income:						
Net earnings (unaudited)	—	—	—	2,344	—	2,344
Net change in unrealized loss on securities available for sale, net of taxes of $18 (unaudited)	—	—	—	—	35	35
Comprehensive income (unaudited)						2,379
Exercise of stock options before 5% stock dividend (unaudited)	22,811	1	146	—	—	147
5% stock dividend, net of fractional shares paid-in cash (unaudited)	193,047	10	4,227	(4,237)	—	—
Fractional shares paid-in cash (unaudited)	—	—	—	(2)	—	(2)
Exercise of stock options after 5% stock dividend (unaudited)	25,457	1	144	—	—	145
Share based compensation expense (unaudited)	—	—	42	—	—	42
Balance at September 30, 2007 (unaudited)	4,082,002	$ 204	30,201	5,957	31	36,393
Balance at December 31, 2007	4,082,002	204	30,216	6,478	70	36,968
Comprehensive income:						
Net earnings (unaudited)	—	—	—	881	—	881
Net change in unrealized gain on securities available for sale, net of taxes of $26 (unaudited)	—	—	—	—	(43)	(43)
Comprehensive income (unaudited)						838
Exercise of stock options (unaudited)	35,141	1	168	—	—	169
Retirement of common stock (unaudited)	(6,022)	—	(59)	—	—	(59)
Share based compensation expense (unaudited)	—	—	29	—	—	29
Balance at September 30, 2008 (unaudited)	4,111,121	$ 205	30,354	7,359	27	37,945

See Accompanying Notes to Condensed Consolidated Financial Statements.

FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows (Unaudited)
(In thousands)

	Nine Months Ended September 30, 2008	2007
Cash flows from operating activities:		
Net earnings	$ 881	2,344
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Provision for loan losses	2,139	489
Depreciation and amortization	462	382
Share-based compensation	29	42
Net amortization of deferred loan fees and costs	(239)	(206)
Net amortization of premium and discounts on securities	(40)	(21)
Income from bank owned life insurance	(542)	(120)
Origination of loans held for sale	(4,375)	(13,076)
Proceeds from sale of loans held for sale	4,867	13,362
Gain on sale of loans held for sale	(64)	(130)
Decrease (increase) in accrued interest receivable	197	(150)
Write down of foreclosed real estate	106	—
Net gain on sale of foreclosed real estate	(43)	—
Increase in other assets	(1,107)	(513)
Increase (decrease) in accrued expenses and other liabilities	915	(1,851)
Deferred income taxes	312	—
Net cash provided by operating activities	3,498	552
Cash flows from investing activities:		
Net change in other interest-bearing deposits with banks	198	(29)
Purchase of securities available for sale	(21,996)	(5,809)
Principal payments on securities available for sale	1,430	147
Proceeds from calls and maturities of securities available for sale	1,200	2,500
Purchase of securities held to maturity	—	(1,000)
Proceeds from maturities of securities held to maturity	1,844	500
Principal payments on securities held to maturity	163	268
Net increase in loans	(15,653)	(22,266)
Purchase of premises and equipment, net	(1,402)	(2,899)
Redemption (purchase) of Federal Home Loan Bank stock	(172)	814
Proceeds from redemption of bank owned life insurance	448	—
Purchase of bank owned life insurance	—	(5,000)
Proceeds from sale of foreclosed real estate	1,745	—
Net cash used in investing activities	(32,195)	(32,774)
Cash flows from financing activities:		
Increase in deposits	43,586	40,353
Proceeds from Federal Home Loan Bank advances	20,000	5,000
Repayment of Federal Home Loan Bank advances	(18,000)	(26,500)
Net (decrease) increase in other borrowings	(7,748)	11,179
Fractional shares of stock dividend paid in cash	—	(2)
Proceeds from exercise of stock options	169	292
Retirement of common stock	(59)	—
Net cash provided by financing activities	37,948	30,322
Net increase (decrease) in cash and cash equivalents	9,251	(1,900)
Cash and cash equivalents at beginning of period	9,100	11,527
Cash and cash equivalents at end of period	$ 18,351	9,627

(continued)

FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows (Unaudited), Continued
(In thousands)

	Nine Months Ended September 30, 2008	2007
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest, net of capitalized interest of $194 and $0	$ 9,495	10,274
Income taxes	$ 595	1,579
Noncash transactions:		
Accumulated other comprehensive income (loss), net change in unrealized gain (loss) on securities available for sale, net of income taxes	$ (43)	35
Transfer from loans to foreclosed real estate	$ 2,700	244

See Accompanying Notes to Condensed Consolidated Financial Statements.

FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Unaudited)

1. ***General.*** First Community Bank Corporation of America (the “Holding Company”) owns all of the outstanding common stock of First Community Bank of America (the “Bank”) and First Community Lender Services, Inc. (“FCLS”) (collectively, the “Company”). The Holding Company’s primary business activity is the operation of the Bank. The Bank is a federally-chartered stock savings bank providing a variety of banking services to small and middle market businesses and individuals through its three banking offices located in Pinellas County, two banking offices in Pasco County, three banking offices located in Charlotte County, and two offices located in Hillsborough County, Florida. FCLS had minimal activity during the nine months ended September 30, 2008 and 2007.

