

Village Bank & Trust Financial Corp.  
Form 10-Q  
November 04, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

FORM 10-Q

**x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2015**

**“ 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: 0-50765**

**VILLAGE BANK AND TRUST FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

**Virginia**                                      **16-1694602**  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

**13319 Midlothian Turnpike, Midlothian, Virginia 23113**  
(Address of principal executive offices)                                      (Zip code)

**804-897-3900**  
  
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large Accelerated Filer                                       Accelerated Filer   
Non-Accelerated Filer  (Do not check if smaller reporting company)      Smaller Reporting Company

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

Indicate the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date.

1,417,920 shares of common stock, \$4.00 par value, outstanding as of November 3, 2015



**Village Bank and Trust Financial Corp. and Subsidiary**

**Form 10-Q**

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## Part I – Financial Information

**ITEM 1 – FINANCIAL STATEMENTS**

**Village Bank and Trust Financial Corp. and Subsidiary**  
**Consolidated Balance Sheets**  
**September 30, 2015 (Unaudited) and December 31, 2014**  
*(dollar amounts in thousands, except per share amounts)*

	September 30, 2015	December 31, 2014
<b>Assets</b>		
Cash and due from banks	\$ 12,772	\$ 25,115
Federal funds sold	13,303	23,988
Total cash and cash equivalents	26,075	49,103
Investment securities available for sale	39,595	39,542
Loans held for sale	12,770	9,914
Loans		
Outstandings	299,745	286,146
Allowance for loan losses	(5,496 )	(5,729 )
Deferred fees and costs	1,294	722
	295,543	281,139
Other real estate owned, net of valuation allowance	8,018	12,638
Assets held for sale	13,821	13,502
Premises and equipment, net	13,733	14,301
Bank owned life insurance	7,084	6,947
Accrued interest receivable	2,085	1,372
Other assets	4,926	5,546
	\$ 423,650	\$ 434,004
<b>Liabilities and Shareholders' Equity</b>		
<b>Liabilities</b>		
Deposits		
Noninterest bearing demand	\$ 75,978	\$ 77,496
Interest bearing	293,061	301,364
Total deposits	369,039	378,860
Federal Home Loan Bank advances	6,000	14,000
Long-term debt - trust preferred securities	8,764	8,764
Other borrowings	338	3,302
Accrued interest payable	1,302	1,167
Other liabilities	7,551	8,853

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Total liabilities	392,994	414,946
<b>Shareholders' equity</b>		
Preferred stock, \$4 par value, \$1,000 liquidation preference, 1,000,000 shares authorized; 5,715 shares issued and outstanding at September 30, 2015 14,738 shares issued and outstanding at December 31, 2014	23	59
Common stock, \$4 par value, 10,000,000 shares authorized; 1,417,920 shares issued and outstanding at September 30, 2015 350,622 shares issued and outstanding at December 31, 2014	5,561	1,339
Additional paid-in capital	58,501	58,188
Accumulated deficit	(33,870 )	(40,539 )
Common stock warrant	732	732
Stock in directors rabbi trust	(1,034 )	(878 )
Directors deferred fees obligation	1,034	878
Accumulated other comprehensive loss	(291 )	(721 )
Total shareholders' equity	30,656	19,058
	\$ 423,650	\$ 434,004

*See accompanying notes to consolidated financial statements.*

**Village Bank and Trust Financial Corp. and Subsidiary**  
**Consolidated Statements of Operations**  
**Three and Nine Months Ended September 30, 2015 and 2014**

*(Unaudited)*

*(dollar amounts in thousands, except per share amounts)*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
<b>Interest income</b>				
Loans	\$ 3,780	\$ 3,814	\$ 11,096	\$ 11,579
Investment securities	155	304	464	958
Federal funds sold	10	19	46	64
Total interest income	3,945	4,137	11,606	12,601
<b>Interest expense</b>				
Deposits	621	751	1,877	2,304
Borrowed funds	82	(22 )	307	423
Total interest expense	703	729	2,184	2,727
Net interest income	3,242	3,408	9,422	9,874
Provision for loan losses	-	-	-	100
Net interest income after provision for loan losses	3,242	3,408	9,422	9,774
<b>Noninterest income</b>				
Service charges and fees	632	589	1,906	1,673
Gain on sale of loans	1,840	1,290	4,797	3,453
Gain on sale of assets	-	-	-	3
Gain (loss) on sale of investment securities	-	(14 )	7	(14 )
Rental income	309	226	800	732
Other	89	99	266	338
Total noninterest income	2,870	2,190	7,776	6,185
<b>Noninterest expense</b>				
Salaries and benefits	2,892	2,659	8,271	8,108
Commissions	499	338	1,234	907
Occupancy	412	397	1,298	1,272
Equipment	189	146	587	529
Write down of assets held for sale	-	-	687	-
Supplies	70	77	204	243
Professional and outside services	856	615	2,153	1,896
Advertising and marketing	73	81	246	220
Loss (gain) on sale and write down of OREO, net	(49 )	364	(135 )	1,051
Other operating expense	699	787	2,103	2,434
Total noninterest expense	5,641	5,464	16,648	16,660
Net income (loss) before income tax expense (benefit)	471	134	550	(701 )



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Income tax expense (benefit)	-	-	-	-
<b>Net income (loss)</b>	471	134	550	(701 )
Preferred stock dividends and amortization of discount	(170 )	(545 )	(500 )	(1,062 )
Preferred stock principal forgiveness	-	-	4,404	-
Preferred stock dividend forgiveness	-	-	2,215	-
Net income (loss) available to common shareholders	\$ 301	\$ (411 )	\$ 6,669	\$ (1,763 )
Earnings (loss) per share, basic	\$ 0.21	\$ (1.23 )	\$ 6.17	\$ (5.28 )
Earnings (loss) per share, diluted	\$ 0.21	\$ (1.23 )	\$ 6.14	\$ (5.28 )

*See accompanying notes to consolidated financial statements.*

**Village Bank and Trust Financial Corp. and Subsidiary**  
**Consolidated Statements of Changes in Comprehensive Income (Loss)**  
**Three and Nine Months Ended September 30, 2015 and 2014**  
*(Unaudited)*  
*(dollar amounts in thousands)*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income (loss)	\$ 471	\$ 134	\$ 550	\$ (701 )
Other comprehensive income (loss)				
Unrealized holding gains (losses) arising during the period	544	84	650	3,234
Tax effect	185	28	221	1,099
Net change in unrealized holding gains (losses) on securities available for sale, net of tax	359	56	429	2,135
Reclassification adjustment				
Reclassification adjustment for gains realized in income	-	14	(7 )	14
Tax effect	-	5	(2 )	5
Reclassification for gains included in net income, net of tax	-	9	(5 )	9
Minimum pension adjustment	3	3	9	9
Tax effect	1	1	3	3
Minimum pension adjustment, net of tax	2	2	6	6
Total other comprehensive income	361	67	430	2,150
Total comprehensive income	\$ 832	\$ 201	\$ 980	\$ 1,449

*See accompanying notes to consolidated financial statements.*

**Village Bank and Trust Financial Corp. and Subsidiary**  
**Consolidated Statements of Changes in Shareholders' Equity**  
**Nine Months Ended September 30, 2015 and 2014**

*(Unaudited)*

*(dollar amounts in thousands)*

			Additional		Warrant	Discount on Preferred Stock	Stock in Directors Rabbi Trust	Directors Accumulated		Total
	Preferred Stock	Common Stock	Paid-in Capital	Accumulated Deficit				Fees Obligation	Other Comprehensive Income (loss)	
Balance, December 31, 2014	\$ 59	\$ 1,339	\$ 58,188	\$ (40,539 )	\$ 732	\$ -	\$ (878 )	\$ 878	\$ (721 )	\$ 19,058
Preferred stock dividend	-	-	-	(500 )	-	-	-	-	-	(500 )
Restricted stock issuance	-	15	(93 )	-	-	-	(156 )	156	-	(78 )
Issuance of common stock, net of offering expense of \$1,200	-	2,875	5,842	-	-	-	-	-	-	8,717
Preferred stock exchanged for common stock	(18 )	1,332	(1,314 )	-	-	-	-	-	-	-
Preferred stock principal forgiveness	(18 )	-	(4,386 )	4,404	-	-	-	-	-	-
Preferred stock dividend forgiveness	-	-	-	2,215	-	-	-	-	-	2,215
Stock based compensation	-	-	264	-	-	-	-	-	-	264
Minimum pension adjustment (net of income taxes of \$3)	-	-	-	-	-	-	-	-	6	6
Net income	-	-	-	550	-	-	-	-	-	550
Change in unrealized gain (loss) on investment securities available-for-sale, net of reclassification and tax effect	-	-	-	-	-	-	-	-	424	424

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Balance, September 30, 2015	\$ 23	\$ 5,561	\$ 58,501	\$(33,870 )	\$ 732	\$ -	\$(1,034 )	\$ 1,034	\$(291 )	\$ 30,656
Balance, December 31, 2013	\$ 59	\$ 21,353	\$ 38,054	\$(38,066 )	\$ 732	\$(50 )	\$(878 )	\$ 878	\$(3,838 )	\$ 18,244
Amortization of preferred stock discount	-	-	-	(50 )	-	50	-	-	-	-
Preferred stock dividend	-	-	-	(1,012 )	-	-	-	-	-	(1,012 )
Reverse stock split	-	(20,019)	20,019	-	-	-	-	-	-	-
Issuance of common stock	-	3	(11 )	-	-	-	-	-	-	(8 )
Stock based compensation	-	-	62	-	-	-	-	-	-	62
Minimum pension adjustment (net of income taxes of \$3)	-	-	-	-	-	-	-	-	6	6
Net loss	-	-	-	(701 )	-	-	-	-	-	(701 )
Change in unrealized gain (loss) on investment securities available-for-sale, net of reclassification and tax effect	-	-	-	-	-	-	-	-	2,144	2,144
Balance, September 30, 2014	\$ 59	\$ 1,337	\$ 58,124	\$(39,829 )	\$ 732	\$ -	\$(878 )	\$ 878	\$(1,688 )	\$ 18,735

See accompanying notes to consolidated financial statements.

**Village Bank and Trust Financial Corp. and Subsidiary**  
**Consolidated Statements of Cash Flows**  
**Nine Months Ended September 30, 2015 and 2014**  
*(Unaudited)*  
*(dollars in thousands)*

	2015	2014
<b>Cash Flows from Operating Activities</b>		
Net income (loss)	\$550	\$(701 )
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	649	482
Deferred income taxes	201	(324 )
Valuation allowance deferred income taxes	(201 )	324
Provision for loan losses	-	100
Write-down of other real estate owned	216	751
Valuation allowance other real estate owned	73	(495 )
Write-down of assets held for sale	687	-
(Gain) loss on securities sold	(7 )	14
Gain on loans sold	(4,797 )	(3,453 )
(Gain) loss on sale and disposal of premises and equipment	12	(3 )
Gain on sale of other real estate owned	(666 )	(199 )
Stock compensation expense	264	62
Proceeds from sale of mortgage loans	166,176	128,465
Origination of mortgage loans for sale	(164,235)	(123,939)
Amortization of premiums and accretion of discounts on securities, net	216	304
Increase in interest receivable	(713 )	(81 )
Increase in bank owned life insurance	(137 )	(137 )
Decrease (increase) in other assets	(835 )	205
Increase in interest payable	135	27
Increase in other liabilities	1,010	2,142
Net cash (used in) provided by operating activities	(1,402 )	3,544
<b>Cash Flows from Investing Activities</b>		
Purchases of available for sale securities	(6,748 )	-
Proceeds from the sale or calls of available for sale securities	7,129	5,162
Net decrease (increase) in loans	(14,747 )	4,401
Proceeds from sale of other real estate owned	5,340	8,057
Purchases of premises and equipment	(780 )	(1,708 )
Proceeds from sale of premises and equipment	-	17
Net cash (used in) provided by investing activities	(9,806 )	15,929
<b>Cash Flows from Financing Activities</b>		
Issuance of common stock	-	(8 )
Net proceeds from sale of common stock, net of expenses of \$990	8,965	-
Net decrease in deposits	(9,821 )	(9,964 )

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Net decrease in Federal Home Loan Bank Advances	(8,000 )	(4,000 )
Net increase (decrease) in other borrowings	(2,964 )	(878 )
Net cash used in financing activities	(11,820 )	(14,850 )
Net increase (decrease) in cash and cash equivalents	(23,028 )	4,623
Cash and cash equivalents, beginning of period	49,103	40,209
Cash and cash equivalents, end of period	\$26,075	\$44,832
<b>Supplemental Disclosure of Cash Flow Information</b>		
Cash payments for interest	\$2,049	\$2,536
<b>Supplemental Schedule of Non Cash Activities</b>		
Real estate owned assets acquired in settlement of loans	\$329	\$5,375
Assets moved to held for sale	\$831	\$-
Dividends on preferred stock accrued	\$500	\$1,012
Non-Cash conversion of preferred shares	\$4,619	\$-
Forgiveness of principal and accrued dividends	\$6,619	\$-

*See accompanying notes to consolidated financial statements.*

**Village Bank and Trust Financial Corp. and Subsidiary**

**Notes to Consolidated Financial Statements**

**Three and Nine Months Ended September 30, 2015 and 2014**

**(Unaudited)**

**Note 1 - Principles of presentation**

Village Bank and Trust Financial Corp. (the “Company”) is the holding company of Village Bank (the “Bank”). The consolidated financial statements include the accounts of the Company, the Bank and the Bank’s subsidiary. All material intercompany balances and transactions have been eliminated in consolidation.

On August 6, 2014, the Company filed Articles of Amendment to its Articles of Incorporation with the Virginia State Corporation Commission to effect a reverse stock split of its outstanding common stock which became effective on August 8, 2014. As a result of the reverse split, every sixteen shares of the Company’s issued and outstanding common stock were consolidated into one issued and outstanding share of common stock. The computations of basic and diluted earnings (loss) per share have been adjusted retroactively to reflect the reverse stock split.

In the opinion of management, the accompanying condensed consolidated financial statements of the Company have been prepared on the accrual basis in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. However, all adjustments that are, in the opinion of management, necessary for a fair presentation have been included. The results of operations for the nine month period ended September 30, 2015 is not necessarily indicative of the results to be expected for the full year ending December 31, 2015. The unaudited interim financial statements should be read in conjunction with the audited financial statements and notes to financial statements that are presented in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014 as filed with the Securities and Exchange Commission (“SEC”).

The Company has evaluated events and transactions occurring subsequent to the consolidated balance sheet date of September 30, 2015 for items that should potentially be recognized or disclosed in these consolidated financial statements. The evaluation was conducted through the date these consolidated financial statements were issued.

Note 2 - Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the balance sheets and statements of operations for the period. Actual results could differ significantly from those estimates. Material estimates that are particularly susceptible to significant change include the determination of the allowance for loan losses and its related provision, the valuation allowance on the deferred tax asset, and the estimate of the fair value of assets held for sale.



## Note 3 - Earnings (loss) per common share

The following table presents the basic and diluted earnings (loss) per common share computation (in thousands, except per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
<b>Numerator</b>				
Net income (loss) - basic and diluted	\$ 471	\$ 134	\$ 550	\$ (701 )
Preferred stock dividend and accretion	(170 )	(545 )	(500 )	(1,062 )
Preferred stock principal forgiveness	-	-	4,404	-
Preferred stock dividend forgiveness	-	-	2,215	-
Net income (loss) available to common shareholders	\$ 301	\$ (411 )	\$ 6,669	\$ (1,763 )
<b>Denominator</b>				
Weighted average shares outstanding - basic	1,418	334	1,081	334
Dilutive effect of common stock options and restricted stock awards	5	-	5	-
Weighted average shares outstanding - diluted	1,423	334	1,086	334
Earnings (loss) per share - basic	\$ 0.21	\$ (1.23 )	\$ 6.17	\$ (5.28 )
Earnings (loss) per share - diluted	\$ 0.21	\$ (1.23 )	\$ 6.14	\$ (5.28 )

Outstanding options and warrants to purchase common stock were considered in the computation of diluted earnings (loss) per share for the periods presented.

Stock options for 4,505 and 14,802 shares of common stock were not included in computing diluted earnings (loss) per share for the three and nine months ended September 30, 2015 and 2014, respectively, because their effects were anti-dilutive. Warrants for 31,190 shares of common stock were not included in computing earnings (loss) per share in 2015 and 2014 because their effects were also anti-dilutive.

## Note 4 – Investment securities available for sale

At September 30, 2015 and December 31, 2014, all of our securities were classified as available-for-sale. The following table presents the composition of our investment portfolio at the dates indicated (dollars in thousands):

	Par Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Average Yield	
<b>September 30, 2015</b>							
US Government Agencies							
One to five years	\$12,000	\$ 12,318	\$ -	\$ (32 )	\$ 12,286	0.91 %	
Five to ten years	18,500	19,737	-	(240 )	19,497	2.32 %	
More than ten years	3,349	3,357	-	(9 )	3,348	0.84 %	
	33,849	35,412	-	(281 )	35,131	1.49 %	
Mortgage-backed securities							
One to five years	1,896	1,947	1	(9 )	1,939	1.27 %	
More than ten years	1,253	1,311	1	(6 )	1,306	1.28 %	
	3,149	3,258	2	(15 )	3,245	1.31 %	
Municipals							
More than ten years	1,130	1,258	-	(39 )	1,219	3.72 %	
	1,130	1,258	-	(39 )	1,219	3.72 %	
Total investment securities	\$38,128	\$ 39,928	\$ 2	\$ (335 )	\$ 39,595	1.54 %	
<b>December 31, 2014</b>							
US Government Agencies							
One to Five years	\$10,000	\$ 10,324	\$ -	\$ (225 )	\$ 10,099	1.10 %	
Five to ten years	22,500	23,895	-	(647 )	23,248	1.98 %	
	32,500	34,219	-	(872 )	33,347	1.71 %	
Mortgage-backed securities							
More than ten years	471	484	2	(2 )	484	0.31 %	
Municipals							
Five to ten years	1,000	1,131	-	(20 )	1,111	2.50 %	
More than ten years	4,130	4,684	2	(86 )	4,600	2.89 %	
	5,130	5,815	2	(106 )	5,711	2.82 %	
Total investment securities	\$38,101	\$ 40,518	\$ 4	\$ (980 )	\$ 39,542	1.85 %	

Investment securities available for sale that have an unrealized loss position at September 30, 2015 and December 31, 2014 are detailed below (in thousands):

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	Securities in a loss position for less than 12 Months		Securities in a loss position for more than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>September 30, 2015</b>						
US Government Agencies	\$ 18,782	\$ (219 )	\$ 16,349	\$ (62 )	\$ 35,131	\$ (281 )
Municipals	711	(11 )	507	(28 )	1,218	(39 )
Mortgage-backed securities	2,152	(15 )	-	-	2,152	(15 )
	\$ 21,645	\$ (245 )	\$ 16,856	\$ (90 )	\$ 38,501	\$ (335 )
<b>December 31, 2014</b>						
US Government Agencies	\$ -	\$ -	\$ 33,347	\$ (872 )	\$ 33,347	\$ (872 )
Municipals	-	-	5,497	(106 )	5,497	(106 )
Mortgage-backed securities	-	-	363	(2 )	363	(2 )
	\$ -	\$ -	\$ 39,207	\$ (980 )	\$ 39,207	\$ (980 )

Management does not believe that any individual unrealized loss as of September 30, 2015 and December 31, 2014 is other than a temporary impairment. These unrealized losses are primarily attributable to changes in interest rates. As of September 30, 2015, management does not have the intent to sell any of the securities classified as available for sale and management believes that it is more likely than not that the Company will not have to sell any such securities before a recovery of cost. Approximately \$6 million of these securities are pledged against current and potential fundings.

#### Note 5 – Loans and allowance for loan losses

The following table presents the composition of our loan portfolio (excluding mortgage loans held for sale) at the dates indicated (dollars in thousands):

	September 30, 2015		December 31, 2014	
	Amount	%	Amount	%
Construction and land development				
Residential	\$5,188	1.73 %	\$4,315	1.51 %
Commercial	26,220	8.76 %	25,152	8.80 %
	31,408	10.49 %	29,467	10.31 %
Commercial real estate				
Owner occupied	68,437	22.84 %	58,804	20.55 %
Non-owner occupied	38,132	12.72 %	38,892	13.59 %
Multifamily	8,195	2.73 %	11,438	4.00 %
Farmland	394	0.13 %	434	0.15 %
	115,158	38.42 %	109,568	38.29 %
Consumer real estate				
Home equity lines	20,024	6.68 %	20,082	7.02 %
Secured by 1-4 family residential				
First deed of trust	58,470	19.51 %	61,837	21.61 %
Second deed of trust	7,249	2.42 %	7,854	2.74 %
	85,743	28.61 %	89,773	31.37 %
Commercial and industrial loans (except those secured by real estate)	19,457	6.49 %	22,165	7.75 %
Guaranteed student loans	46,355	15.46 %	33,562	11.73 %
Consumer and other	1,624	0.53 %	1,611	0.55 %
Total loans	299,745	100.00 %	286,146	100.00 %
Deferred loan cost, net	1,294		722	
Less: allowance for loan losses	(5,496 )		(5,729 )	
	\$295,543		\$281,139	

The Company assigns risk rating classifications to its loans. These risk ratings are divided into the following groups:

Risk rated 1 to 4 loans are considered of sufficient quality to preclude an adverse rating. These assets generally are well protected by the current net worth and paying capacity of the obligor or by the value of the asset or underlying collateral;

· Risk rated 5 loans are defined as having potential weaknesses that deserve management's close attention;  
Risk rated 6 loans are inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any;

Risk rated 7 loans have all the weaknesses inherent in substandard loans, with the added characteristics that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable; and

Loans rated 6 or 7 are considered “Classified” loans for regulatory classification purposes.

The following tables provide information on the risk rating of loans at the dates indicated (in thousands):

	Risk Rated 1-4	Risk Rated 5	Risk Rated 6	Risk Rated 7	Total Loans
<b>September 30, 2015</b>					
Construction and land development					
Residential	\$5,188	\$-	\$-	\$ -	\$5,188
Commercial	24,165	581	1,474	-	26,220
	29,353	581	1,474	-	31,408
Commercial real estate					
Owner occupied	62,315	2,882	3,240	-	68,437
Non-owner occupied	36,020	2,015	97	-	38,132
Multifamily	7,993	202	-	-	8,195
Farmland	394	-	-	-	394
	106,722	5,099	3,337	-	115,158
Consumer real estate					
Home equity lines	18,909	237	878	-	20,024
Secured by 1-4 family residential					
First deed of trust	52,409	2,919	3,142	-	58,470
Second deed of trust	6,404	26	819	-	7,249
	77,722	3,182	4,839	-	85,743
Commercial and industrial loans (except those secured by real estate)	18,049	386	1,022	-	19,457
Guaranteed student loans	46,355	-	-	-	46,355
Consumer and other	1,534	66	24	-	1,624
<b>Total loans</b>	<b>\$279,735</b>	<b>\$9,314</b>	<b>\$10,696</b>	<b>\$ -</b>	<b>\$299,745</b>

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	Risk Rated 1-4	Risk Rated 5	Risk Rated 6	Risk Rated 7	Total Loans
<b>December 31, 2014</b>					
Construction and land development					
Residential	\$ 3,946	\$ 205	\$ 164	\$ -	\$4,315
Commercial	20,641	1,622	2,889	-	25,152
	24,587	1,827	3,053	-	29,467
Commercial real estate					
Owner occupied	47,175	5,234	6,395	-	58,804
Non-owner occupied	36,439	1,811	642	-	38,892
Multifamily	10,703	735	-	-	11,438
Farmland	413	-	21	-	434
	94,730	7,780	7,058	-	109,568
Consumer real estate					
Home equity lines	18,107	465	1,510	-	20,082
Secured by 1-4 family residential					
First deed of trust	52,513	4,763	4,561	-	61,837
Second deed of trust	6,456	434	964	-	7,854
	77,076	5,662	7,035	-	89,773
Commercial and industrial loans (except those secured by real estate)	19,026	2,297	390	452	22,165
Guaranteed student loans	33,562	-	-	-	33,562
Consumer and other	1,488	74	49	-	1,611
<b>Total loans</b>	<b>\$ 250,469</b>	<b>\$ 17,640</b>	<b>\$ 17,585</b>	<b>\$ 452</b>	<b>\$286,146</b>

The following table presents the aging of the recorded investment in past due loans and leases as of the dates indicated (in thousands):

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	Recorded Investment > 90 Days and Accruing
<b>September 30, 2015</b>							
Construction and land development							
Residential	\$ -	\$ -	\$ -	\$ -	\$5,188	\$5,188	\$ -
Commercial	-	-	-	-	26,220	26,220	-
	-	-	-	-	31,408	31,408	-
Commercial real estate							
Owner occupied	157	-	-	157	68,280	68,437	-
Non-owner occupied	-	-	-	-	38,132	38,132	-
Multifamily	-	-	-	-	8,195	8,195	-

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Farmland	-	-	-	-	394	394	-
	157	-	-	157	115,001	115,158	-
Consumer real estate							
Home equity lines	27	49	-	76	19,948	20,024	-
Secured by 1-4 family residential							
First deed of trust	-	263	-	263	58,207	58,470	-
Second deed of trust	-	-	-	-	7,249	7,249	-
	27	312	-	339	85,404	85,743	-
Commercial and industrial loans (except those secured by real estate)	-	-	-	-	19,457	19,457	-
Guaranteed student loans	1,750	1,092	9,117	11,959	34,396	46,355	9,117
Consumer and other	-	-	-	-	1,624	1,624	-
Total loans	\$ 1,934	\$ 1,404	\$ 9,117	\$ 12,455	\$ 287,290	\$ 299,745	\$ 9,117



	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	Recorded Investment > 90 Days and Accruing
<b>December 31, 2014</b>							
Construction and land development							
Residential	\$ -	\$ -	\$ -	\$ -	\$4,315	\$4,315	\$ -
Commercial	92	391	-	483	24,669	25,152	-
	92	391	-	483	28,984	29,467	-
Commercial real estate							
Owner occupied	715	-	-	715	58,089	58,804	-
Non-owner occupied	-	-	-	-	38,892	38,892	-
Multifamily	-	-	-	-	11,438	11,438	-
Farmland	-	-	-	-	434	434	-
	715	-	-	715	108,853	109,568	-
Consumer real estate							
Home equity lines	31	139	-	170	19,912	20,082	-
Secured by 1-4 family residential							
First deed of trust	-	153	-	153	61,684	61,837	-
Second deed of trust	56	-	-	56	7,798	7,854	-
	87	292	-	379	89,394	89,773	-
Commercial and industrial loans (except those secured by real estate)	-	47	-	47	22,118	22,165	-
Guaranteed student loans	671	392	720	1,783	31,779	33,562	720
Consumer and other	-	8	-	8	1,603	1,611	-
<b>Total loans</b>	<b>\$ 1,565</b>	<b>\$ 1,130</b>	<b>\$ 720</b>	<b>\$ 3,415</b>	<b>\$282,731</b>	<b>\$286,146</b>	<b>\$ 720</b>

Loans greater than 90 days past due are student loans that are guaranteed by the Department of Education which covers approximately 98% of the principal and interest. Accordingly, these loans will not be placed on nonaccrual status.

Loans are considered impaired when, based on current information and events it is probable the Company will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Loans evaluated individually for impairment include non-performing loans, such as loans on non-accrual, loans past due by 90 days or more, restructured loans and other loans selected by management. The evaluations are based upon discounted expected cash flows or collateral valuations. If the evaluation shows that a loan is individually impaired, then a specific reserve is established for the amount of impairment. Impairment is evaluated in total for smaller-balance loans of a similar nature and on an individual loan basis for other loans. If a loan is impaired, a specific valuation allowance is allocated, if necessary, so that the loan is

reported net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Interest payments on impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. Impaired loans, or portions thereof, are charged off when deemed uncollectible. Impaired loans are set forth in the following table as of the dates indicated (in thousands):

	September 30, 2015		
	Unpaid		
	Recorded	Principal	Related
	Investmen	Balance	Allowance
<b>With no related allowance recorded</b>			
Construction and land development			
Commercial	\$1,403	\$1,655	\$ -
Commercial real estate			
Owner occupied	1,594	1,594	
Non-owner occupied	2,100	2,677	-
Multifamily	-	-	-
Farmland	-	-	-
	3,694	4,271	-
Consumer real estate			
Home equity lines	1,407	1,407	-
Secured by 1-4 family residential			
First deed of trust	5,005	5,009	-
Second deed of trust	1,115	1,386	-
	7,527	7,802	-
Commercial and industrial loans (except those secured by real estate)	454	454	-
Consumer and other	-	-	-
	13,078	14,182	-
<b>With an allowance recorded</b>			
Construction and land development			
Commercial	575	575	26
Commercial real estate			
Owner occupied	5,550	5,515	366
Non-Owner occupied	456	456	38
	6,006	5,971	404
Consumer real estate			
Home equity lines	89	89	9
Secured by 1-4 family residential			
First deed of trust	1,350	1,350	215
Second deed of trust	356	356	147
	1,795	1,795	371
Commercial and industrial loans (except those secured by real estate)	136	232	17
	8,512	8,573	818
<b>Total</b>			
Construction and land development			
Commercial	1,978	2,230	26
	1,978	2,230	26
Commercial real estate			
Owner occupied	7,144	7,109	366

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Non-owner occupied	2,556	3,133	38
	9,700	10,242	404
Consumer real estate			
Home equity lines	1,496	1,496	9
Secured by 1-4 family residential,			
First deed of trust	6,355	6,359	215
Second deed of trust	1,471	1,742	147
	9,322	9,597	371
Commercial and industrial loans			
(except those secured by real estate)	590	686	17
Consumer and other	-	-	-
	\$21,590	\$22,755	\$ 818

	December 31, 2014		
	Unpaid		
	Recorded	Principal	Related
	Investmen	Balance	Allowance
<b>With no related allowance recorded</b>			
Construction and land development			
Residential	\$ 164	\$ 164	\$ -
Commercial	3,379	3,379	-
	3,543	3,543	-
Commercial real estate			
Owner occupied	1,686	1,686	
Non-owner occupied	6,593	6,593	-
Multifamily	2,322	2,322	-
Farmland	21	450	-
	10,622	11,051	-
Consumer real estate			
Home equity lines	800	800	-
Secured by 1-4 family residential			
First deed of trust	6,485	6,493	-
Second deed of trust	1,103	1,373	-
	8,388	8,666	-
Commercial and industrial loans (except those secured by real estate)			
Consumer and other	263	365	-
	23	36	-
	22,839	23,661	-
<b>With an allowance recorded</b>			
Construction and land development			
Commercial	589	589	26
Commercial real estate			
Owner occupied	6,625	6,640	905
Consumer real estate			
Secured by 1-4 family residential			
First deed of trust	1,415	1,415	200
Second deed of trust	257	257	142
	1,672	1,672	342
Commercial and industrial loans (except those secured by real estate)			
	555	555	239
	9,441	9,456	1,512
<b>Total</b>			
Construction and land development			
Residential	164	164	-
Commercial	3,968	3,968	26
	4,132	4,132	26
Commercial real estate			
Owner occupied	8,311	8,326	905

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Non-owner occupied	6,593	6,593	-
Multifamily	2,322	2,322	-
Farmland	21	450	-
	17,247	17,691	905
Consumer real estate			
Home equity lines	800	800	-
Secured by 1-4 family residential, First deed of trust	7,900	7,908	200
Second deed of trust	1,360	1,630	142
	10,060	10,338	342
Commercial and industrial loans (except those secured by real estate)	818	920	239
Consumer and other	23	36	-
	\$32,280	\$33,117	\$ 1,512

The following is a summary of average recorded investment in impaired loans with and without a valuation allowance and interest income recognized on those loans for the periods indicated (in thousands):

	For the Three Months Ended September 30, 2015		For the Nine Months Ended September 30, 2015	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<b>With no related allowance recorded</b>				
Construction and land development				
Residential	\$ -	\$ -	\$ 76	\$ -
Commercial	2,191	-	2,579	66
	2,191	-	2,655	66
Commercial real estate				
Owner occupied	1,364	14	1,409	45
Non-owner occupied	4,971	-	5,947	157
Multifamily	-	-	319	6
Farmland	-	-	5	-
	6,335	14	7,680	208
Consumer real estate				
Home equity lines	1,178	-	617	4
Secured by 1-4 family residential				
First deed of trust	5,665	-	6,120	173
Second deed of trust	1,118	13	1,162	43
	7,961	13	7,899	220
Commercial and industrial loans (except those secured by real estate)				
Commercial and other	185	22	181	26
Consumer and other	-	-	13	1
	16,672	49	18,428	521
<b>With an allowance recorded</b>				
Construction and land development				
Commercial	529	6	578	17
Commercial real estate				
Owner occupied	5,544	53	6,197	169
Non-Owner occupied	459	6	262	18
	6,003	59	6,459	187
Consumer real estate				
Home equity line	89	-	45	-
Secured by 1-4 family residential				
First deed of trust	1,387	-	1,306	-
Second deed of trust	284	-	262	-
	1,760	-	1,613	-
Commercial and industrial loans (except those secured by real estate)				
Commercial and other	226	4	378	20
	8,518	69	9,028	224

**Total**

Construction and land development				
Residential	-	-	76	-
Commercial	2,720	6	3,157	83
	2,720	6	3,233	83
Commercial real estate				
Owner occupied	6,908	67	7,606	214
Non-owner occupied	5,430	6	6,209	175
Multifamily	-	-	319	6
Farmland	-	-	5	-
	12,338	73	14,139	395
Consumer real estate				
Home equity lines	1,267	-	662	4
Secured by 1-4 family residential,				
First deed of trust	7,052	-	7,426	173
Second deed of trust	1,402	13	1,424	43
	9,721	13	9,512	220
Commercial and industrial loans (except those secured by real estate)	411	26	559	46
Consumer and other	-	-	13	1
	\$ 25,190	\$ 118	\$ 27,456	\$ 745