In the opinion of the management of the Company, the accompanying condensed consolidated financial statements contain all adjustments (consisting principally of normal recurring accruals) necessary to present fairly the financial position at September 30, 2008, the results of operations for the three- and nine-month periods ended September 30, 2008 and 2007 and cash flows for the nine-month periods ended September 30, 2008 and 2007. The results of operations and other data for the three- and nine-month periods ended September 30, 2008 are not necessarily indicative of results that may be expected for the year ending December 31, 2008.

2. ***Loan Impairment and Loan Losses.*** The activity in the allowance for loan losses is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
Balance at beginning of period	$ 3,883	3,811	4,479	3,499
Provision for loan losses	1,246	176	2,139	489
Charge-offs	(1,204)	(98)	(2,694)	(101)
Recoveries	1	1	2	3
Balance at end of period	$ 3,926	3,890	3,926	3,890

Impaired collateral dependent loans are as follows (in thousands):

	At September 30,	
	2008	2007
Balance at end of period	$13,611	850
Total related allowance for losses	$ 374	121

	Nine Months Ended September 30,	
	2008	2007
Average investment in impaired loans	$ 8,565	1,064
Interest income recognized on impaired loans	$ —	—
Interest income received on impaired loans	$ 17	—

(continued)

FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Unaudited), Continued

2. ***Loan Impairment and Loan Losses, Continued.*** Nonaccrual and past due loans were as follows (in thousands):

	At September 30, 2008	At September 30, 2007
Nonaccrual loans	$12,054	1,075
Past due ninety days or more, still accruing	—	—
	$12,054	1,075

3. ***Loans Held for Sale.*** At September 30, 2008 and December 31, 2007 loans held for sale approximated $0 and $428,000, respectively and are included in net loans on the condensed consolidated balance sheets.

4. ***Earnings Per Share ("EPS").*** Earnings per share ("EPS") of common stock has been computed on the basis of the weighted-average number of shares of common stock outstanding. Outstanding stock options are considered dilutive securities for purposes of calculating diluted EPS which is computed using the treasury stock method. The following tables present the calculations of EPS (dollars in thousands, except per share amounts):

	Three Months Ended September 30,					
	2008			2007		
	Earnings	Weighted-Average Shares	Per Share Amount	Earnings	Weighted-Average Shares	Per Share Amount
Basic EPS-						
Net earnings available to common stockholders	$ 174	4,111,121	$ 0.04	$ 834	4,079,274	$ 0.20
Effect of dilutive securities-						
Incremental shares from assumed conversion of options		104,399			204,888	
Diluted EPS-						
Net earnings available to common stockholders and assumed conversions	$ 174	4,215,520	$ 0.04	$ 834	4,284,162	$ 0.19

(continued)

FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Unaudited), Continued

4. ***Earnings Per Share ("EPS"), Continued.***

	Nine Months Ended September 30,					
	2008			2007		
	Earnings	Weighted-Average Shares	Per Share Amount	Earnings	Weighted-Average Shares	Per Share Amount
Basic EPS-						
Net earnings available to common stockholders	$ 881	4,111,802	$ 0.21	$ 2,344	4,070,244	$ 0.58
Effect of dilutive securities-						
Incremental shares from assumed conversion of options		128,820			233,355	
Diluted EPS-						
Net earnings available to common stockholders and assumed conversions	$ 881	4,240,622	$ 0.21	$ 2,344	4,303,599	$ 0.54

The following options were excluded from the calculation of EPS due to the exercise price being above the average market price:

For the three and nine months ended September 30, 2008:	Number Outstanding	Year Granted	Exercise Price	Expire
Options	232,315	2005	$ 16.31	2011
	16,538	2004	13.53	2010-2014
	15,750	2005	15.24	2011-2015
	19,688	2005	15.36	2011
	788	2005	16.80	2011
	6,300	2006	19.23	2012-2016
	10,500	2006	19.19	2016
	10,500	2007	18.71	2017
	6,850	2007	18.57	2017
	5,000	2007	14.75	2017

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5. ***Stock-Based Compensation***. The Company has three stock option plans for directors and employees of the Company. Under the first two plans, the total number of options which may be granted to purchase common stock is 620,156 (amended) for directors and 516,797 (amended) for employees. At September 30, 2008, no options remain available for grant under the directors' plan and 56,577 options remain available for grant under the employees' plan. The total number of options which may be granted to purchase common stock under the third plan is 236,250 (amended) for either directors or employees. At September 30, 2008, 15,750 options remain available for grant under the third plan. The directors' options vest immediately and have a life of five years. The employees' options vest over periods up to four years and have terms up to 10 years.

A summary of the activity in the Company's stock option plans is as follows (dollars in thousands, except per share amounts):

	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at December 31, 2007	685,721	$ 10.71		
Options exercised	(35,141)	4.84		
Options forfeited	(16,537)	20.31		
Outstanding at September 30, 2008	634,043	$ 10.92	3.4 years	$ 381
Exercisable at September 30, 2008	613,913	$ 10.67	2.9 years	$ 381

The total intrinsic value of options exercised during the nine months ended September 30, 2008 and 2007 was $222,000 and $645,000, respectively. At September 30, 2008, there was approximately $88,000 of total unrecognized compensation expense related to nonvested share-based compensation arrangements granted under the plans. The cost is expected to be recognized over a weighted-average period of 19 months. The total fair value of shares vesting and recognized as compensation expense was approximately $29,000 and $42,000 for the nine months ended September 30, 2008 and 2007, respectively. There was no associated tax benefit recognized for both the nine months ended September 30, 2008 and 2007.

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FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Unaudited), Continued

5. ***Stock-Based Compensation, Continued***. No options were granted during the three and nine months ended September 30, 2008. The fair value of each option granted for the three and nine months ended September 30, 2008 and 2007 is estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions:

	Three Months Ended September 30, 2007	Nine Months Ended September 30, 2007
Risk-free interest rate	4.28%	4.60%
Expected dividend yield	—	—
Expected volatility	4%	5%
Expected life in years	6	6
Per share grant-date fair value of options granted during the period	$ 3.28	4.26

The Company examined its historical pattern of option exercises in an effort to determine if there were any pattern based on certain employee populations. From this analysis, the Company could not identify any patterns in the exercise of options. As such, the Company used the guidance in Staff Accounting Bulletin No. 107 to determine the estimated life of options issued. The expected volatility is based on historical volatility of similar peer Company's common stock. The risk-free rate for periods within the contractual life of the option is based on U.S. Treasury yield curve in effect at the time of grant. The expected dividend yield assumption is based on the Company's history and expectation of dividend payments.

6. ***Regulatory Capital.*** The Bank is required to maintain certain minimum regulatory capital requirements. At September 30, 2008, the Bank was in compliance with its regulatory capital requirements.

7. ***Financial Covenant Compliance Status.*** First Community Bank Corporation of America has a $12 million line of credit with Silverton Bank. As of September 30, 2008, the Company has funded $2 million on this line. First Community Bank Corporation of America exceeded one of the ratios required in the covenants. First Community Bank of America's ratio of non-performing assets as a percent of gross loans was 3.40% on September 30, 2008 which exceeded the covenant limit of 1.50%. The Company received a waiver for the second quarter and is renegotiating the limit on the covenant going forward. All other covenants are well within the prescribed limits.

(continued)

FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Unaudited), Continued

8. ***Fair Value Measurement***. On January 1, 2008, the Company adopted Statement of Financial Accounting Standard ("SFAS") No. 157, *Fair Value Measurements* for financial assets and liabilities. This standard defines fair value, provides guidance for measuring fair value and requires certain disclosures. This standard does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements. This standard does not apply to measurements related to share-based payments.

SFAS 157 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The statement utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

- Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities that are not active. Such inputs may include interest rates and yield curves, volatilities, prepayment speeds, credit risks, and default rates.
- Level 3: Unobservable inputs to measure fair value of assets and liabilities for which there is little, if any market activity at the measurement date, using reasonable inputs and assumptions based upon the best information at the time, to the extent that inputs are available without undue cost and effort.

The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Currently, the Company has securities available for sale that are recorded at fair value on a recurring basis. Also from time to time the Company may be required to record at fair value other assets or liabilities on a non-recurring basis, such as impaired loans. These nonrecurring fair value adjustments involve the application of lower-of-cost-or-market, accounting or write-downs of individual assets.

Our listing of financial assets and liabilities subject to fair value measurements on a recurring basis are as follows (in thousands):

	Fair Value Measurements at Reporting Date Using			
	Fair Value as of September 30, 2008	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available for sale securities	$ 26,180	—	26,180	—

(continued)

FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Unaudited), Continued

8. ***Fair Value Measurement, Continued***. The fair values of the Company's securities available for sale are determined by third party service providers utilizing various methods dependent upon the specific type of investment. Where quoted prices are available in an active market, securities are classified within level 1 of the valuation hierarchy. Level 1 securities include highly liquid government bonds, certain mortgage products and exchange-traded equities. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics, or discounted cash flows. Examples of such instruments, which would generally be classified within level 2 of the valuation hierarchy, include certain collateralized mortgage and debt obligations and certain high-yield debt securities. In certain cases where there is limited activity or less transparency around inputs to the valuation, securities are classified within level 3 of the valuation hierarchy. Securities classified within level 3 include certain residual interests in securitizations and other less liquid securities.

There were no transactions for financial assets or liabilities measured on a recurring basis using significant unobservable inputs for determining fair value for the nine month period ended September 30, 2008.

Impaired Loans. A loan is considered impaired when, based upon current information and events, it is probable that we will be unable to collect all amounts due, including principal and interest, according to the contractual terms of the loan agreement. The Company's impaired loans are normally collateral dependent and, as such, are carried at the lower of the Company's net recorded investment in the loan or the estimated fair value of the collateral less estimated selling costs. Adjustments to the recorded investment are made through specific valuation allowances that are recorded as part of the overall allowances for loan losses. Estimates of fair value is determined based on a variety of information, including the use of available appraisals, estimates of market value by licensed appraisers or local real estate brokers and the knowledge and experience of the Company's officers related to values of properties in the Company's market areas. These officers take into consideration the type, location and occupancy of the property as well as current economic conditions in the area the property is located in assessing estimates of fair value. Accordingly, fair value estimates for impaired loans is classified as Level 3.