	For the Three Months Ended September 30, 2014		For the Nine Months Ended September 30, 2014	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<b>With no related allowance recorded</b>				
Construction and land development				
Residential	\$ 133	-	\$ 206	2
Commercial	3,584	52	3,841	150
	3,717	52	4,047	152
Commercial real estate				
Owner occupied	2,654	70	3,161	135
Non-owner occupied	9,557	120	9,994	335
Multifamily	2,340	35	2,353	106
Farmland	21	-	21	-
	14,572	225	15,529	576
Consumer real estate				
Home equity lines	950	3	960	19
Secured by 1-4 family residential				
First deed of trust	7,259	75	7,175	268
Second deed of trust	1,147	9	1,066	42
	9,356	87	9,201	329
Commercial and industrial loans (except those secured by real estate)	746	7	751	30
Consumer and other	17	-	19	1
	\$ 28,408	\$ 371	\$ 29,547	\$ 1,088
<b>With an allowance recorded</b>				
Construction and land development				
Commercial	598	8	603	23
Commercial real estate				
Owner occupied	2,801	62	4,446	154
Non-Owner occupied	1,946	9	217	9
	4,747	71	4,663	163
Consumer real estate				
Secured by 1-4 family residential				
First deed of trust	1,870	22	1,944	24
Second deed of trust	260	5	264	8
	2,130	27	2,208	32
Commercial and industrial loans (except those secured by real estate)	110	-	115	-
	\$ 7,585	\$ 106	\$ 7,589	\$ 218
<b>Total</b>				
Construction and land development				
Residential	133	-	206	2
Commercial	4,182	60	4,444	173

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	4,315	60	4,650	175
Commercial real estate				
Owner occupied	5,455	132	7,607	289
Non-owner occupied	11,503	129	10,211	344
Multifamily	2,340	35	2,353	106
Farmland	21	-	21	-
	19,319	296	20,192	739
Consumer real estate				
Home equity lines	950	3	960	19
Secured by 1-4 family residential,				
First deed of trust	9,129	97	9,119	292
Second deed of trust	1,407	14	1,330	50
	11,486	114	11,409	361
Commercial and industrial loans (except those secured by real estate)	856	7	866	30
Consumer and other	17	-	19	1
	\$ 35,993	\$ 477	\$ 37,136	\$ 1,306

Included in impaired loans are loans classified as troubled debt restructurings (“TDRs”). A modification of a loan’s terms constitutes a TDR if the creditor grants a concession to the borrower for economic or legal reasons related to the borrower’s financial difficulties that it would not otherwise consider. For loans classified as impaired TDRs, the Company further evaluates the loans as performing or nonperforming. If, at the time of restructure, the loan is not considered nonaccrual, it will be classified as performing. TDRs originally classified as nonperforming are able to be reclassified as performing if, subsequent to restructure, they experience six months of payment performance according to the restructured terms. The following is a summary of performing and nonaccrual TDRs and the related specific valuation allowance by portfolio segment as of the dates indicated (dollars in thousands):

	Total	Performing	Nonaccrual	Valuation Allowance
<b>September 30, 2015</b>				
Construction and land development				
Commercial	\$ 1,723	\$ 1,705	\$ 19	\$ -
	1,723	1,705	19	-
Commercial real estate				
Owner occupied	5,773	5,489	284	59
Non-owner occupied	2,556	2,556	-	-
	8,329	8,045	284	59
Consumer real estate				
Home equity lines	89	-	89	9
Secured by 1-4 family residential				
First deed of trust	4,610	3,742	868	107
Second deed of trust	739	644	95	-
	5,438	4,386	1,052	116
Commercial and industrial loans (except those secured by real estate)	131	-	131	17
Consumer and other	-	-	-	-
	\$ 15,621	\$ 14,135	\$ 1,486	\$ 192
Number of loans	67	48	19	10

	Total	Performing	Nonaccrual	Specific Valuation Allowance
<b>December 31, 2014</b>				
Construction and land development				
Residential	7	-	7	-
Commercial	3,895	3,751	144	17
	3,902	3,751	151	17
Commercial real estate				
Owner occupied	6,317	5,149	1,168	325
Non-owner occupied	6,593	6,593	-	-
Multifamily	2,322	2,322	-	-
	15,232	14,065	1,168	325
Consumer real estate				
Secured by 1-4 family residential				
First deeds of trust	6,990	5,494	1,496	200
Second deeds of trust	762	658	104	5
	7,752	6,152	1,600	205
Commercial and industrial loans (except those secured by real estate)				
Consumer and other	239	-	239	12
	16	-	16	-
	\$27,141	\$ 23,967	\$ 3,174	\$ 559
Number of loans	107	77	30	21

The following table provides information about TDRs identified during the indicated periods (dollars in thousands):

	Nine Months Ended September 30, 2015			Nine Months Ended September 30, 2014		
	Number of Loans	Pre- Modification Recorded Balance	Post- Modification Recorded Balance	Number of Loans	Pre- Modification Recorded Balance	Post- Modification Recorded Balance
Construction and land development						
Commercial	-	\$ -	\$ -	1	\$ 45	\$ 45
	-	-	-	1	45	45
Commercial real estate						
Owner occupied	-	-	-	2	743	743
Non-owner occupied	-	-	-	-	-	-
	-	-	-	2	743	743
Consumer real estate						

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Home equity lines	1	89	89	-	-	-
Secured by 1-4 family residential						
First deed of trust	-	-	-	7	729	729
Second deed of trust	-	-	-	2	105	105
	1	89	89	9	834	834
	1	\$ 89	\$ 89	12	\$ 1,622	\$ 1,622

The following table provides information about defaults on TDRs identified for the indicated periods (dollars in thousands):

	Nine Months Ended September 30, 2015		Nine Months Ended September 30, 2014	
	Number of Loans	Recorded Balance	Number of Loans	Recorded Balance
Construction and land development				
Commercial	1	\$ 19	1	\$ 45
	1	19	1	45
Commercial real estate				
Owner occupied	1	157	1	334
Non-owner occupied	-	-	-	-
	1	157	1	334
Consumer real estate				
Home equity lines	-	-	-	-
Secured by 1-4 family residential				
First deed of trust	11	897	5	541
Second deed of trust	-	-	2	105
	11	897	7	646
Commercial and industrial (except those secured by real estate)	1	131	-	-
	14	\$ 1,204	9	\$ 1,025

Activity in the allowance for loan losses is as follows for the periods indicated (dollars in thousands):

	Beginning Balance	Provision for Loan Losses	Charge-offs	Recoveries	Ending Balance
<b>Three Months Ended September 30, 2015</b>					
Construction and land development					
Residential	\$ 92	\$ (9 )	\$ -	\$ -	\$ 83
Commercial	369	113	(67 )	-	415
	461	104	(67 )	-	498
Commercial real estate					
Owner occupied	1,686	(150 )	-	33	1,569
Non-owner occupied	639	51	-	2	692
Multifamily	110	2	-	-	112
Farmland	127	(48 )	-	-	79

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	2,562	(145	)	-	35	2,452
Consumer real estate						
Home equity lines	441	59	(14	)	1	487
Secured by 1-4 family residential						
First deed of trust	1,192	72	(37	)	5	1,232
Second deed of trust	250	(17	)	-	12	245
	1,883	114	(51	)	18	1,964
Commercial and industrial loans						
(except those secured by real estate)	382	(67	)	-	15	330
Student Loans	253	(21	)	(2	)	230
Consumer and other	26	15	(21	)	2	22
	\$ 5,567	\$ -	\$ (141	)	\$ 70	\$ 5,496

	Beginning Balance	Provision for Loan Losses	Charge-offs	Recoveries	Ending Balance
<b>Three Months Ended September 30, 2014</b>					
Construction and land development					
Residential	\$ 141	\$ -	\$ -	\$ -	\$ 141
Commercial	770	-	-	27	797
	911	-	-	27	938
Commercial real estate					
Owner occupied	1,245	-	-	-	1,245
Non-owner occupied	(15 )	-	-	1	(14 )
Multifamily	17	-	-	-	17
Farmland	409	-	-	-	409
	1,656	-	-	1	1,657
Consumer real estate					
Home equity lines	225	-	(52 )	12	185
Secured by 1-4 family residential					
First deed of trust	1,744	-	(39 )	9	1,714
Second deed of trust	440	-	-	5	445
	2,409	-	(91 )	26	2,344
Commercial and industrial loans (except those secured by real estate)					
Consumer and other	678	-	-	13	691
	27	-	(3 )	4	28
	\$ 5,681	\$ -	\$ (94 )	\$ 71	\$ 5,658

	Beginning Balance	Provision for Loan Losses	Charge-offs	Recoveries	Ending Balance
<b>Nine Months Ended September 30, 2015</b>					
Construction and land development					
Residential	\$ 34	\$ 48	\$ -	\$ 1	\$ 83
Commercial	202	443	(252 )	22	415
	236	491	(252 )	23	498
Commercial real estate					
Owner occupied	1,836	(173 )	(127 )	33	1,569
Non-owner occupied	607	81	-	4	692
Multifamily	78	34	-	-	112
Farmland	130	(51 )	-	-	79
	2,651	(109 )	(127 )	37	2,452
Consumer real estate					
Home equity lines	469	70	(54 )	2	487
Secured by 1-4 family residential					
First deed of trust	1,345	(384 )	(103 )	374	1,232
Second deed of trust	275	-	(55 )	25	245
	2,089	(314 )	(212 )	401	1,964
	506	(87 )	(162 )	73	330



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Commercial and industrial loans  
(except those secured by real estate)

Student Loans	217	14	(1	)	-	230
Consumer and other	30	5	(30	)	17	22
	\$ 5,729	\$ -	\$ (784	)	\$ 551	\$ 5,496

	Beginning Balance	Provision for Loan Losses	Charge-offs	Recoveries	Ending Balance
<b>Nine Months Ended September 30, 2014</b>					
Construction and land development					
Residential	\$ 135	\$ 5	\$ -	\$ 1	\$ 141
Commercial	1,274	(421 )	(100 )	44	797
	1,409	(416 )	(100 )	45	938
Commercial real estate					
Owner occupied	1,199	653	(608 )	-	1,244
Non-owner occupied	670	(470 )	(238 )	24	(14 )
Multifamily	20	(2 )	-	-	18
Farmland	337	168	(96 )	-	409
	2,226	349	(942 )	24	1,657
Consumer real estate					
Home equity lines	424	223	(476 )	14	185
Secured by 1-4 family residential					
First deed of trust	1,992	(65 )	(277 )	64	1,714
Second deed of trust	394	12	(76 )	115	445
	2,810	170	(829 )	193	2,344
Commercial and industrial loans (except those secured by real estate)					
	724	45	(168 )	90	691
Consumer and other	70	(48 )	(8 )	14	28
	\$ 7,239	\$ 100	\$ (2,047 )	\$ 366	\$ 5,658

	Beginning Balance	Provision for Loan Losses	Charge-offs	Recoveries	Ending Balance
<b>Year Ended December 31, 2014</b>					
Construction and land development					
Residential	\$ 135	\$ (103 )	\$ -	\$ 2	\$ 34
Commercial	1,274	(1,016 )	(100 )	44	202
	1,409	(1,119 )	(100 )	46	236
Commercial real estate					
Owner occupied	1,199	1,268	(631 )	-	1,836
Non-owner occupied	670	430	(518 )	25	607
Multifamily	20	58	-	-	78
Farmland	337	(111 )	(96 )	-	130
	2,226	1,645	(1,245 )	25	2,651
Consumer real estate					
Home equity lines	424	506	(476 )	15	469
Secured by 1-4 family residential					
First deed of trust	1,992	(442 )	(277 )	72	1,345
Second deed of trust	394	(223 )	(86 )	190	275
	2,810	(159 )	(839 )	277	2,089
	724	(447 )	(172 )	401	506

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Commercial and industrial loans (except those secured by real estate)					
Student Loans	-	217	-	-	217
Consumer and other	70	(37	) (25	) 22	30
	\$ 7,239	\$ 100	\$ (2,381	) \$ 771	\$ 5,729

The allowance for loan losses at each of the periods presented includes an amount that could not be identified to individual types of loans referred to as the unallocated portion of the allowance. We recognize the inherent imprecision in estimates of losses due to various uncertainties and variability related to the factors used, and therefore a reasonable range around the estimate of losses is derived and used to ascertain whether the allowance is too high. We concluded that the unallocated portion of the allowance was warranted given the continued higher level of classified assets and was within a reasonable range around the estimate of losses.

Loans were evaluated for impairment as follows for the periods indicated (in thousands):

	Recorded Investment in Loans Allowance				Loans			Loans acquired with deteriorated credit quality
	Ending		Collectively	Loans acquired with deteriorated credit quality	Ending			
	Balance	Individually			Balance	Individually		
<b>Period Ended</b>								
<b>September 30, 2015</b>								
Construction and land development								
Residential	\$83	\$ -	\$ 83	\$ -	\$5,188	\$ -	\$5,188	\$ -
Commercial	415	26	389	-	26,220	1,978	24,242	-
	498	26	472	-	31,408	1,978	29,430	-
Commercial real estate								
Owner occupied	1,569	366	1,203	-	68,437	7,144	61,293	-
Non-owner occupied	692	38	654	-	38,132	2,556	35,576	-
Multifamily	112	-	112	-	8,195	-	8,195	-
Farmland	79	-	79	-	394	-	394	-
	2,452	404	2,048	-	115,158	9,700	105,458	-
Consumer real estate								
Home equity lines	487	9	478	-	20,024	1,496	18,528	-
Secured by 1-4 family residential								
First deed of trust	1,232	215	1,017	-	58,470	6,355	52,115	-
Second deed of trust	245	147	98	-	7,249	1,471	5,778	-
	1,964	371	1,593	-	85,743	9,322	76,422	-
Commercial and industrial loans (except those secured by real estate)	330	17	313	-	19,457	590	18,867	-
Student loans	230	-	230	-	46,355	-	46,355	-
Consumer and other	22	-	22	-	1,624	-	1,624	-
	\$5,496	\$ 818	\$ 4,678	\$ -	\$299,745	\$ 21,590	\$278,156	\$ -
<b>Year Ended December</b>								
<b>31, 2014</b>								
Construction and land development								
Residential	\$34	\$ -	\$ 34	\$ -	\$4,315	\$ 164	\$4,151	\$ -
Commercial	202	26	176	-	25,152	3,968	21,184	-

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	236	26	210	-	29,467	4,132	25,335	-
Commercial real estate								
Owner occupied	1,836	905	931	-	58,804	8,311	50,493	-
Non-owner occupied	607	-	607	-	38,892	6,593	32,299	-
Multifamily	78	-	78	-	11,438	2,322	9,116	-
Farmland	130	-	130	-	434	21	413	-
	2,651	905	1,746	-	109,568	17,247	92,321	-
Consumer real estate								
Home equity lines	469	-	469	-	20,082	800	19,282	-
Secured by 1-4 family residential								
First deed of trust	1,345	200	1,145	-	61,837	7,900	53,937	-
Second deed of trust	275	142	133	-	7,854	1,360	6,494	-
	2,089	342	1,747	-	89,773	10,060	79,713	-
Commercial and industrial loans (except those secured by real estate)	506	239	267	-	22,165	818	21,347	-
Student loans	217	-	217	-	33,562	-	33,562	-
Consumer and other	30	-	30	-	1,611	23	1,588	-
	\$5,729	\$ 1,512	\$ 4,217	\$ -	\$286,146	\$ 32,280	\$ 253,866	\$ -

## Note 6 – Deposits

Deposits as of September 30, 2015 and December 31, 2014 were as follows (dollars in thousands):

	September 30, 2015		December 31, 2014	
	Amount	%	Amount	%
Demand accounts	75,978	20.6 %	\$ 77,496	20.5 %
Interest checking accounts	41,609	11.3 %	42,924	11.3 %
Money market accounts	70,228	19.0 %	64,987	17.2 %
Savings accounts	20,049	5.4 %	20,643	5.4 %
Time deposits of \$100,000 and over	71,993	19.5 %	75,559	19.9 %
Other time deposits	89,182	24.2 %	97,251	25.7 %
Total	\$ 369,039	100.0 %	\$ 378,860	100.0 %

## Note 7 – Trust preferred securities

During the first quarter of 2005, Southern Community Financial Capital Trust I, a wholly-owned subsidiary of the Company, was formed for the purpose of issuing redeemable securities. On February 24, 2005, \$5.2 million of Trust Preferred Capital Notes were issued through a pooled underwriting. The securities have a LIBOR-indexed floating rate of interest (three-month LIBOR plus 2.15%) which adjusts, and is payable, quarterly. The interest rate at September 30, 2015 was 2.48%. The securities were redeemable at par beginning on March 15, 2010 and each quarter after such date until the securities mature on March 15, 2035. No amounts have been redeemed at September 30, 2015 and there are no plans to do so. The principal asset of the Trust is \$5.2 million of the Company's junior subordinated debt securities with like maturities and like interest rates to the Trust Preferred Capital Notes.