The following table provides the level of valuation assumptions used to determine the carrying value of our assets measured at fair value on a nonrecurring basis at September 30, 2008 (in thousands).

	Net Carrying Value at September 30, 2008				Total Losses	
	Total	Level 1	Level 2	Level 3	Three-Months Ended September 30, 2008	Nine-Months Ended September 30, 2008
Impaired loans	$ 13,611	—	—	13,611	1,269	2,618

FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

Review by Independent Registered Public Accounting Firm

Hacker, Johnson & Smith PA, the Company's independent registered public accounting firm, has made a limited review of the financial data as of September 30, 2008, and for the three- and nine-month periods ended September 30, 2008 and 2007 presented in this document, in accordance with standards established by the Public Company Accounting Oversight Board.

Their report furnished pursuant to Article 10 of Regulation S-X is included herein.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
First Community Bank Corporation of America
Pinellas Park, Florida:

We have reviewed the accompanying condensed consolidated balance sheet of First Community Bank Corporation of America and Subsidiaries (the "Company") as of September 30, 2008, the related condensed consolidated statements of earnings for the three- and nine-month periods ended September 30, 2008 and 2007 and the related condensed consolidated statements of changes in stockholders' equity and cash flows for the nine-month periods ended September 30, 2008 and 2007. These interim financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying condensed consolidated financial statements for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board, the consolidated balance sheet of the Company as of December 31, 2007, and the related consolidated statements of earnings, changes in stockholders' equity and cash flows for the year then ended (not presented herein); and in our report dated March 24, 2008, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2007, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Hacker, Johnson & Smith PA

HACKER, JOHNSON & SMITH PA
Tampa, Florida
November 6, 2008

FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

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

Forward Looking Statements

This document contains forward-looking statements as defined by Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements involve substantial risks and uncertainties. When used in this document, or in the documents incorporated by reference, the words "anticipate," "believe," "estimate," "may," "intend" and "expect" and similar expressions are some of the forward-looking statements used in these documents. Actual results, performance, or achievements could differ materially from those contemplated, expressed or implied by the forward-looking statements. Factors which may cause results to change materially include competition, inflation, general economic conditions, changes in interest rates, and changes in the value of collateral securing loans First Community Bank Corporation of America has made, among other things.

General

First Community Bank Corporation of America (the "Holding Company") owns all of the outstanding common stock of First Community Bank of America (the "Bank") and First Community Lender Services, Inc. ("FCLS") (collectively, the "Company"). The Holding Company's primary business activity is the operation of the Bank. The Bank is a federally-chartered stock savings bank providing a variety of banking services to small and middle market businesses and individuals through its three banking offices located in Pinellas County, two banking offices located in Pasco County, three banking offices located in Charlotte County and two offices located in Hillsborough County, Florida. FCLS had minimal activity during the nine months ended September 30, 2008 and 2007.

Liquidity and Capital Resources

The Company's primary source of cash during the nine months ended September 30, 2008, was from net deposit inflows of approximately $43 million. Cash was used primarily to increase securities $17 million and federal funds sold by $11 million.

Off-Balance Sheet Arrangements

The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, unused lines of credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest-rate risk in excess of the amounts recognized in the condensed consolidated balance sheet. The contract amounts of these instruments reflect the extent of the Company's involvement in particular classes of financial instruments.

FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

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, unused lines of credit and standby letters of credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments 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 condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total committed amounts do not necessarily represent future cash requirements. The Company evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if it is deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the counter party.

Standby letters of credit are conditional lending commitments issued by the Company to guarantee the performance of a customer to a third party and to support public and private borrowing arrangements. Essentially all letters of credit issued have expiration dates within one year. The credit risk involved in issuing letters-of-credit is essentially the same as that involved in extending loan facilities to customers. The Company generally holds collateral supporting these commitments.

Unused lines of credit and commitments to extend credit typically result in loans with a market interest rate.

A summary of the amounts of the Company's financial instruments, with off-balance sheet risk at September 30, 2008, follows (in thousands):

	Contract Amount
Commitments to extend credit	$18,851
Unused lines of credit	$34,428
Standby letters of credit	$ 1,866

Management believes that the Company has adequate resources to fund all of its commitments and that substantially all its existing commitments will be funded within the next twelve months.

FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

Selected Financial Information

The following rates are presented for the dates and periods indicated:

	Nine Months Ended September 30, 2008	Year Ended December 31, 2007	Nine Months Ended September 30, 2007
Average equity as a percentage of average assets	8.12%	8.57%	8.56%
Equity to total assets at end of period	7.97%	8.47%	8.63%
Return on average assets (1)	0.25%	0.69%	0.76%
Return on average equity (1)	3.13%	8.05%	8.91%
Noninterest expenses to average assets (1)	2.69%	2.70%	2.71%
Nonperforming assets as a percentage of total assets at end of period	2.83%	0.67%	0.40%

(1) Annualized for the nine months ended September 30.