During the third quarter of 2007, Village Financial Statutory Trust II, a wholly-owned subsidiary of the Company, was formed for the purpose of issuing redeemable securities. On September 20, 2007, \$3.6 million of Trust Preferred Capital Notes were issued through a pooled underwriting. The securities have LIBOR-indexed floating rate of interest (three-month LIBOR plus 1.4%) which adjusts, and is also payable, quarterly. The interest rate at September 30, 2015 was 1.73%. The securities were redeemable at par beginning on December 2012 and each quarter after such date until the securities mature in 2037. No amounts have been redeemed at September 30, 2015 and there are no plans to do so. The principal asset of the Trust is \$3.6 million of the Company's junior subordinated debt securities with like maturities and like interest rates to the Trust Preferred Capital Notes.

The Trust Preferred Capital Notes may be included in Tier 1 capital for regulatory capital adequacy determination purposes up to 25% of Tier 1 capital after its inclusion. The portion of the Trust Preferred Capital Notes not considered as Tier 1 capital may be included in Tier 2 capital.

The obligations of the Company with respect to the issuance of the Trust Preferred Capital Notes constitute a full and unconditional guarantee by the Company of the Trust's obligations with respect to the Trust Preferred Capital Notes. Subject to certain exceptions and limitations, the Company may elect from time to time to defer interest payments on the junior subordinated debt securities, which would result in a deferral of distribution payments on the related Trust Preferred Capital Notes and require a deferral of common dividends. In consideration of our agreements with our regulators, which require regulatory approval to make interest payments on these securities, the Company has deferred an aggregate of \$1,218,700 in interest payments on the junior subordinated debt securities as of September 30, 2015. The Company has been deferring interest payments since June 2011. Although the Company elected to defer payment of the interest due, the amount has been accrued and is included in interest expense in the consolidated statement of operations.

#### Note 8 – Stock incentive plan

The Village Bank and Trust Financial Corp. Incentive Plan, which was adopted on February 28, 2006, authorized the issuance of up to 48,750 shares of common stock (after the reverse stock split) (the "2006 Plan"). On May 26, 2015, the Company's shareholders approved the adoption of the Village Bank and Trust Financial Corp. 2015 Stock Incentive Plan (the "2015 Plan") authorizing the issuance of up to 60,000 shares of common stock. The 2015 Plan was adopted to replace the 2006 Plan and any new awards will be made pursuant to the 2015 Plan. The prior awards made under the 2006 Plan were unchanged by the adoption of the 2015 Plan and continue to be governed by the terms of the 2006 Plan.

The following table summarizes stock options outstanding under the stock incentive plans at the indicated dates:

	Nine Months Ended September 30, 2015				2014			
	Options	Weighted Average Exercise Price	Fair Value Per Share	Intrinsic Value	Options	Weighted Average Exercise Price	Fair Value Per Share	Intrinsic Value
Options outstanding, beginning of period	6,830	\$ 92.34	\$ 52.74		6,210	\$ 99.03	\$ 59.21	
Granted	-	-	-		884	25.28	15.52	
Forfeited	(2,012)	171.03	94.35		(264 )	25.28	80.33	
Exercised	-	-	-		-	-	-	
Options outstanding, end of period	4,818	\$ 59.48	\$ 35.36	\$ -	6,830	\$ 92.34	\$ 52.74	\$ -
Options exercisable, end of period	3,306				5,318			



During the first and third quarters of 2014, we granted certain officers 4,423, 6,278 and 1,625 restricted shares of common stock with a weighted average fair market value of \$21.28, \$27.04 and \$27.69 at the date of grant respectively. During the first and second quarters of 2015, we granted certain officers 2,850 and 40,675 restricted shares of common stock with a weighted average fair market value of \$20.60 and \$19.72 at the date of grant respectively. These restricted stock awards have three-year graded vesting. Prior to vesting, these shares are subject to forfeiture to us without consideration upon termination of employment under certain circumstances. The total number of shares underlying non-vested restricted stock was 12,324 and 51,274 at September 30, 2014 and 2015 respectively.

The fair value of the stock is calculated under the same methodology as stock options and the expense is recognized over the vesting period. Unamortized stock-based compensation related to nonvested share based compensation arrangements granted under the stock incentive plans as of September 30, 2015 and 2014, was approximately \$532,000 and \$355,000, respectively. The time based unamortized compensation of approximately \$532,000 is expected to be recognized over a weighted average period of 2.29 years.

Stock-based compensation expense was approximately \$264,000 and \$62,000 for the nine months ended September 30, 2015 and 2014, respectively.

Note 9 — Fair value

The fair value of an asset or liability is the price that would be received to sell that asset or paid to transfer that liability in an orderly transaction between market participants. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability. The price in the principal (or most advantageous) market used to measure the fair value of the asset or liability shall not be adjusted for transaction costs. An orderly transaction is a transaction that assumes exposure to the market for a period prior to the measurement date to allow for marketing activities that are usual and customary for transactions involving such assets and liabilities; it is not a forced transaction. Market participants are buyers and sellers in the principal market that are independent, knowledgeable, able to transact and willing to transact.

Financial Accounting Standards Board (“FASB”) Codification Topic 820: *Fair Value Measurements and Disclosures* establishes a hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair values hierarchy is as follows:

*Level 1 Inputs* — Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

*Level 2 Inputs* — Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

*Level 3 Inputs* — Significant unobservable inputs that reflect a company’s own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The Company used the following methods to determine the fair value of each type of financial instrument:

Securities: Fair values for securities available-for-sale are obtained from an independent pricing service. The prices are not adjusted. The independent pricing service uses industry-standard models to price U.S. Government agency obligations and mortgage backed securities that consider various assumptions, including time value, yield curves, volatility factors, prepayment speeds, default rates, loss severity, current market and contractual prices for the underlying financial instruments, as well as other relevant economic measures. Securities of obligations of state and political subdivisions are valued using a type of matrix, or grid, pricing in which securities are benchmarked against

the treasury rate based on credit rating. Substantially all assumptions used by the independent pricing service are observable in the marketplace, can be derived from observable data, or are supported by observable levels at which transactions are executed in the marketplace (Levels 1 and 2).

**Impaired loans:** The fair values of impaired loans are measured for impairment using the fair value of the collateral for collateral-dependent loans on a nonrecurring basis. Collateral may be in the form of real estate or business assets including equipment, inventory and accounts receivable. The vast majority of the Company's collateral is real estate. The value of real estate collateral is determined utilizing an income or market valuation approach based on an appraisal conducted by an independent, licensed appraiser using observable market data (Level 2). However, if the collateral is a house or building in the process of construction or if an appraisal of the property is more than two years old, then a Level 3 valuation is considered to measure the fair value. The value of business equipment is based upon an outside appraisal if deemed significant using observable market data. Likewise, values for non-collateral dependent loans, inventory and account receivables collateral are based on discounted cash flows and financial statement balances or aging reports (Level 3). Any fair value adjustments are recorded in the period incurred as provision for loan losses on the Consolidated Statements of Operations.

**Real Estate Owned:** Real estate owned assets are adjusted to fair value upon transfer of the loans to foreclosed assets. Subsequently, real estate owned assets are carried at net realizable value. Fair value is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the foreclosed asset as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the foreclosed asset as nonrecurring Level 3.

Assets and liabilities measured at fair value under Topic 820 on a recurring and non-recurring basis are summarized below for the indicated dates:

	Fair Value Measurement at September 30, 2015 Using (In thousands)			
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets - Recurring				
US Government Agencies	\$35,131	3,347	31,784	-
Mortgage-backed securities	3,245	-	3,245	-
Municipals	1,219	-	1,219	-
Residential loans held for sale	12,770	-	12,770	-
Financial Assets - Non-Recurring				
Impaired loans	21,590	-	20,077	1,513
Real estate owned	8,018	-	7,959	59



Fair Value Measurement at December 31, 2014 Using (In thousands)				
	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Financial Assets - Recurring</b>				
US Government Agencies	\$33,347	\$ -	\$ 33,347	\$ -
MBS	484	-	484	-
Municipals	5,711	-	5,711	-
Residential loans held for sale	9,914	-	9,914	-
<b>Financial Assets - Non-Recurring</b>				
Impaired loans	32,280	-	30,017	2,263
Real estate owned	12,638	-	12,168	470

The following table presents qualitative information about Level 3 fair value measurements for financial instruments measured at fair value at September 30, 2015:

September 30, 2015				Range
	Fair Value	Valuation Techniques	Unobservable Input	(Weighted Average)
Impaired loans - real estate secured	\$999	Appraisal (1) or Internal Valuation (2)	Selling costs	6%-10% (7%)
			Discount for lack of marketability and age of appraisal	6%-30% (10%)
Impaired loans - non-real estate secured	\$514	Appraisal (1) or Discounted Cash Flow	Selling costs	10%
			Discount for lack of marketability or practical life	0%-50% (20%)
Real estate owned	\$59	Appraisal (1) or Internal Valuation (2)	Selling costs	6%-10% (7%)
			Discount for lack of marketability and age of appraisal	6%-30% (15%)

(1) Fair Value is generally determined through independent appraisals of the underlying collateral, which generally included various level 3 inputs which are not identifiable

(2) Internal valuations may be conducted to determine Fair Value for assets with nominal carrying balances

December 31, 2014				Range
	Fair Value Estimate	Valuation Techniques	Unobservable Input	(Weighted Average)
<i>(dollars in thousands)</i>				
Impaired loans - real estate secured	\$1,438	Appraisal (1) or Internal Valuation (2)	Selling costs Discount for lack of marketability and age of appraisal	6%-10% (7%) 6%-30% (10%)
Impaired loans - non-real estate secured	\$825	Appraisal (1) or Discounted Cash Flow	Selling costs Discount for lack of marketability or practical life	10% 0%-50% (20%)
Real estate owned	\$470	Appraisal (1) or Internal Valuation (2)	Selling costs Discount for lack of marketability and age of appraisal	6%-10% (7%) 6%-30% (15%)

(1) Fair Value is generally determined through independent appraisals of the underlying collateral, which generally included various Level 3 inputs which are not identifiable.

(2) Internal valuations may be conducted to determine Fair Value for assets with nominal carrying balances.

In general, fair value of securities is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon market prices determined by an outside, independent entity that primarily uses as inputs, observable market-based parameters. Fair value of loans held for sale is based upon internally developed models that primarily use as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include amounts to reflect counterparty credit quality, among other things, as well as unobservable parameters. Any such valuation adjustments are applied consistently over time. The Company valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While management believes the Company's valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. Transfers between levels of the fair value hierarchy are recognized on the actual date of the event or circumstances that caused the transfer, which generally coincides with the Company's monthly and/or quarterly valuation process.

*Cash and cash equivalents* – The carrying amount of cash and cash equivalents approximates fair value.



*Investment securities* – The fair value of investment securities available-for-sale is estimated based on bid quotations received from independent pricing services for similar assets. The carrying amount of other investments approximates fair value.

*Loans* – For variable rate loans that reprice frequently and have no significant change in credit risk, fair values are based on carrying values. For all other loans, fair values are calculated by discounting the contractual cash flows using estimated market discount rates which reflect the credit and interest rate risk inherent in the loans, or by using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

*Assets held for sale* – The carrying value of assets held for sale is less than fair value. Fair values for assets held for sale are estimated based on appraised values of the asset or management’s estimation of the value of the assets.

*Deposits* – The fair value of deposits with no stated maturity, such as demand, interest checking and money market, and savings accounts, is equal to the amount payable on demand at year-end. The fair value of certificates of deposit is based on the discounted value of contractual cash flows using the rates currently offered for deposits of similar remaining maturities.

*Borrowings* – The fair value of borrowings is based on the discounted value of contractual cash flows using the rates currently offered for borrowings of similar remaining maturities.

*Accrued interest* – The carrying amounts of accrued interest receivable and payable approximate fair value.

		September 30, 2015		December 31, 2014	
	Level in Fair Value Hierarchy	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
(In thousands)					
<b>Financial assets</b>					
Cash	Level 1	\$12,772	\$12,772	\$25,115	\$25,115
Cash equivalents	Level 2	13,303	13,303	23,988	23,988
Investment securities available for sale	Level 1	3,347	3,347	-	-
Investment securities available for sale	Level 2	36,248	36,248	39,542	39,542
Federal Home Loan Bank stock	Level 2	685	685	1,073	1,073
Loans held for sale	Level 2	12,770	12,770	9,914	9,914
Loans	Level 2	278,155	272,373	253,866	249,942
Impaired loans	Level 2	20,077	20,077	30,017	30,017
Impaired loans	Level 3	1,513	1,513	2,263	2,263
Other real estate owned	Level 2	7,959	7,959	12,168	12,168
Other real estate owned	Level 3	59	59	470	470
Assets held for sale	Level 2	13,821	14,384	13,502	14,112
Accrued interest receivable	Level 2	2,085	2,085	1,372	1,372
<b>Financial liabilities</b>					
Deposits	Level 2	369,039	369,515	378,860	379,857
FHLB borrowings	Level 2	6,000	6,022	14,000	14,065
Trust preferred securities	Level 2	8,764	8,984	8,764	7,274
Other borrowings	Level 2	338	338	3,302	3,303

Accrued interest payable	Level 2	1,302	1,302	1,167	1,167
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#### Note 10 – Shareholders’ equity and regulatory matters

On May 1, 2009, as part of the Capital Purchase Program established by the U.S. Department of the Treasury (the “Treasury”) under the Emergency Economic Stabilization Act of 2008, the Company entered into a Letter Agreement and Securities Purchase Agreement—Standard Terms (collectively, the “Purchase Agreement”) with the Treasury, pursuant to which the Company sold (i) 14,738 shares of the Company’s Fixed Rate Cumulative Perpetual Preferred Stock, Series A, par value \$4.00 per share, having a liquidation preference of \$1,000 per share (the “preferred stock”) and (ii) a warrant (the “Warrant”) to purchase 31,190 shares of the Company’s common stock at an initial exercise price of \$70.88 per share, subject to certain anti-dilution and other adjustments, for an aggregate purchase price of \$14,738,000 in cash. The fair value of the preferred stock was estimated using discounted cash flow methodology at an assumed market equivalent rate of 13%, with 20 quarterly payments over a five year period, and was determined to be \$10,208,000. The fair value of the Warrant was estimated using the Black-Scholes option pricing model, with assumptions of 25% volatility, a risk-free rate of 2.03%, a yield of 6.162% and an estimated life of 5 years, and was determined to be \$534,000. The aggregate fair value for both the preferred stock and Warrant was determined to be \$10,742,000 with 95% of the aggregate attributable to the preferred stock and 5% attributable to the Warrant. Therefore, the \$14,738,000 issuance was allocated with \$14,006,000 being assigned to the preferred stock and \$732,000 being allocated to the Warrant. The difference between the \$14,738,000 face value of the preferred stock and the amount allocated of \$14,006,000 to the preferred stock was accreted as a discount on the preferred stock using the effective interest rate method over five years.

The preferred stock qualifies as Tier 1 capital and paid cumulative dividends at a rate of 5% until May 1, 2014, at which time the rate increased to 9%. The preferred stock is generally non-voting, other than on certain matters that could adversely affect the preferred stock.

The Warrant is immediately exercisable. The Warrant provides for the adjustment of the exercise price and the number of shares of common stock issuable upon exercise pursuant to customary anti-dilution provisions, such as upon stock splits or distributions of securities or other assets to holders of common stock, and upon certain issuances of common stock at or below a specified price relative to the then-current market price of common stock. The Warrant expires ten years from the issuance date. Pursuant to the Purchase Agreement, the Treasury has agreed not to exercise voting power with respect to any shares of common stock issued upon exercise of the Warrant.

In accordance with the Company's written agreement with the Federal Reserve Bank of Richmond (the "Reserve Bank"), the Company has been deferring quarterly cash dividends on the preferred stock since May 2011. The total arrearage on such preferred stock as of September 30, 2015 was \$1,903,175 (after forgiveness of \$2,215,009 in accrued dividends in connection with the standby rights offering described below). This amount has been accrued for and is included in other liabilities in the consolidated balance sheet.

In November 2013, the Company participated in a successful auction of the Company's preferred stock by the Treasury that resulted in the purchase of the securities by private and institutional investors.

On December 4, 2013, the Company issued 1,086,500 new shares of common stock through a private placement to directors and executive officers. The sale raised \$1,684,075 in new capital for the Company. The \$1.55 sale price for the common shares was equal to the stock's book value at September 30, 2013, which represented a 30% premium over the closing price of the stock on December 3, 2013.

On August 6, 2014, the Company filed Articles of Amendment to its Articles of Incorporation with the Virginia State Corporation Commission to affect a reverse stock split of its outstanding common stock which became effective on August 8, 2014. As a result of the reverse split, every sixteen shares of the Company's issued and outstanding common stock were consolidated into one issued and outstanding share of common stock.