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FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

Results of Operations

The following table sets forth, for the periods indicated, information regarding (i) the total dollar amount of interest and dividend income of the Company from interest-earning assets and the resultant average yields; (ii) the total dollar amount of interest expense on interest-bearing liabilities and the resultant average cost; (iii) net interest income; (iv) interest-rate spread; and (v) net interest margin.

	Three Months Ended September 30,					
	2008			2007		
	Average Balance	Interest and Dividends	Average Yield/ Rate	Average Balance	Interest and Dividends	Average Yield/ Rate
	(Dollars in thousands)					
Interest-earning assets:						
Loans (1)	$388,277	6,192	6.38%	$365,621	7,040	7.70%
Securities	33,741	407	4.82	17,716	227	5.13
Other interest-earning assets (2)	2,295	86	14.99	4,448	70	6.29
Total interest-earning assets	424,313	6,685	6.30	387,785	7,337	7.57
Noninterest-earning assets	48,899			30,082		
Total assets	$473,212			$417,867		
Interest-bearing liabilities:						
Savings, NOW, money-market deposit accounts	136,665	625	1.83	110,395	687	2.49
Time deposits	207,828	2,055	3.96	199,451	2,556	5.13
Total interest-bearing deposits	344,493	2,680	3.11	309,846	3,243	4.19
Other borrowings (3)	51,539	443	3.44	30,066	343	4.56
Total interest-bearing liabilities	396,032	3,123	3.15	339,912	3,586	4.22
Noninterest-bearing liabilities	39,524			41,908		
Stockholders' equity	37,656			36,047		
Total liabilities and stockholders' equity	$473,212			$417,867		
Net interest income		$ 3,562			$ 3,751	
Interest-rate spread (4)			3.15%			3.35%
Net interest margin (5)			3.36%			3.87%
Ratio of average interest-earning assets to average interest-bearing liabilities	1.07			1.14		

(1) Includes nonperforming loans.
(2) Includes Federal Home Loan Bank stock and interest-bearing deposits with banks.
(3) Includes Federal Home Loan Bank advances and other borrowings.
(4) Interest-rate spread represents the difference between the average yield on interest-earning assets and the average rate of interest-bearing liabilities.
(5) Net interest margin is net interest income divided by average interest-earning assets.

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FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

The following table sets forth, for the periods indicated, information regarding (i) the total dollar amount of interest and dividend income of the Company from interest-earning assets and the resultant average yields; (ii) the total dollar amount of interest expense on interest-bearing liabilities and the resultant average cost; (iii) net interest income; (iv) interest-rate spread; and (v) net interest margin.

	Nine Months Ended September 30,					
	2008			2007		
	Average Balance	Interest and Dividends	Average Yield/ Rate	Average Balance	Interest and Dividends	Average Yield/ Rate
	(Dollars in thousands)					
Interest-earning assets:						
Loans (1)	$385,946	19,207	6.64%	$357,291	20,452	7.63%
Securities	27,338	998	4.87	15,701	593	5.04
Other interest-earning assets (2)	7,440	321	5.75	11,877	477	5.35
Total interest-earning assets	420,724	20,526	6.50	384,869	21,522	7.46
Noninterest-earning assets	42,980			26,160		
Total assets	$463,704			$411,029		
Interest-bearing liabilities:						
Savings, NOW, money-market deposit accounts	131,304	1,856	1.88	112,246	2,018	2.40
Time deposits	199,628	6,310	4.21	192,096	7,249	5.03
Total interest-bearing deposits	330,932	8,166	3.29	304,342	9,267	4.06
Other borrowings (3)	54,451	1,423	3.48	28,046	981	4.66
Total interest-bearing liabilities	385,383	9,589	3.32	332,388	10,248	4.11
Noninterest-bearing liabilities	40,679			43,462		
Stockholders’ equity	37,642			35,179		
Total liabilities and stockholders’ equity	$463,704			$411,029		
Net interest income		$10,937			$11,274	
Interest-rate spread (4)			3.19%			3.35%
Net interest margin (5)			3.47%			3.91%
Ratio of average interest-earning assets to average interest-bearing liabilities	1.09			1.16		

(1) Includes nonperforming loans.
(2) Includes Federal Home Loan Bank stock and interest-bearing deposits with banks.
(3) Includes Federal Home Loan Bank advances and other borrowings.
(4) Interest-rate spread represents the difference between the average yield on interest-earning assets and the average rate of interest-bearing liabilities.
(5) Net interest margin is net interest income divided by average interest-earning assets.

FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

Comparison of the Three-Month Periods Ended September 30, 2008 and 2007

General. Our net earnings for the three months ended September 30, 2008, were to $174,000 or $.04 earnings per basic share and $.04 earnings per diluted share compared to $834,000 or $0.20 earnings per basic share and $0.19 earnings per diluted share for the three months ended September 30, 2007. The third quarter 2008 reflected an increase in noninterest income and a $1,070,000 increase in provision for loan losses and a $237,000 increase in noninterest expense reflecting an investment in new branches and infrastructure to support growth.