On March 27, 2015, the Company completed a rights offering to shareholders (the “Rights Offering”) and concurrent standby offering to Kenneth R. Lehman (the “Standby Offering”), in which the Company issued an aggregate of 1,051,866 shares of common stock (the total number of shares offered) at \$13.87 per share for aggregate gross proceeds of \$14,589,381 (including the value of the Company’s common stock of \$4,618,813 exchanged for shares of preferred stock by Mr. Lehman). In connection with the Rights Offering, 283,293 shares were issued to shareholders upon exercise of their basic subscription rights and 191,773 shares were issued to shareholders upon exercise of their oversubscription privileges (approximately 36.9% of the total number of shares requested pursuant to oversubscription privileges). In connection with the Standby Offering, Mr. Lehman purchased an aggregate of 576,800 shares of the Company’s common stock, 333,007 of which were issued in exchange for 9,023 shares of the Company’s preferred stock and 243,793 of which were purchased for cash. Also, as part of the Standby Offering, Mr. Lehman forgave \$2,215,009 in accrued and unpaid dividends on the preferred stock.

The Bank is subject to various regulatory capital requirements administered by the federal and state 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 the 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.

#### Note 11 – Commitments and contingencies

*Off-balance-sheet risk* – The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financial needs of its customers. These financial instruments include commitments to extend 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 financial statements. The contract amounts of these instruments reflect the extent of involvement that the Company has in particular classes of instruments.

The Company’s exposure to credit loss in the event of non-performance by the other party to the financial instrument for commitments to extend credit, and to potential credit loss associated with letters of credit issued, is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for loans and other such on-balance sheet instruments.

The Company had outstanding the following approximate off-balance-sheet financial instruments whose contract amounts represent credit risk at the dates indicated (dollars in thousands):

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	September 30, 2015	December 31, 2014
Undisbursed credit lines	\$ 40,141	\$ 38,064
Commitments to extend or originate credit	19,870	9,207
Standby letters of credit	1,519	1,571
Total commitments to extend credit	\$ 61,530	\$ 48,842

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 the payment of a fee. Historically, many commitments expire without being drawn upon; therefore, the total commitment amounts shown in the above table are not necessarily indicative of future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, as deemed necessary by the Company upon extension of credit is based on management's credit evaluation of the customer. Collateral held varies but may include personal or income-producing commercial real estate, accounts receivable, inventory and equipment.

Standby letters of credit are written conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers.

*Concentrations of credit risk* – All of the Company's loans, commitments to extend credit, and standby letters of credit have been granted to customers generally within the Company's market area. Although the Company is building a diversified loan portfolio, a substantial portion of its clients' ability to honor contracts is reliant upon the economic stability of the Richmond, Virginia area, including the real estate markets in the area. The concentrations of credit by type of loan are set forth in Note 5. The distribution of commitments to extend credit approximates the distribution of loans outstanding.

Approximately 15% of the Company's loan portfolio consists of student loans that are guaranteed by the Department of Education ("DOE") and covers approximately 98% of the principal and interest in the event of default. The Company utilizes a third party vendor with significant experience and expertise to service these loans. In the unlikely event that the third party servicer does not service the loans in accordance with the DOE requirements and could not reimburse the Company for losses sustained as a result of servicing errors, the Company could sustain additional losses beyond what has been factored in the allowance for loan losses.

*Consent Order* – In February 2012, the Bank entered into a Stipulation and Consent to the Issuance of a Consent Order ("Consent Agreement") with the Federal Deposit Insurance Corporation (the "FDIC") and the Virginia Bureau of Financial Institutions (collectively, the "Supervisory Authorities"), and the Supervisory Authorities have issued the related Consent Order (the "Order") effective February 3, 2012. The description of the Consent Agreement and the Order is set forth below:

**Management.** The Order requires that the Bank have and retain qualified management, including at a minimum a chief executive officer, senior lending officer and chief operating officer, with qualifications and experience commensurate with their assigned duties and responsibilities. The Bank was required to retain a bank consultant to develop a written analysis and assessment of the Bank's management and staffing needs for the purpose of providing qualified management for the Bank. Following receipt of the consultant's management report, the Bank was required

to formulate a written management plan that incorporated the findings of the management report, a plan of action in response to each recommendation contained in the management report, and a timeframe for completing each action.

**Capital Requirements.** During the life of the Order, the Bank must have Tier 1 capital equal to or greater than 8 percent of its total assets, and total risk-based capital equal to or greater than 11 percent of the Bank's total risk-weighted assets. The Bank was required to submit a written capital plan to the Supervisory Authorities that included a contingency plan in the event that the Bank fails to maintain the minimum capital ratios required in the Order, submit a capital plan that is acceptable to the Supervisory Authorities, or implement or adhere to the capital plan.



**Charge-offs.** The Order requires the Bank to eliminate from its books, by charge-off or collection, all assets or portions of assets classified “Loss” and 50 percent of those classified “Doubtful”. If an asset is classified “Doubtful”, the Bank may, in the alternative, charge off the amount that is considered uncollectible in accordance with the Bank’s written analysis of loan or lease impairment. The Order also prevents the Bank from extending, directly or indirectly, any additional credit to, or for the benefit of, any borrower who has a loan or other extension of credit from the Bank that has been charged off or classified, on whole or in part, “loss” or “doubtful” and is uncollected. The Bank may not extend, directly or indirectly, any additional credit to any borrower who has a loan or other extension of credit from the Bank that has been classified “substandard.” These limitations do not apply if the Bank’s failure to extend further credit to a particular borrower would be detrimental to the best interests of the Bank.

**Asset Growth.** While the Order is in effect, the Bank must notify the Supervisory Authorities at least 60 days prior to undertaking asset growth that exceeds 10% or more per year or initiating material changes in asset or liability composition. The Bank’s asset growth cannot result in noncompliance with the capital maintenance provisions of the Order unless the Bank receives prior written approval from the Supervisory Authorities.

**Restriction on Dividends and Other Payments.** While the Order is in effect, the Bank cannot declare or pay dividends, pay bonuses, or pay any form of payment outside the ordinary course of business resulting in a reduction of capital without the prior written approval of the Supervisory Authorities. In addition, the Bank cannot make any distributions of interest, principal, or other sums on subordinated debentures without prior written approval of the Supervisory Authorities.

**Brokered Deposits.** The Order provides that the Bank may not accept, renew, or roll over any brokered deposits unless it is in compliance with the requirements of the FDIC regulations governing brokered deposits. These regulations prohibit undercapitalized institutions from accepting, renewing, or rolling over any brokered deposits and also prohibit undercapitalized institutions from soliciting deposits by offering an effective yield that exceeds by more than 75 basis points the prevailing effective yields on insured deposits of comparable maturity in the institution’s market area. An “adequately capitalized” institution may not accept, renew, or roll over brokered deposits unless it has applied for and been granted a waiver by the FDIC.

**Written Plans and Other Material Terms.** Under the terms of the Order, the Bank was required to prepare and submit the following written plans or reports to the Supervisory Authorities:

- Plan to improve liquidity, contingency funding, interest rate risk, and asset liability management;
- Plan to reduce assets of \$250,000 or greater classified “doubtful” and “substandard”;
- Revised lending and collection policy to provide effective guidance and control over the Bank’s lending and credit administration functions;
- Effective internal loan review and grading system;
- Policy for managing the Bank’s other real estate;

- Business/strategic plan covering the overall operation of the Bank;
- Plan and comprehensive budget for all categories of income and expense for the year 2011;
- Policy and procedures for managing interest rate risk; and
- Assessment of the Bank's information technology function.

Under the Order, the Bank's board of directors agreed to increase its participation in the affairs of the Bank, including assuming full responsibility for the approval of policies and objectives for the supervision of all of the Bank's activities. The Bank was also required to establish a board committee to monitor and coordinate compliance with the Order.

The Order will remain in effect until modified or terminated by the Supervisory Authorities.

While subject to the Order, we expect that our management and board of directors will continue to focus considerable time and attention on taking corrective actions to comply with the terms. In addition, certain provisions of the Order described above will continue to adversely impact the Company's businesses and results of operations.

*Written Agreement* – In June 2012, the Company entered into a written agreement with the Federal Reserve Bank of Richmond. Pursuant to the terms of the Written Agreement, the Company developed and submitted to the Reserve Bank for approval written plans to maintain sufficient capital and correct any violations of Section 23A of the Federal Reserve Act and Regulation W. In addition, the Company submitted a written statement of its planned sources and uses of cash for debt service, operation expenses, and other purposes.

The Company also has agreed that it will not, without prior regulatory approval:

- pay or declare any dividends;
- take any other form of payment representing a reduction in Bank's capital;
- make any distributions of interest, principal or other sums on subordinated debentures or trust preferred securities;
- incur, increase or guarantee any debt; or
- purchase or redeem any shares of its stock.

Since entering into the Order and the Written Agreement, the Company has taken numerous steps to comply with their terms. As of September 30, 2015, we believe we have complied with all requirements of the Order and the Written Agreement with the exception of the correction of noncompliance with Section 23A of Regulation W of the Federal Reserve Act in the Written Agreement.

In the course of its operations, the Company may become a party to legal proceedings. Except as previously reported, there are no material pending legal proceedings to which the Company is party or of which the property of the Company is subject.

The net deferred tax asset is included in other assets on the balance sheet. Accounting Standards Codification Topic 740, *Income Taxes*, requires that companies assess whether a valuation allowance should be established against their deferred tax assets based on the consideration of all available evidence using a “more likely than not” standard. Management considers both positive and negative evidence and analyzes changes in near-term market conditions as well as other factors which may impact future operating results. In making such judgments, significant weight is given to evidence that can be objectively verified. The deferred tax assets are analyzed quarterly for changes affecting realization. At September 30, 2015, management continues to believe that the objective negative evidence represented by the Company’s prior losses outweighed the more subjective positive evidence and, as a result, maintains a valuation allowance at September 30, 2015 of \$12,072,000. The net operating losses available to offset future taxable income amounted to \$23,446,000 at September 30, 2015 and begin expiring in 2028.

Note 13 – Recent accounting pronouncements

In January 2014, the FASB issued ASU 2014-01, “Investments – Equity Method and Joint Ventures: Accounting for Investments in Qualified Affordable Housing Projects”. This ASU applies to all reporting entities that invest in qualified affordable housing projects through limited liability entities that are flow through entities for tax purposes. The amendments in the ASU eliminate the effective yield election and permit reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. Those not electing the proportional amortization method would account for the investment using the equity method or cost method. The amendments in this ASU became effective for public business entities for annual periods beginning after December 15, 2014. The adoption of this guidance should not have a material effect on the Company’s financial condition or results of operations.

In January 2014, the FASB issued ASU 2014-04, “Receivables – Troubled Debt Restructurings by Creditors”. ASU 2014-04 clarifies when a creditor should be considered to have received physical possession of residential real estate property during a foreclosure. ASU 2014-04 establishes a loan receivable should be derecognized and the real estate property recognized upon the creditor obtaining legal title to the residential real estate property upon completion of foreclosure or the borrower conveying all interest in the residential real estate property to the creditor to satisfy the loan. The provisions of ASU 2014-04 became effective for annual periods beginning after December 15, 2014. The adoption of this guidance should not have a material effect on the Company’s financial condition or results of operations.

In May 2014, the FASB issued ASU 2014-09, “Revenue from Contracts with Customers (Topic 606)”. The amendments in this ASU modify the guidance companies use to recognize revenue from contracts with customers for transfers of goods or services and transfers of nonfinancial assets, unless those contracts are within the scope of other standards. The ASU requires that entities apply a specific method to recognize revenue reflecting the consideration expected from customers in exchange for the transfer of goods and services. The guidance also requires new qualitative and quantitative disclosures, including information about contract balances and performance obligations. Entities are also required to disclose significant judgments and changes in judgments for determining the satisfaction of performance obligations. Most revenue associated with financial instruments, including interest and loan origination fees, is outside the scope of the guidance. This ASU is effective for annual periods and interim periods within those annual periods beginning after December 15, 2017, with early adoption prohibited. The Company is evaluating the effect ASU 2014-09 will have on its consolidated financial statements.

In June 2014, the FASB issued ASU 2014-12, “Compensation-Stock Compensation”. The guidance in this ASU requires that a performance target that affects vesting and that could be achieved after the requisite service is treated as a performance condition. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. If the performance target becomes probable of being achieved before the end of the requisite period, the remaining unrecognized cost should be recognized prospectively over the

remaining service period. The total amount of compensation cost recognized during and after the requisite service period should reflect the number of awards that are expected to vest and should be adjusted to reflect those awards that ultimately vest. The requisite service period ends when the employee can cease rendering service and still be eligible to vest in the award if the performance target is achieved. As indicated in the definition of vest, the stated vesting period (which includes the period in which the performance target could be achieved) may differ from the requisite service period. The guidance in this ASU is effective for annual and interim periods beginning after December 15, 2015. The Company does not expect this ASU to have a significant impact on its financial condition of results of operations.

## Item 2 - Management's Discussion and Analysis OF Financial condition and results of operations

### Caution about forward-looking statements

In addition to historical information, this report may contain forward-looking statements. For this purpose, any statement that is not a statement of historical fact may be deemed to be a forward-looking statement. These forward-looking statements may include statements regarding profitability, liquidity, allowance for loan losses, interest rate sensitivity, market risk, growth strategy and financial and other goals. Forward-looking statements often use words such as "believes," "expects," "plans," "may," "will," "should," "projects," "contemplates," "anticipates," "forecasts" or other words of similar meaning. You can also identify them by the fact that they do not relate strictly to historical or current facts. Forward-looking statements are subject to numerous assumptions, risks and uncertainties, and actual results could differ materially from historical results or those anticipated by such statements.

There are many factors that could have a material adverse effect on the operations and future prospects of the Company including, but not limited to:

- the risks of changes in interest rates on levels, composition and costs of deposits, loan demand, and the values and liquidity of loan collateral, securities, and interest sensitive assets and liabilities;
- changes in assumptions underlying the establishment of allowances for loan losses, and other estimates;
- legislative and regulatory changes, including the Dodd-Frank Act Wall Street Reform and Consumer Protection Act and other changes in banking, securities, and tax laws and regulations and their application by our regulators, and changes in scope and cost of FDIC insurance and other coverages;
- competition with other banks and financial institutions, and companies outside of the banking industry, including those companies that have substantially greater access to capital and other resources;
- the inability of the Company and the Bank to comply with the requirements of agreements with and orders from its regulators;
- the inability to reduce nonperforming assets consisting of nonaccrual loans and foreclosed real estate;
- changes in market conditions, specifically declines in the residential and commercial real estate market, volatility and disruption of the capital and credit markets, soundness of other financial institutions we do business with;
  - risks inherent in making loans such as repayment risks and fluctuating collateral values;
- a decline in loan volume of Village Bank Mortgage Corporation as a result of the activity in the residential real estate market;
- exposure to repurchase loans sold to investors for which borrowers failed to provide full and accurate information on or related to their loan application or for which appraisals have not been acceptable or when the loan was not underwritten in accordance with the loan program specified by the loan investor;
  - the effects of future economic, business and market conditions;
  - governmental monetary and fiscal policies;
  - changes in accounting policies, rules and practices;
  - maintaining capital levels adequate to remain well capitalized;
- reliance on our management team, including our ability to attract and retain key personnel;

· demand, development and acceptance of new products and services;



problems with technology utilized by us;  
changing trends in customer profiles and behavior; and  
other factors described from time to time in our reports filed with the SEC.

These risks and uncertainties should be considered in evaluating the forward-looking statements contained herein, and readers are cautioned not to place undue reliance on such statements. Any forward-looking statement speaks only as of the date on which it is made, and the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which it is made. In addition, past results of operations are not necessarily indicative of future results.

## **General**

The Company's primary source of earnings is net interest income, and its principal market risk exposure is interest rate risk. The Company is not able to predict market interest rate fluctuations and its asset/liability management strategy may not prevent interest rate changes from having a material adverse effect on the Company's results of operations and financial condition.

Although we endeavor to minimize the credit risk inherent in the Company's loan portfolio, we must necessarily make various assumptions and judgments about the collectability of the loan portfolio based on our experience and evaluation of economic conditions. If such assumptions or judgments prove to be incorrect, the current allowance for loan losses may not be sufficient to cover loan losses and additions to the allowance may be necessary, which would have a negative impact on net income. In 2014 and continuing through the third quarter of 2015, the provision for loan losses declined substantially from previous years as we resolved nonperforming loans and real estate values have recovered somewhat.

## **Results of operations**

The following presents management's discussion and analysis of the financial condition of the Company at September 30, 2015 and December 31, 2014 and the results of operations for the Company for the three and nine months ended September 30, 2015 and 2014. This discussion should be read in conjunction with the Company's consolidated financial statements and the notes thereto appearing elsewhere in this Quarterly report.

## ***Summary***

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For the three months ended September 30, 2015, the Company had net income of \$471,000 and net income available to common shareholders of \$301,000 or \$0.21 per fully diluted share, compared to net income of \$134,000 and net loss available to common shareholders of \$(411,000), or \$(1.23) per fully diluted share, for the same period in 2014. For the nine months ended September 30, 2015, the Company had net income of \$550,000 and net income available to common shareholders of \$6,669,000, or \$6.14 per fully diluted share, compared to a net loss of \$(701,000) and net loss available to common shareholders of \$(1,763,000), or \$(5.28) per fully diluted share, for the same period in 2014. The computation of basic and diluted earnings (loss) per share has been adjusted retroactively for all periods presented to reflect the reverse stock split in August 2014.

As indicated in the following table, there were significant changes in income and expense items when comparing the 2015 results to the 2014 results (in thousands):

Changes In	Effect on Income	
	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2015
Net interest income	\$(166)	\$ (452 )
Provision for loan losses	-	100
Gains on loan sales	550	1,344
Salaries and benefits	(233)	(163 )
Commissions	(161)	(327 )
Writedown of assets held for sale	-	(687 )
Expenses related to foreclosed real estate	413	1,186
Other operating expense	88	331
	\$491	\$ 1,332

The decline in net interest income reflects the decline in average interest-earning assets and annualized yield for the periods ended September 30, 2015 and 2014. Average interest earning assets declined to \$372,946,000 and \$372,378,000 for the three and nine month periods ended September 30, 2015 from \$374,399,000 and \$378,477,000 for the same periods in 2014, respectively. Annualized yield declined to 4.20% and 4.17% for the three and nine month periods ended September 30, 2015 from 4.38% and 4.45% for the same periods in 2014, respectively. The decrease in the provision for loan losses and the expenses related to foreclosed real estate are attributable to stabilization of the loan portfolio and an improving real estate market as well as successful efforts in selling foreclosed assets at gains. The increase in gains on loan sales as well as commissions is a result of increased mortgage production by our mortgage company. The mortgage company's profit increased by \$235,000 in the third quarter of 2015 compared to the same period in 2014 due to the mortgage company closing \$54,886,000 in mortgage loans in the third quarter of 2015 compared to \$42,917,000 in the third quarter of 2014. The increase in salaries and benefits for the third quarter and nine months ended September 30, 2015 is related to the increase in stock based compensation. The writedown of assets held for sale for the nine months ended September 30, 2015 is related to our assessment of net realizable value on the Watkins Centre building (\$675,000) and a branch building we previously closed (\$12,000). The decline in other operating expenses is a result of management's efforts to reduce overhead expenses to improve profitability.

Our cost of deposits declined from 0.93% for the third quarter of 2014 to 0.83% for the third quarter of 2015. This decline in cost of deposits is a result of the repricing of higher cost certificates of deposit during the low interest rate environment as well as our efforts to change our deposit mix so that we are not so dependent on higher cost deposits. Noninterest-bearing demand deposits represented 20.6% of our total deposits at September 30, 2015 compared to

17.1% at September 30, 2014.

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*Net interest income*

Net interest income, which represents the difference between interest earned on interest-earning assets and interest incurred on interest-bearing liabilities, is the Company's primary source of earnings. Net interest income can be affected by changes in market interest rates as well as the level and composition of assets, liabilities and shareholders' equity. Net interest spread is the difference between the average rate earned on interest-earning assets and the average rate paid on interest-bearing liabilities. The net yield on interest-earning assets ("net interest margin") is calculated by dividing tax equivalent net interest income by average interest-earning assets. Generally, the net interest margin will exceed the net interest spread because a portion of interest-earning assets are funded by various noninterest-bearing sources, principally noninterest-bearing deposits and shareholders' equity.

Net interest income of \$3,242,000 for the third quarter of 2015 represents a decrease of \$166,000, or 5%, compared to the third quarter of 2014, and an increase of \$101,000 or 3% compared to the second quarter of 2015. The decline as compared to 2014 is primarily due to a decrease in average interest-earning assets of \$1,453,000 combined with a decline in the yield on those assets of 0.18% (18 basis points).

Net interest income of \$9,422,000 for the first nine months of 2015 represents a \$452,000 decrease, or 4.6%, compared to the same period in 2014. Compared to the first nine months of 2014, average interest-earning assets for the same period in 2015 decreased by \$6,099,000, or 1.6%. The decrease in average interest-earning assets was due primarily to the decrease in available for sale securities of \$19,852,000 and federal funds sold of \$8,255,000 combined with a decline in the yield on those assets of 0.28% (28 basis points) offset by an increase in portfolio loans of \$18,773,000.

Average interest-bearing liabilities for the third quarter of 2015 decreased by \$34,841,000 or 10.1% compared to the third quarter of 2014. The decrease in interest-bearing liabilities was primarily due to declines in average deposits of \$25,191,000. The average cost of interest-bearing liabilities decreased to 0.90% and 0.92% for the three and nine month periods ended September 30, 2015, respectively, compared to 1.00% and 1.08% for the same periods in 2014 as a result of management's efforts to increase low cost demand deposits while reducing dependency on higher cost time deposits. The continuing low interest rates have allowed us to reduce our costs of funds as time deposits and borrowings mature. See our discussion of interest rate sensitivity below for more information.

The Company's net interest margin is not a measurement under accounting principles generally accepted in the United States of America, but it is a common measure used by the financial services industry to determine how profitably earning assets are funded. Our net interest margin over the last several quarters is provided in the following table:

Interest

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Quarter Ended	Margin
September 30, 2014	3.46 %
December 31, 2014	3.46 %
March 31, 2015	3.36 %
June 30, 2015	3.34 %
September 30, 2015	3.45 %

Our net interest margin has remained relatively stable over the last twelve months reflecting the continued low interest rates set by the Federal Reserve. The linked quarter increase in our net interest margin for the three months ended September 30, 2015 is related to the purchase of student loans during the second quarter of approximately \$15 million funded by federal funds sold. The yield on student loans is significantly higher than on fed funds sold which increased the yield on earning assets by 9 basis points. The previous decline in our net interest margin since December 31, 2014 is a result of declining rates on loans; the average interest rate on loans declined by 52 basis points, from 5.30% for the three months ended December 31, 2014 to 4.78% for the three months ended September 30, 2015. Additionally our cost of funds declined by 1 basis point related to our costs of deposits.

The following table illustrates average balances of total interest-earning assets and total interest-bearing liabilities for the periods indicated, showing the average distribution of assets, liabilities, shareholders' equity and related income, expense and corresponding weighted-average yields and rates. The average balances used in these tables and other statistical data were calculated using daily average balances. We had no tax exempt assets for the periods presented.

### Average Balance Sheet

(in thousands)

	Three Months Ended September 30, 2015			Three Months Ended September 30, 2014				
	Average Balance	Interest Income/Expense	Annualized Yield Rate	Average Balance	Interest Income/Expense	Annualized Yield Rate		
Loans net of deferred fees	\$ 301,408	\$ 3,634	4.78 %	\$ 273,645	\$ 3,695	5.36 %		
Loans held for sale	13,672	146	4.24 %	11,186	119	4.22 %		
Investment securities	39,496	155	1.56 %	56,645	304	2.13 %		
Federal funds and other	18,370	10	0.22 %	32,923	19	0.23 %		
Total interest earning assets	372,946	3,945	4.20 %	374,399	4,137	4.38 %		
Allowance for loan losses and deferred fees	(5,730 )			(5,714 )				
Cash and due from banks	8,880			12,086				
Premises and equipment, net	14,363			13,147				
Other assets	35,588			48,216				
Total assets	\$ 426,047			\$ 442,134				
Interest bearing deposits								
Interest checking	\$ 42,861	\$ 20	0.19 %	\$ 42,423	\$ 20	0.19 %		
Money market	69,539	65	0.37 %	67,257	64	0.38 %		
Savings	20,483	9	0.17 %	20,016	9	0.18 %		
Certificates	162,512	527	1.29 %	190,890	658	1.37 %		

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Total	295,395	621	0.83	%	320,586	751	0.93	%
Borrowings <sup>(1)</sup>	16,120	82	2.02	%	25,770	122	1.88	%
Total interest bearing liabilities	311,515	703	0.90	%	346,356	873	1.00	%
Noninterest bearing deposits	75,734				63,784			
Other liabilities	8,418				12,596			
Total liabilities	395,667				422,736			
Equity capital	30,380				19,398			
Total liabilities and capital	\$ 426,047				\$ 442,134			

Net interest income before provision for loan losses	\$ 3,242	\$ 3,264
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Interest spread - average yield on interest earning assets, less average rate on interest bearing liabilities	3.30	%	3.38	%
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Annualized net interest margin (net interest income expressed as percentage of average earning assets)	3.45	%	3.46	%
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**Average Balance Sheet****(in thousands)**

	Nine Months Ended September 30, 2015			Nine Months Ended September 30, 2014			
	Average Balance	Interest Income/ Expense	Annualized Yield Rate	Average Balance	Interest Income/ Expense	Annualized Yield Rate	
Loans net of deferred fees	\$ 293,930	\$ 10,750	4.89 %	\$ 275,157	\$ 11,301	5.49 %	
Loans held for sale	11,915	346	3.88 %	8,680	278	4.28 %	
Investment securities	38,152	464	1.63 %	58,004	958	2.21 %	
Federal funds and other	28,381	46	0.22 %	36,636	64	0.23 %	
Total interest earning assets	372,378	11,606	4.17 %	378,477	12,601	4.45 %	
Allowance for loan losses and deferred fees	(5,730 )			(6,415 )			
Cash and due from banks	11,522			12,490			
Premises and equipment, net	14,363			12,926			
Other assets	35,877			46,824			
Total assets	\$ 428,410			\$ 444,302			
Interest bearing deposits							
Interest checking	\$ 43,704	\$ 60	0.18 %	\$ 42,456	\$ 58	0.18 %	
Money market	68,174	190	0.37 %	66,620	187	0.38 %	
Savings	20,527	28	0.18 %	20,557	28	0.18 %	
Certificates	165,431	1,599	1.29 %	197,736	2,031	1.37 %	
Total	297,836	1,877	0.84 %	327,369	2,304	0.94 %	
Borrowings <sup>(1)</sup>	20,525	307	2.00 %	27,811	567	2.73 %	
Total interest bearing liabilities	318,361	2,184	0.92 %	355,180	2,871	1.08 %	
Noninterest bearing deposits	73,924			60,577			
Other liabilities	8,957			9,487			
Total liabilities	401,242			425,244			
Equity capital	27,168			19,058			
Total liabilities and capital	\$ 428,410			\$ 444,302			
Net interest income before provision for loan losses		\$ 9,422			\$ 9,730		
Interest spread - average yield on interest earning assets, less average rate on interest bearing liabilities			3.25 %			3.37 %	
Annualized net interest margin (net interest income expressed as			3.38 %			3.44 %	

percentage of average earning  
assets)

*(1) Interest expense on borrowings for the three and nine month periods ended September 30, 2014 has been adjusted for the reclassification of \$144,000 from interest expense to dividends related to preferred stock reflected as a reduction of interest expense in those periods.*

***Provision for loan losses***

The Company did not record a provision for loan losses for the three months ended September 30, 2015 and 2014 and the nine months ended September 30, 2015 compared to a provision of \$100,000 for the nine months ended September 30, 2014. The decline in the provision for loan losses for the nine month period of 2015 was primarily driven by decline in the impairment on specific nonperforming loans. The decrease in the commercial and consumer loan portfolio was offset by an increase in our student loan portfolio of approximately \$46,355,000 and our United States Department of Agriculture loan portfolio of approximately \$5,480,000. These two portfolios include guarantees of principal and interest ranging from 98% - 100%.

### **Noninterest income**

Noninterest income increased from \$2,190,000 for the three months ended September 30, 2014 to \$2,870,000 for the three months ended September 30, 2015, an increase of \$680,000, or 31%. Noninterest income also increased from \$6,185,000 for the first nine months of 2014 to \$7,776,000 for the first nine months of 2015, an increase of \$1,591,000, or 25%. These increases in noninterest income were primarily the result of higher gains on sales from increased loan production by our mortgage banking subsidiary; gains on sale of loans increased by \$550,000 quarter over quarter and by \$1,344,000 for the nine month periods.

### ***Noninterest expense***

Noninterest expense for the three months ended September 30, 2015 was \$5,641,000 compared to \$5,464,000 for the three months ended September 30, 2014, an increase of \$177,000, or 3.2%. The more significant increases were salaries and benefits of \$233,000, commissions of \$161,000 and professional and outside services of \$241,000, offset by a reduction in expense related to foreclosed real estate of \$413,000. The increase in salaries and benefits was attributable to awards under our 2015 Stock Incentive Plan as well as severance payments to employees whose positions were terminated. The increase in commissions is result of increased mortgage production by our mortgage company. The reduction in expense related to foreclosed real estate is attributable to gains on sale of \$214,000 coupled with reduced expenses due to disposition of real estate aided by an improving real estate market.

Noninterest expense for the nine months ended September 30, 2015 was \$16,648,000 compared to \$16,660,000 for the nine months ended September 30, 2014, a decrease of \$12,000, or 0.07%. The more significant changes in noninterest expense for the nine month comparison were declines in expense related to foreclosed assets of \$1,186,000 and other noninterest expense of \$331,000, offset by the writedown of assets held for sale of \$687,000, increased salaries and benefits of \$163,000, increased commissions of \$327,000 and increased professional and outside services of \$257,000. The decline in expenses related to foreclosed real estate was aided by gains of \$666,000 offset by writedowns of \$216,000 on the sale of real estate.

### ***Income taxes***

Certain items of income and expense are reported in different periods for financial reporting and tax return purposes. The tax effects of these temporary differences are recognized currently in the deferred income tax provision or benefit. Deferred tax assets or liabilities are computed based on the difference between the financial statement and income tax bases of assets and liabilities using the applicable enacted marginal tax rate.

The net deferred tax asset is included in other assets on the balance sheet. Accounting Standards Codification Topic 740, *Income Taxes*, requires that companies assess whether a valuation allowance should be established against their deferred tax assets based on the consideration of all available evidence using a “more likely than not” standard. Management considers both positive and negative evidence and analyzes changes in near-term market conditions as well as other factors which may impact future operating results. In making such judgments, significant weight is given to evidence that can be objectively verified. The deferred tax assets are analyzed quarterly for changes affecting realization. Management determined that as of December 31, 2014, the objective negative evidence represented by the Company’s recent losses outweighed the more subjective positive evidence and, as a result, recognized a valuation allowance on its net deferred tax asset that is dependent on future earnings of the Company of approximately \$12,274,000. At September 30, 2015, management continues to believe that the objective negative evidence represented by the Company’s prior losses outweighed the more subjective positive evidence and, as a result, maintains a valuation allowance at September 30, 2015 of \$12,072,000. The net operating losses available to offset future taxable income amounted to \$23,446,000 at September 30, 2015 and begin expiring in 2028.

Commercial banking organizations conducting business in Virginia are not subject to Virginia income taxes. Instead, they are subject to a franchise tax based on bank capital. Due to the Company's adjusted capital level we were not subject to franchise tax expense for the nine months ended September 30, 2015 and 2014.

### **Balance Sheet Analysis**

Total assets decreased to \$423,650,000 at September 30, 2015 from \$434,004,000 at December 31, 2014, a decrease of \$10,354,000, or 2.4%. The decrease in cash and cash equivalents was the primary driver of this decrease. Cash and cash equivalents decreased by \$23,028,000 which was offset by a net increase in loans of \$14,404,000. The Company purchased approximately \$15 million in additional student loans and reduced FHLB advances by \$8 million. Total deposits also decreased by \$9,821,000, or 2.6%, from \$378,860,000 at December 31, 2014 to \$369,039,000 at September 30, 2015. Checking and savings accounts decreased by \$3,428,000, money market accounts increased by \$5,241,000 and time deposits decreased by \$11,634,000. Other borrowings decreased by \$2,964,000.

### ***Loans***

A management objective is to maintain the quality of the loan portfolio. The Company seeks to achieve this objective by maintaining rigorous underwriting standards coupled with regular evaluation of the creditworthiness of and the designation of lending limits for each borrower. The portfolio strategies include seeking industry and loan size diversification in order to minimize credit exposure and originating loans in markets with which the Company is familiar.

The Company's real estate loan portfolios, which represent approximately 78% of all loans, are secured by mortgages on real property located principally in the Commonwealth of Virginia. Sources of repayment are from the borrower's operating profits, cash flows and liquidation of pledged collateral. The Company's commercial loan portfolio represents approximately 6% of all loans. Loans in this category are typically made to individuals, small and medium-sized businesses and range between \$250,000 and \$2.5 million. Based on underwriting standards, commercial and industrial loans may be secured in whole or in part by collateral such as liquid assets, accounts receivable, equipment, inventory, and real property. The collateral securing any loan may depend on the type of loan and may vary in value based on market conditions. The remainder of our loan portfolio is in consumer loans which represent 16% of the total and includes student loans.