Net Interest Income. Interest income decreased to $6.7 million during the three months ended September 30, 2008, from $7.3 million in 2007. Interest on loans for the three months ended September 30, 2008 decreased to $6.2 million from $7.0 million for the three months ended September 30, 2007. This decrease was also due to a decrease in the average yield earned to 6.38% for the three months ended September 30, 2008 from 7.70% for the three months ended September 30, 2007. Interest on securities increased to $407,000 during the three months ended September 30, 2008 from $227,000 for the three months ended September 30, 2007. The increase in interest income on securities was due to an increase in the average balance of securities from $17.7 million in 2007 to $33.7 million in 2008.

Interest expense on interest-bearing deposits decreased to $2.7 million during the three months ended September 30, 2008, compared to $3.2 million during the three months ended September 30, 2007. The decrease was due to a decrease in the rate paid to 3.11% during the three months ended September 30, 2008 from 4.19% during the three months ended September 30, 2007. Interest expense on other borrowings increased to $443,000 during the three months ended September 30, 2008, compared to $343,000 during the three months ended September 30, 2007. The increase was due to an increase in the average balance of other borrowings to $51.5 million in 2008 from $30.1 million in 2007. The average rate paid on other borrowings decreased to 3.44% during the three months ended September 30, 2008 compared to 4.56% during the three months ended September 30, 2007.

Provision for Loan Losses. Provisions for loan losses are based on our review of the historical loan loss experience and such factors which, in management's judgment, deserve consideration under existing economic conditions in estimating probable credit losses. The allowance is based on ongoing assessments of the estimated losses inherent in the loan portfolio. Our methodology for assessing the appropriate allowance level consists of several key elements described below.

Larger commercial loans that exhibit probable or observed credit weaknesses are subject to individual review. Where appropriate, the allowance is allocated to individual loans based on our estimate of the borrower's ability to repay the loan given the availability of collateral, other sources of cash flows and available legal options. Included in the review of individual loans are those that are impaired as provided in Statement of Financial Accounting Standards No. 114, "*Accounting by Creditors for Impairment of a Loan,*" as amended. Any specific reserves for impaired loans are measured based on the fair value of the underlying collateral. The collectability of both principal and interest is evaluated when assessing the allowance. Historical loss rates are applied to other commercial loans not subject to specific allocations.

FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

Comparison of the Three-Month Periods Ended September 30, 2008 and 2007, Continued

Provision for Loan Losses, Continued. Homogenous loans, such as installment and residential mortgage loans, are not individually reviewed by management. The allowance is established for each pool of loans based on the expected net charge-offs. Loss rates are based on the average net charge-off history by loan category.

Historical loss rates for commercial and consumer loans may be adjusted for significant factors that, in management's judgment, reflect the impact of any current conditions on loss recognition. Factors which management considers in the analysis include the effects of the local economy, trends in the nature and volume of loans (delinquencies, charge-offs, non-accrual and problem loans), changes in the internal lending policies and credit standards, collection practices, and examination results from bank regulatory agencies and our internal credit review function. The allowance relating to individual loans and historical loss rates are reviewed throughout the year and adjusted as necessary based on changing borrower and collateral conditions and actual collection and charge-off experience.

During 2007, we changed our overall approach in the determination of the allowances for loan losses. A new methodology was created to be in compliance with the guidance issued by the federal agencies in December of 2006. This methodology incorporated the calculation of loans considered impaired under FAS 114 and allocations for performing portfolio categories based on applying historical charge off data for loans categorized by similar risk characteristics based on the Company's experience as per FAS 5. The methodology includes an unallocated portion (qualitative factors) justified by current general market conditions, trends in performance (delinquency), economic and political trends.

The provision for loan losses was $1,246,000 for the three months ended September 30, 2008 compared to $176,000 for the three months ended September 30, 2007. While continued economic weakness, or other factors could cause continued stress on the loan portfolio and affect the levels of nonperforming assets and charge-offs, management believes that the levels of nonperforming assets and the allowance for loan losses ratio adequately reflect the current circumstances.

The allowance for loan losses is $3.9 million at September 30, 2008. While management believes that its allowance for loan losses is adequate as of September 30, 2008, future adjustments to the Company's allowance for loan losses may be necessary as economic conditions could dictate.

Noninterest Income. Noninterest income increased to $704,000 in 2008 from $446,000 for the three-months ended September 30, 2007 primarily due to a death benefit received from bank owned life insurance.

Noninterest Expense. Total noninterest expenses increased to $3.0 million for the three months ended September 30, 2008 from $2.8 million for the comparable period ended September 30, 2007, reflected in FDIC insurance, other real estate and data processing expenses.

Income Taxes (Benefit). Income taxes (benefit) for the three months ended September 30, 2008, was $(149,000) compared to $429,000 or 34.0% for the period ended September 30, 2007. The lower tax rate reflects the year-to-date impact of an increase in tax-free income.

FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

Comparison of the Nine-Month Periods Ended September 30, 2008 and 2007

General. Our net earnings for the nine months ended September 30, 2008, decreased to $.9 million or $.21 earnings per basic share and $.21 earnings per diluted share compared to $2.3 million or $0.58 earnings per basic share and $0.54 earnings per diluted share for the nine months ended September 30, 2007. The first nine months of 2008 reflected a $1,650,000 increase in provision for loan losses and a $989,000 increase in noninterest expense reflecting an investment in new branches and infrastructure to support growth.