The following table presents the composition of our loan portfolio (excluding mortgage loans held for sale) at the dates indicated (dollars in thousands):

	September 30, 2015		December 31, 2014	
	Amount	%	Amount	%
Construction and land development				
Residential	\$5,188	1.73 %	\$4,315	1.51 %
Commercial	26,220	8.76 %	25,152	8.80 %
	31,408	10.49 %	29,467	10.31 %
Commercial real estate				
Owner occupied	68,437	22.84 %	58,804	20.55 %
Non-owner occupied	38,132	12.72 %	38,892	13.59 %
Multifamily	8,195	2.73 %	11,438	4.00 %
Farmland	394	0.13 %	434	0.15 %
	115,158	38.42 %	109,568	38.29 %
Consumer real estate				
Home equity lines	20,024	6.68 %	20,082	7.02 %
Secured by 1-4 family residential				
First deed of trust	58,470	19.51 %	61,837	21.61 %
Second deed of trust	7,249	2.42 %	7,854	2.74 %
	85,743	28.61 %	89,773	31.37 %
Commercial and industrial loans (except those secured by real estate)	19,457	6.49 %	22,165	7.75 %
Guaranteed student loans	46,355	15.46 %	33,562	11.73 %
Consumer and other	1,624	0.53 %	1,611	0.55 %
Total loans	299,745	100.00 %	286,146	100.00 %
Deferred loan cost, net	1,294		722	
Less: allowance for loan losses	(5,496 )		(5,729 )	
	\$295,543		\$281,139	

The Company assigns risk rating classifications to its loans. These risk ratings are divided into the following groups:

Risk rated 1 to 4 loans are considered of sufficient quality to preclude an adverse rating. These assets generally are well protected by the current net worth and paying capacity of the obligor or by the value of the asset or underlying collateral;

Risk rated 5 loans are defined as having potential weaknesses that deserve management's close attention; Risk rated 6 loans are inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any; and,

Risk rated 7 loans have all the weaknesses inherent in substandard loans, with the added characteristics that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable.

Loans are considered impaired when, based on current information and events it is probable the Company will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Impairment is evaluated in total for smaller-balance loans of a similar nature and on an individual loan basis for other loans. If a loan is impaired, a specific valuation allowance is allocated, if necessary, so that the loan is reported net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Interest payments on impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. Impaired loans, or portions thereof, are charged off when deemed uncollectible.

### *Allowance for loan losses*

We monitor and maintain an allowance for loan losses to absorb an estimate of probable losses inherent in the loan portfolio. We maintain policies and procedures that address the systems of controls over the following areas of maintenance of the allowance: the systematic methodology used to determine the appropriate level of the allowance to provide assurance they are maintained in accordance with accounting principles generally accepted in the United States of America; the accounting policies for loan charge-offs and recoveries; the assessment and measurement of impairment in the loan portfolio; and the loan grading system.

The allowance reflects management's best estimate of probable losses within the existing loan portfolio and of the risk inherent in various components of the loan portfolio, including loans identified as impaired as required by FASB Codification Topic 310: *Receivables*. Loans evaluated individually for impairment include non-performing loans, such as loans on non-accrual, loans past due by 90 days or more, restructured loans and other loans selected by management. The evaluations are based upon discounted expected cash flows or collateral valuations. If the evaluation shows that a loan is individually impaired, then a specific reserve is established for the amount of impairment.

Loans are grouped by similar characteristics, including the type of loan, the assigned loan classification and the general collateral type. A loss rate reflecting the expected loss inherent in a group of loans is derived based upon historical net charge-off rates, the predominant collateral type for the group and the terms of the loan. The resulting estimate of losses for groups of loans is adjusted for relevant environmental factors and other conditions of the portfolio of loans and leases, including: borrower and industry concentrations; levels and trends in delinquencies, charge-offs and recoveries; changes in underwriting standards and risk selection; level of experience, ability and depth of lending management; and national and local economic conditions.

The amounts of estimated impairment for individually evaluated loans and groups of loans are added together for a total estimate of loan losses. This estimate of losses is compared to our allowance for loan losses as of the evaluation date and, if the estimate of losses is greater than the allowance, an additional provision to the allowance would be made. If the estimate of losses is less than the allowance, the degree to which the allowance exceeds the estimate is evaluated to determine whether the allowance falls outside a range of estimates. We recognize the inherent imprecision in estimates of losses due to various uncertainties and variability related to the factors used, and therefore a reasonable range around the estimate of losses is derived and used to ascertain whether the allowance is too high. If different assumptions or conditions were to prevail and it is determined that the allowance is not adequate to absorb the new estimate of probable losses, an additional provision for loan losses would be made, which amount may be material to the financial statements.

The allowance for loan losses at each of the periods presented includes an amount that could not be identified to individual types of loans referred to as the unallocated portion of the allowance. We recognize the inherent



imprecision in estimates of losses due to various uncertainties and variability related to the factors used, and therefore a reasonable range around the estimate of losses is derived and used to ascertain whether the allowance is too high. We concluded that the unallocated portion of the allowance was warranted given the continued higher level of classified assets and was within a reasonable range around the estimate of losses.

The allowance for loan losses at September 30, 2015 was \$5,496,000, compared to \$5,729,000 at December 31, 2014. The ratio of the allowance for loan losses to gross portfolio loans (net of unearned income and excluding mortgage loans held for sale) at September 30, 2015 and December 31, 2014 was 1.83% and 2.00%, respectively. The decrease in the allowance for loan losses for the first nine months of 2015 was primarily a result of charge offs recognized during the period. We believe the amount of the allowance for loan losses at September 30, 2015 is adequate to absorb the losses that can reasonably be anticipated from the loan portfolio at that date.

The following table presents an analysis of the changes in the allowance for loan losses for the periods indicated (dollars in thousands):

**Analysis of Allowance for Loan Losses***(In thousands)*

	Nine Months Ended September 30,	
	2015	2014
Beginning balance	\$5,729	\$7,239
Provision for loan losses	-	100
Charge-offs		
Construction and land development		
Commercial	(252 )	(100 )
Commercial real estate		
Owner occupied	(127 )	(608 )
Non-owner occupied	-	(238 )
Farmland	-	(96 )
Consumer real estate		
Home equity lines	(54 )	(476 )
Secured by 1-4 family residential		
First deed of trust	(103 )	(277 )
Second deed of trust	(55 )	(76 )
Commercial and industrial (except those secured by real estate)	(162 )	(168 )
Consumer and other	(31 )	(8 )
	(784 )	(2,047 )
Recoveries		
Construction and land development		
Residential	1	1
Commercial	22	44
Commercial real estate		
Owner occupied	33	-
Non-owner occupied	4	24
Secured by 1-4 family residential		
Home equity lines	2	14
First deed of trust	374	64
Second deed of trust	25	115
Commercial and industrial (except those secured by real estate)	73	90
Consumer and other	17	14
	551	366
Net charge-offs	(233 )	(1,681 )
Ending balance	\$5,496	\$5,658
Loans outstanding at end of period <sup>(1)</sup>	\$301,039	\$275,123

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Ratio of allowance for loan losses as a percent of loans outstanding at end of period	1.83	%	2.06	%
Average loans outstanding for the period <sup>(1)</sup>	\$293,930		\$275,157	
Ratio of net charge-offs to average loans outstanding for the period	0.08	%	0.61	%

(1) Loans are net of unearned income.

*Asset quality*

The following table summarizes asset quality information at the dates indicated (dollars in thousands):

	September 30, 2015	December 31, 2014	September 30, 2014		
Nonaccrual loans	\$ 4,489	\$ 7,478	\$ 9,547		
Foreclosed properties	8,018	12,638	14,003		
Total nonperforming assets	\$ 12,507	\$ 20,116	\$ 23,550		
Restructured loans (not included in nonaccrual loans above)	\$ 13,977	\$ 23,967	\$ 26,923		
Loans past due 90 days and still accruing	\$ 9,117	\$ 720	\$ -		
Nonaccrual loans to loans <sup>(1)</sup>	1.5	% 2.6	% 8.6		%
Nonperforming assets to total assets	3.0	% 4.6	% 5.4		%
Allowance for loan losses to nonaccrual loans	122.4	% 76.6	% 59.3		%

(1) Loans are net of unearned income and deferred cost.

Loans greater than 90 days past due are student loans that are guaranteed by the Department of Education which covers approximately 98% of the principal and interest. Accordingly, these loans will not be placed on nonaccrual status.

The following table presents an analysis of the changes in nonperforming assets for the nine months ended September 30, 2015 (in thousands):

Nonaccrual Loans	Foreclosed Properties	Total
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Balance December 31, 2014	\$ 7,478	\$ 12,638	\$ 20,116
Additions	2,078	15	2,093
Loans placed back on accrual	(2,050 )	-	(2,050 )
Transfers to OREO	(329 )	329	-
Repayments	(1,967 )	-	(1,967 )
Charge-offs	(721 )	(290 )	(1,011 )
Sales	-	(4,674 )	(4,674 )
Balance September 30, 2015	\$ 4,489	\$ 8,018	\$ 12,507

Until a nonperforming restructured loan has performed in accordance with its restructured terms for a minimum of six months, it will remain on nonaccrual status.

Interest is accrued on outstanding loan principal balances, unless the Company considers collection to be doubtful. Commercial and unsecured consumer loans are designated as non-accrual when the Company considers collection of expected principal and interest doubtful. Mortgage loans and most other types of consumer loans past due 90 days or more may remain on accrual status if management determines that concern over our ability to collect principal and interest is not significant. When loans are placed on non-accrual status, previously accrued and unpaid interest is reversed against interest income in the current period and interest is subsequently recognized only to the extent cash is received. Interest accruals are resumed on such loans only when in the judgment of management, the loans are estimated to be fully collectible as to both principal and interest.

Of the total nonaccrual loans of \$4,489,000 at September 30, 2015 that were considered impaired, 13 loans totaling \$2,230,000 had specific allowances for loan losses totaling \$473,000. This compares to \$7,478,000 in nonaccrual loans at December 31, 2014 of which 14 loans totaling \$3,332,000 had specific allowances for loan losses of \$1,108,000.

Cumulative interest income that would have been recorded had nonaccrual loans been performing would have been approximately \$145,000 and \$333,000 for the nine months ended September 30, 2015 and 2014, respectively.

### *Deposits*

Deposits as of September 30, 2015 and December 31, 2014 were as follows (dollars in thousands):

	September 30, 2015		December 31, 2014	
	Amount	%	Amount	%
Demand accounts	\$ 75,978	20.6 %	\$ 77,496	20.5 %
Interest checking accounts	41,609	11.3 %	42,924	11.3 %
Money market accounts	70,228	19.0 %	64,987	17.2 %
Savings accounts	20,049	5.4 %	20,643	5.4 %
Time deposits of \$100,000 and over	71,993	19.5 %	75,559	19.9 %
Other time deposits	89,182	24.2 %	97,251	25.7 %
Total	\$ 369,039	100.0 %	\$ 378,860	100.0 %

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Total deposits decreased by \$9,821,000, or 2.6%, from \$378,860,000 at December 31, 2014 to \$369,039,000 at September 30, 2015, as compared to a decrease of \$9,964,000, or 2.6%, during the first nine months of 2014. Checking and savings accounts decreased by \$3,428,000, money market accounts increased by \$5,241,000 and time deposits decreased by \$11,634,000. The decline in time deposits was a result of repricing maturing time deposits at rates below market for noncore depositors. The cost of our interest-bearing deposits declined to 0.84% for the first nine months of 2015 compared to 0.94% for the first nine months of 2014.



The variety of deposit accounts that we offer has allowed us to be competitive in obtaining funds and has allowed us to respond with flexibility to, although not to eliminate, the threat of disintermediation (the flow of funds away from depository institutions such as banking institutions into direct investment vehicles such as government and corporate securities). Our ability to attract and retain deposits, and our cost of funds, has been, and is expected to continue to be, significantly affected by money market conditions.

### *Borrowings*

The Company has issued \$8,764,000 in Trust Preferred Capital Notes that may be included in Tier 1 capital for regulatory capital adequacy determination purposes up to 25% of Tier 1 capital after its inclusion. The portion of the Trust Preferred Capital Notes not considered as Tier 1 capital may be included in Tier 2 capital. See note 7 to the consolidated financial statements for a complete discussion of these notes.

Additionally, we utilize borrowings to supplement deposits when they are available at a lower overall cost to us or they can be invested at a positive rate of return.

As a member of the Federal Home Loan Bank of Atlanta (“FHLB”), the Bank is required to own capital stock in the FHLB and is authorized to apply for borrowings from the FHLB. Each FHLB credit program has its own interest rate, which may be fixed or variable, and range of maturities. The FHLB may prescribe the acceptable uses to which the advances may be put, as well as on the size of the advances and repayment provisions. Borrowings from the FHLB were \$6,000,000 and \$14,000,000 at September 30, 2015 and December 31, 2014, respectively. The FHLB advances are secured by the pledge of commercial real estate loans, investment securities and cash.

### *Capital resources*

On May 1, 2009, as part of the Capital Purchase Program established by the U.S. Department of the Treasury under the Emergency Economic Stabilization Act of 2008, the Company entered into a Letter Agreement and Securities Purchase Agreement—Standard Terms with the Treasury, pursuant to which the Company sold (i) 14,738 shares of the Company’s Fixed Rate Cumulative Perpetual Preferred Stock, Series A, par value \$4.00 per share, having a liquidation preference of \$1,000 per share and (ii) a Warrant to purchase 31,190 shares of the Company’s common stock at an initial exercise price of \$70.88 per share, subject to certain anti-dilution and other adjustments, for an aggregate purchase price of \$14,738,000 in cash. The fair value of the preferred stock was estimated using discounted cash flow methodology at an assumed market equivalent rate of 13%, with 20 quarterly payments over a five year period, and was determined to be \$10,208,000. The fair value of the Warrant was estimated using the Black-Scholes option pricing model, with assumptions of 25% volatility, a risk-free rate of 2.03%, a yield of 6.162% and an estimated life of 5 years, and was determined to be \$534,000. The aggregate fair value for both the preferred stock and Warrant was

determined to be \$10,742,000 with 95% of the aggregate attributable to the preferred stock and 5% attributable to the Warrant. Therefore, the \$14,738,000 issuance was allocated with \$14,006,000 being assigned to the preferred stock and \$732,000 being allocated to the Warrant. The difference between the \$14,738,000 face value of the preferred stock and the amount allocated of \$14,006,000 to the preferred stock was accreted as a discount on the preferred stock using the effective interest rate method over five years.

The preferred stock qualifies as Tier 1 capital and paid cumulative dividends at a rate of 5% until May 1, 2014, at which time the rate increased to 9%. The preferred stock is generally non-voting, other than on certain matters that could adversely affect the preferred stock.

The Warrant is immediately exercisable. The Warrant provides for the adjustment of the exercise price and the number of shares of common stock issuable upon exercise pursuant to customary anti-dilution provisions, such as upon stock splits or distributions of securities or other assets to holders of common stock, and upon certain issuances of common stock at or below a specified price relative to the then-current market price of common stock. The Warrant expires ten years from the issuance date. Pursuant to the Purchase Agreement, the Treasury has agreed not to exercise voting power with respect to any shares of common stock issued upon exercise of the Warrant.

In accordance with the Company's written agreement with the Reserve Bank, the Company has been deferring quarterly cash dividends on the preferred stock since May 2011. The total arrearage on such preferred stock as of September 30, 2015 was \$1,903,175 (after forgiveness of \$2,215,009 in accrued dividends in connection with the standby rights offering). This amount has been accrued for and is included in other liabilities in the consolidated balance sheet.

In November 2013, the Company participated in a successful auction of the Company's preferred stock by the Treasury that resulted in the purchase of the securities by private and institutional investors.

On December 4, 2013, the Company issued 1,086,500 new shares of common stock through a private placement to directors and executive officers. The sale raised \$1,684,075 in new capital for the Company. The \$1.55 sale price for the common shares was equal to the stock's book value at September 30, 2013, which represented a 30% premium over the closing price of the stock on December 3, 2013.

On August 6, 2014, the Company filed Articles of Amendment to its Articles of Incorporation with the Virginia State Corporation Commission to effect a reverse stock split of its outstanding common stock which became effective on August 8, 2014. As a result of the reverse split, every sixteen shares of the Company's issued and outstanding common stock were consolidated into one issued and outstanding share of common stock.

On March 27, 2015, the Company completed a rights offering to shareholders and concurrent standby offering to Kenneth R. Lehman, in which the Company issued an aggregate of 1,051,866 shares of common stock (the total number of shares offered) at \$13.87 per share for aggregate gross proceeds of \$14,589,381 (including the value of the Company's preferred stock exchanged by Mr. Lehman for shares of common stock of \$4,618,813). In connection with the Rights Offering, 283,293 shares were issued to shareholders upon exercise of their basic subscription rights and 191,773 shares were issued to shareholders upon exercise of their oversubscription privileges (approximately 36.9% of the total number of shares requested pursuant to oversubscription privileges). In connection with the Standby Offering, Mr. Lehman purchased an aggregate of 576,800 shares of the Company's common stock, 333,007 of which were issued in exchange for 9,023 shares of the Company's preferred stock and 243,793 of which were purchased for cash. Also, as part of the Standby Offering, Mr. Lehman forgave \$2,215,009 in accrued and unpaid dividends on the preferred stock.