Net Interest Income. Interest income decreased to $20.5 million during the nine months ended September 30, 2008, from $21.5 million in 2007. The decrease in interest on loans reflected the impact of rapidly declining interest rates during the end of 2007 and the first half of 2008. The average yield earned on loans declined to 6.64% from 7.63% for the same period in 2007. The average balance of loans was $385 million during the nine months ended September 30, 2008 compared to $357 million during the nine months ended September 30, 2007. Interest on securities increased to $998,000 during the nine months ended September 30, 2008 from $593,000 for the nine months ended September 30, 2007. The increase in interest income on securities was due to an increase in the average balance of securities from $15.7 million in 2007 to $27.3 million in 2008. The average yield earned on securities decreased from 5.04% in 2007 to 4.87% in 2008.

Interest expense on interest-bearing deposit accounts decreased to $8.2 million during the nine months ended September 30, 2008, compared to $9.3 million during the nine months ended September 30, 2007. The decrease was due to an decrease in the rate paid to 3.29% during the nine months ended September 30, 2008 from 4.06% during the nine months ended September 30, 2007. The average balance of interest bearing deposits increased to $331 million in 2008 from $304 million in 2007. Interest expense on other borrowings increased to $1,423,000 during the nine months ended September 30, 2008, compared to $981,000 during the nine months ended September 30, 2007. The increase was due to an increase in the average balance of other borrowings to $54.5 million in 2008 from $28.0 million in 2007. The increase in other borrowings reflected the market opportunity to secure low cost funds in the declining interest rate environment. The average rate paid on other borrowings declined to 3.48% during the nine months ended September 30, 2008 compared to 4.66% during the nine months ended September 30, 2007.

Provision for Loan Losses. Provisions for loan losses are based on our review of the historical loan loss experience and such factors which, in management's judgment, deserve consideration under existing economic conditions in estimating probable credit losses. The allowance is based on ongoing assessments of the estimated losses inherent in the loan portfolio. Our methodology for assessing the appropriate allowance level consists of several key elements described below.

Larger commercial loans that exhibit probable or observed credit weaknesses are subject to individual review. Where appropriate, the allowance is allocated to individual loans based on our estimate of the borrower's ability to repay the loan given the availability of collateral, other sources of cash flows and available legal options. Included in the review of individual loans are those that are impaired as provided in Statement of Financial Accounting Standards No. 114, "*Accounting by Creditors for Impairment of a Loan,*" as amended. Any specific reserves for impaired loans are measured based on the fair value of the underlying collateral. The collectability of both principal and interest is evaluated when assessing the allowance. Historical loss rates are applied to other commercial loans not subject to specific allocations.

FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

Comparison of the Nine-Month Periods Ended September 30, 2008 and 2007, Continued

Provision for Loan Losses, Continued. Homogenous loans, such as installment and residential mortgage loans, are not individually reviewed by management. The allowance is established for each pool of loans based on the expected net charge-offs. Loss rates are based on the average net charge-off history by loan category.

Historical loss rates for commercial and consumer loans may be adjusted for significant factors that, in management's judgment, reflect the impact of any current conditions on loss recognition. Factors which management considers in the analysis include the effects of the local economy, trends in the nature and volume of loans (delinquencies, charge-offs, nonaccrual and problem loans), changes in the internal lending policies and credit standards, collection practices, and examination results from bank regulatory agencies and our internal credit review function. The allowance relating to individual loans and historical loss rates are reviewed throughout the year and adjusted as necessary based on changing borrower and collateral conditions and actual collection and charge-off experience.

During 2007, we changed our overall approach in the determination of the allowances for loan losses. A new methodology was created to be in compliance with the guidance issued by the federal agencies in December of 2006. This methodology incorporated the calculation of loans considered impaired under FAS 114 and allocations for performing portfolio categories based on applying historical charge off data for loans categorized by similar risk characteristics based on the Company's experience as per FAS 5. The methodology includes an unallocated portion (qualitative factors) justified by current general market conditions, trends in performance (delinquency), economic and political trends.

The provision for loan losses was $2,139,000 for the nine months ended September 30, 2008 compared to $489,000 for the nine months ended September 30, 2007. While continued economic weakness, or other factors could cause continued stress on the loan portfolio and affect the levels of nonperforming assets and charge-offs, management believes that the levels of nonperforming assets and the charge-off ratio adequately reflect the current circumstances.

The allowance for loan losses is $3.9 million at September 30, 2008. While management believes that its allowance for loan losses is adequate as of September 30, 2008, future adjustments to the Company's allowance for loan losses may be necessary as economic conditions could dictate.

Noninterest Income. Noninterest income increased to $1,546,000 in 2008 from $1,195,000 for the nine months ended September 30, 2007. The increase was primarily due to a death benefit received from bank owned life insurance.

Noninterest Expenses. Total noninterest expenses increased to $9.3 million for the nine months ended September 30, 2008 from $8.3 million for the comparable period ended September 30, 2007 due to a $295,000 increase in FDIC insurance combined with increases in most categories of noninterest expenses reflecting the opening of new banking offices.

Income Taxes. Income taxes for the nine months ended September 30, 2008, were $133,000 or 13.1% compared to $1.3 million or 35.6% for the period ended September 30, 2007. The lower tax rate reflects an increase in tax-free income, which constitutes a significantly larger percentage of pretax income.

FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Market risk is the risk of loss from adverse changes in market prices and rates. The Company's market risk arises primarily from interest-rate risk inherent in its lending, investment and deposit taking activities. The Company has little or no risk related to trading accounts, commodities or foreign exchange.

Management actively monitors and manages its interest rate risk exposure. The primary objective in managing interest-rate risk is to limit, within established guidelines, the adverse impact of changes in interest rates on the Company's net interest income and capital, while adjusting the Company's asset-liability structure to obtain the maximum yield-cost spread on that structure. Management relies primarily on its asset-liability structure to control interest rate risk. However, a sudden and substantial increase in interest rates could adversely impact the Company's earnings, to the extent that the interest rates borne by assets and liabilities do not change at the same speed, to the same extent, or on the same basis. The Company is managing through the impact of recent declining interest rates and the subsequent pressure on spreads.

Item 4T. Controls and Procedures

a. Evaluation of disclosure controls and procedures. The Company maintains controls and procedures designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Based upon their evaluation of those controls and procedures performed within 90 days of the filing date of this report, the Chief Executive and Chief Financial officers of the Company concluded that the Company's disclosure controls and procedures were effective to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the U.S. Securities and Exchange Commission's rules and forms.

b. Changes in internal controls. The Company made no significant changes in its internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation of those controls by the Chief Executive and Chief Financial officers.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

There are no material pending legal proceeding to which First Community Bank Corporation of America and Subsidiaries, is a party or to which any of their property is subject.

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in Item 1A *"Risk Factors"* in our Annual Report on Form 10-K for the year ended December 31, 2007.

FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

PART II. OTHER INFORMATION, CONTINUED

Item 6. Exhibits

Exhibits. The following exhibits were filed with the Securities and Exchange Commission.

Exhibit No.		Description of Exhibit
*	3.1	Amended and Restated Articles of Incorporation
*	3.2	Bylaws
*	4.1	Specimen Common Stock Certificate
*	4.3	Warrant Certificate
**	10.1	Employment Agreement of Kenneth P. Cherven dated June 16, 2002
*	10.2	First Amended and Restated Non-Employee Director Stock Option Plan
*	10.3	Long-Term Incentive Plan
*	10.4	Incentive Compensation Plan
***	10.5	Employment Agreement of Kenneth P. Cherven dated November 29, 2004
****	10.6	Deferred Compensation Plan of Kenneth P. Cherven dated January 1, 2005.
	31.1	Certification of Chief Executive Officer required by Rule 13a- 14(a)/15d-14(a) under the Exchange Act
	31.2	Certification of Chief Financial Officer required by Rule 13a- 14(a)/15d-14(a) under the Exchange Act
	32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002
	32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002
**	99.5	Audit Committee Charter

* Exhibits marked with an asterisk were submitted with the Company’s original filing of Form SB-2 on April 7, 2003.

** Exhibits marked with a double asterisk were submitted with the Company’s filing of its Amendment One to Form SB-2 on May 8, 2003.

*** Exhibits marked with triple asterisk were submitted with the Company’s filing of Form 10-QSB on May 13, 2005.

**** Exhibits marked with quadruple asterisk were submitted with the Company’s filing of Form 10-QSB on August 12, 2005.

FIRST COMMUNITY BANK CORPORATION OF AMERICA AND SUBSIDIARIES

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FIRST COMMUNITY BANK CORPORATION OF AMERICA
(Registrant)

Date: November 12, 2008

By: /s/ Kenneth P. Cherven
Kenneth P. Cherven, President and Chief Executive Officer

Date: November 12, 2008

By: /s/ Stan B. McClelland
Stan B. McClelland, Chief Financial Officer

EX-31.1 2 dex311.htm SECTION 302 CEO CERTIFICATION

Exhibit 31.1

I, Kenneth P. Cherven, certify, that:

1. I have reviewed this quarterly report on Form 10-Q of First Community Bank Corporation of America and Subsidiaries;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting.

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 12, 2008

By: /s/ Kenneth P. Cherven
Kenneth P. Cherven, President and Chief Executive Officer

EX-31.2 3 dex312.htm SECTION 302 CFO CERTIFICATION

Exhibit 31.2

I, Stan B. McClelland, certify, that:

1. I have reviewed this quarterly report on Form 10-Q of First Community Bank Corporation of America and Subsidiaries;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2008

By: /s/ Stan B. McClelland
Stan B. McClelland, Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADDED BY
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of First Community Bank Corporation of America (the "Company") on Form 10-Q for the period ended September 30, 2008 as filed with the Securities and Exchange Commission (the "Report"), I, Kenneth P. Cherven, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C.§ 1350, as added by § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: November 12, 2008

By: /s/ Kenneth P. Cherven
Kenneth P. Cherven, President and
Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADDED BY
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of First Community Bank Corporation of America (the "Company") on Form 10-Q for the period ended September 30, 2008 as filed with the Securities and Exchange Commission (the "Report"), I, Stan B. McClelland, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C.§ 1350, as added by § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the report.

Date: November 12, 2008

By: /s/ Stan B. McClelland
Stan B. McClelland, Chief Financial Officer