The Company meets eligibility criteria of a small bank holding company in accordance with the Federal Reserve Board's Small Bank Holding Company Policy Statement issued in February 2015, and is no longer obligated to report consolidated regulatory capital. The Bank continues to be subject to various capital requirements administered by banking agencies.

The following table presents the composition of regulatory capital and the capital ratios for the Bank at the dates indicated (dollars in thousands):

	September 30, 2015		December 31, 2014	
<b>Tier 1 capital</b>				
Total bank equity capital	\$ 37,519		\$ 30,158	
Net unrealized loss on available-for-sale securities	291		644	
Defined benefit postretirement plan	71		77	
Disallowed intangible assets	(50	)	(198	)
Total Tier 1 capital	37,831		30,681	
<b>Tier 2 capital</b>				
Allowance for loan losses	3,784		3,572	
Total Tier 2 capital	3,784		3,572	
Total risk-based capital	41,615		34,253	
Risk-weighted assets	\$ 301,024		\$ 283,581	
Average assets	\$ 423,454		\$ 427,113	
<b>Capital ratios</b>				
Leverage ratio (Tier 1 capital to average assets)	8.93	%	7.18	%
Common equity tier 1 capital ratio (CET 1)	12.57	%	N/A	
Tier 1 capital to risk-weighted assets	12.57	%	10.82	%
Total capital to risk-weighted assets	13.82	%	12.08	%
Equity to total assets	8.93	%	6.99	%

Under new capital guidelines discussed more fully following, the Bank must identify high volatility commercial real estate ("HVCRE) loans which are defined as a credit facility that, prior to conversion to permanent financing, finances or has financed the acquisition, development, or construction of real property, unless the facility finances (1) one to four family residential properties; (2) certain community development projects; (3) the purchase or development of agricultural land; (4) commercial real estate projects that meet the criteria in the rule, including criteria regarding the loan-to-value ratio and capital contributions to the project. Under the new guidelines, HVCRE loans are risk weighted at 150% for capital ratios purposes rather than 100% as with other loans.

Federal regulatory agencies are required by law to adopt regulations defining five capital tiers: well capitalized, adequately capitalized, under capitalized, significantly under capitalized, and critically under capitalized. The Bank met the ratio requirements to be categorized “well capitalized” institution as of September 30, 2015 and December 31, 2014. However, due to the existence of the Consent Order, the Bank was considered adequately capitalized as of such dates. The Consent Order requires the Bank to maintain a leverage ratio of at least 8% and a total capital to risk-weighted assets ratio of at least 11%. As a result of the Company’s Rights Offering and Standby Offering completed on March 27, 2015, the Bank’s leverage ratio increased to 8.93% and the total capital to risk weighted assets ratio increased to 13.82% bringing the Bank into compliance with the ratios required by the Consent Order. When capital falls below the “well capitalized” requirement, consequences can include: new branch approval could be withheld; more frequent examinations by the FDIC; brokered deposits cannot be renewed without a waiver from the FDIC; and other potential limitations as described in FDIC Rules and Regulations Sections 337.6 and 303, and FDIC Act Section 29. In addition, the FDIC insurance assessment increases when an institution falls below the “well capitalized” classification.

In July 2013, the Board of Governors of the Federal Reserve Board and the FDIC approved the final rules implementing the Basel Committee on Banking Supervision's capital guidelines for U.S. banks (commonly known as Basel III). Under the final rules, which began for the Company and the Bank on January 1, 2015 and are subject to a phase-in period through January 1, 2019, minimum requirements will increase for both the quantity and quality of capital held by the Company and the Bank. The rules include a new common equity Tier 1 capital to risk-weighted assets ratio (“CET1 ratio”) of 4.5% and a capital conservation buffer of 2.5% of risk-weighted assets, which when fully phased-in, effectively results in a minimum CET1 ratio of 7.0%. Basel III raises the minimum ratio of Tier 1 capital to risk-weighted assets from 4.0% to 6.0% (which, with the capital conservation buffer, effectively results in a minimum Tier 1 capital ratio of 8.5% when fully phased-in), effectively results in a minimum total capital to risk-weighted assets ratio of 10.5% (with the capital conservation buffer fully phased-in), and requires a minimum leverage ratio of 4.0%. Basel III also makes changes to risk weights for certain assets and off-balance-sheet exposures. Management expects that the capital ratios for the Company and the Bank under Basel III will continue to exceed the well capitalized minimum capital requirements.

## Liquidity

Liquidity represents the ability of a company to convert assets into cash or cash equivalents without significant loss, and the ability to raise additional funds by increasing liabilities. 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 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 our investment portfolio is fairly predictable and subject to a high degree of control at the time investment decisions are made. However, net deposit inflows and outflows are far less predictable and are not subject to the same degree of control.

At September 30, 2015, our liquid assets, consisting of cash, cash equivalents and investment securities available for sale totaled \$65,670,000, or 16% of total assets. Investment securities traditionally provide a secondary source of

liquidity since they can be converted into cash in a timely manner. However, approximately \$6,000,000 of these securities is pledged against current and potential fundings.

Our holdings of liquid assets plus the ability to maintain and expand our deposit base and borrowing capabilities serve as our principal sources of liquidity. We plan to meet our future cash needs through the liquidation of temporary investments, the generation of deposits, and from additional borrowings. In addition, we will receive cash upon the maturity and sale of loans and the maturity of investment securities. We maintain two federal funds lines of credit with correspondent banks totaling \$17 million for which there were no borrowings against the lines at September 30, 2015. Subsequent to September 30, 2015 the secured line reverted to an unsecured status in the amount of \$5 million bringing our total unsecured availability to \$10 million.

At September 30, 2015, we had commitments to originate \$61,530,000 of loans. Fixed commitments to incur capital expenditures were less than \$25,000 at September 30, 2015. Certificates of deposit scheduled to mature in the 12-month period ending September 30, 2016 totaled \$93,438,000. We believe that a significant portion of such deposits will remain with us. We further believe that deposit growth, loan repayments and other sources of funds will be adequate to meet our foreseeable short-term and long-term liquidity needs.

#### Interest rate sensitivity

An important element of asset/liability management is the monitoring of our sensitivity to interest rate movements. In order to measure the effects of interest rates on our net interest income, management takes into consideration the expected cash flows from the securities and loan portfolios and the expected magnitude of the repricing of specific asset and liability categories. We evaluate interest sensitivity risk and then formulate guidelines to manage this risk based on management's outlook regarding the economy, forecasted interest rate movements and other business factors. Our goal is to maximize and stabilize the net interest margin by limiting exposure to interest rate changes.

Contractual principal repayments of loans do not necessarily reflect the actual term of our loan portfolio. The average lives of mortgage loans are substantially less than their contractual terms because of loan prepayments and because of enforcement of due-on-sale clauses, which gives us the right to declare a loan immediately due and payable in the event, among other things, the borrower sells the real property subject to the mortgage and the loan is not repaid. In addition, certain borrowers increase their equity in the security property by making payments in excess of those required under the terms of the mortgage.

The sale of fixed rate loans is intended to protect us from precipitous changes in the general level of interest rates. The valuation of adjustable rate mortgage loans is not as directly dependent on the level of interest rates as is the value of fixed rate loans. As with other investments, we regularly monitor the appropriateness of the level of adjustable rate mortgage loans in our portfolio and may decide from time to time to sell such loans and reinvest the proceeds in other adjustable rate investments.

#### Critical accounting policies

##### *General*

The accounting and reporting policies of the Company and its subsidiary are in accordance with accounting principles generally accepted in the United States of America and conform to general practices within the banking industry. The



Company's financial position and results of operations are affected by management's application of accounting policies, including estimates, assumptions and judgments made to arrive at the carrying value of assets and liabilities, and amounts reported for revenues, expenses and related disclosures. Different assumptions in the application of these policies could result in material changes in the Company's consolidated financial position and/or results of operations.

The more critical accounting and reporting policies include the Company's accounting for the allowance for loan losses, troubled debt restructurings, real estate acquired in settlement of loans and income taxes. The Company's accounting policies are fundamental to understanding the Company's consolidated financial position and consolidated results of operations.

The following is a summary of the Company's critical accounting policies that are highly dependent on estimates, assumptions, and judgments.

### *Allowance for loan losses*

We monitor and maintain an allowance for loan losses to absorb an estimate of probable losses inherent in the loan portfolio. We maintain policies and procedures that address the systems of controls over the following areas of maintenance of the allowance: the systematic methodology used to determine the appropriate level of the allowance to provide assurance they are maintained in accordance with accounting principles generally accepted in the United States of America; the accounting policies for loan charge-offs and recoveries; the assessment and measurement of impairment in the loan portfolio; and the loan grading system.

The allowance reflects management's best estimate of probable losses within the existing loan portfolio and of the risk inherent in various components of the loan portfolio, including loans identified as impaired as required by FASB Codification Topic 310: *Receivables*. Loans evaluated individually for impairment include non-performing loans, such as loans on non-accrual, loans past due by 90 days or more, restructured loans and other loans selected by management. The evaluations are based upon discounted expected cash flows or collateral valuations. If the evaluation shows that a loan is individually impaired, then a specific reserve is established for the amount of impairment.

Loans are grouped by similar characteristics, including the type of loan, the assigned loan classification and the general collateral type. A loss rate reflecting the expected loss inherent in a group of loans is derived based upon estimates of default rates for a given loan grade, the predominant collateral type for the group and the terms of the loan. The resulting estimate of losses for groups of loans is adjusted for relevant environmental factors and other conditions of the portfolio of loans and leases, including: borrower and industry concentrations; levels and trends in delinquencies, charge-offs and recoveries; changes in underwriting standards and risk selection; level of experience, ability and depth of lending management; and national and local economic conditions.

The amounts of estimated impairment for individually evaluated loans and groups of loans are added together for a total estimate of loan losses. This estimate of losses is compared to our allowance for loan losses as of the evaluation date and, if the estimate of losses is greater than the allowance, an additional provision to the allowance would be made. If the estimate of losses is less than the allowance, the degree to which the allowance exceeds the estimate is evaluated to determine whether the allowance falls outside a range of estimates. If the estimate of losses is below the range of reasonable estimates, the allowance would be reduced by way of a credit to the provision for loan losses. We recognize the inherent imprecision in estimates of losses due to various uncertainties and variability related to the factors used, and therefore a reasonable range around the estimate of losses is derived and used to ascertain whether the allowance is too high. If different assumptions or conditions were to prevail and it is determined that the allowance is not adequate to absorb the new estimate of probable losses, an additional provision for loan losses would be made,

which amount may be material to the financial statements.

The allowance for loan losses at each of the periods presented includes an amount that could not be identified to individual types of loans referred to as the unallocated portion of the allowance. We recognize the inherent imprecision in estimates of losses due to various uncertainties and variability related to the factors used, and therefore a reasonable range around the estimate of losses is derived and used to ascertain whether the allowance is too high. We concluded that the unallocated portion of the allowance was warranted given the continued higher level of classified assets and was within a reasonable range around the estimate of losses.

### ***Troubled debt restructurings***

A loan is accounted for as a TDR if we, for economic or legal reasons, grant a concession to a borrower considered to be experiencing financial difficulties that we would not otherwise consider. A TDR may involve the receipt of assets from the debtor in partial or full satisfaction of the loan, or a modification of terms such as a reduction of the stated interest rate or balance of the loan, a reduction of accrued interest, an extension of the maturity date or renewal of the loan at a stated interest rate lower than the current market rate for a new loan with similar risk, or some combination of these concessions. TDRs can be in either accrual or nonaccrual status. Nonaccrual TDRs are included in nonperforming loans. Accruing TDRs are generally excluded from nonperforming loans as it is considered probable that all contractual principal and interest due under the restructured terms will be collected. TDRs generally remain categorized as nonperforming loans and leases until a six-month payment history has been maintained.

In accordance with current accounting guidance, loans modified as TDRs are, by definition, considered to be impaired loans. Impairment for these loans is measured on a loan-by-loan basis similar to other impaired loans as described above under ***Allowance for loan losses***. Certain loans modified as TDRs may have been previously measured for impairment under a general allowance methodology (i.e., pooling), thus at the time the loan is modified as a TDR the allowance will be impacted by the difference between the results of these two measurement methodologies. Loans modified as TDRs that subsequently default are factored into the determination of the allowance in the same manner as other defaulted loans.

### ***Real estate acquired in settlement of loans***

Real estate acquired in settlement of loans represent properties acquired through foreclosure or physical possession. Write-downs to fair value less cost to sell of foreclosed assets at the time of transfer are charged to allowance for loan losses. Subsequent to foreclosure, the Company periodically evaluates the value of foreclosed assets held for sale and records an impairment charge for any subsequent declines in fair value less selling costs. Subsequent declines in value are charged to operations. Fair value is based on an assessment of information available at the end of a reporting period and depends upon a number of factors, including historical experience, economic conditions, and issues specific to individual properties. The evaluation of these factors involves subjective estimates and judgments that may change.



### ***Income taxes***

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. If current available information raises doubt as to the realization of the deferred tax assets, a valuation allowance may be established. Management considers the determination of this valuation allowance to be a critical accounting policy due to the need to exercise significant judgment in evaluating the amount and timing of recognition of deferred tax liabilities and assets, including projections of future taxable income. These judgments and estimates are reviewed on a continual basis as regulatory and business factors change. A valuation allowance for deferred tax assets may be required if the amounts of taxes recoverable through loss carry backs decline, or if management projects lower levels of future taxable income. Management determined that as of September 30, 2015 and December 31, 2014, the objective negative evidence represented by the Company's recent losses outweighed the more subjective positive evidence and, as a result, recognized a valuation allowance of \$12,072,000 and \$12,274,000 respectively, representing all of the net deferred tax asset that is dependent on future earnings of the Company at the indicated date.

### **Impact of inflation and changing prices**

The Company's consolidated financial statements included herein have been prepared in accordance with generally accepted accounting principles in the United States of America, which require the Company to measure financial position and operating results primarily in terms of historical dollars. Changes in the relative value of money due to inflation or recession are generally not considered. The primary effect of inflation on the operations of the Company is reflected in increased operating costs. In management's opinion, changes in interest rates affect the financial condition of a financial institution to a far greater degree than changes in the inflation rate. While interest rates are greatly influenced by changes in the inflation rate, they do not necessarily change at the same rate or in the same magnitude as the inflation rate. Interest rates are highly sensitive to many factors that are beyond the control of the Company, including changes in the expected rate of inflation, the influence of general and local economic conditions and the monetary and fiscal policies of the United States government, its agencies and various other governmental regulatory authorities.

### **ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not Applicable.

### **ITEM 4 – CONTROLS AND PROCEDURES**

The Company's Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act")) as of September 30, 2015. Based on that evaluation, management concluded that the Company's disclosure controls and procedures were effective as of September 30, 2015 in ensuring that all material information required to be disclosed in reports that it files or submits under the Exchange Act is recorded, processed summarized and reported with the time periods specified in SEC rules and regulations and that such information is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

The Company's management is also responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. There were no changes in our internal control over financial reporting identified in connection with the evaluation of it that occurred during the Company's last fiscal quarter that materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

**PART II – OTHER INFORMATION**

**ITEM 1 – LEGAL PROCEEDINGS**

In the course of its operations, the Company may become a party to legal proceedings. Except as previously reported, there are no material pending legal proceedings to which the Company is party or of which the property of the Company is subject.

**ITEM 1A – RISK FACTORS**

Not applicable.

**ITEM 2 – UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

Not applicable.

**ITEM 3 – DEFAULTS UPON SENIOR SECURITIES**

The Company is currently prohibited by its Written Agreement with the Reserve Bank from making dividend or interest payments on the preferred stock or trust preferred capital notes without prior regulatory approval. In addition, the Consent Order with the Supervisory Authorities provides that the Bank will not pay any dividends, pay bonuses or make any other form of payment outside the ordinary course of business resulting in a reduction in capital, without regulatory approval. At September 30, 2015, the aggregate amount of all of the Company's total accrued but deferred dividend payments on the preferred stock was \$1,903,175.

**ITEM 4 – MINE SAFETY DISCLOSURES**

None.



**ITEM 5 – OTHER INFORMATION**

Not applicable.

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**ITEM 6 – EXHIBITS**

31.1 Certification of Chief Executive Officer

31.2 Certification of Chief Financial Officer

32.1 Statement of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350

The following materials from the Village Bank and Trust Financial Corp. Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 formatted in eXtensible Business Reporting Language (XBRL): (i) 101 Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Changes in Comprehensive Income, (iv) Consolidated Statements of Shareholders' Equity, (v) Consolidated Statements of Cash Flows, and (vi) Notes to Condensed Consolidated Financial Statements.

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SIGNATURES

In accordance with 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.

VILLAGE BANK AND  
TRUST FINANCIAL CORP.

Date: November 4, 2015 By: /s/ William G. Foster, Jr.  
William G. Foster, Jr.  
President and Chief Executive  
Officer

Date: November 4, 2015 By: /s/ C. Harril Whitehurst, Jr.  
C. Harril Whitehurst, Jr.  
Executive Vice President and  
Chief Financial Officer

**EXHIBIT INDEX**

Exhibit  
Number Document

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