Village Bank & Trust Financial Corp.
Form 10-Q
August 15, 2012

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

FORM 10-Q
QUARTERLY REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2012

TRANSITION REPORT UNDER SECTION 13 OR 15(d)
OF THE EXCHANGE ACT

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 (State or other jurisdiction of incorporation or organization)	16-1694602 (I.R.S. Employer Identification No.)
15521 Midlothian Turnpike, Midlothian, Virginia (Address of principal executive offices)	23113 (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 x 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 S 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 x

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

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

4,251,795 shares of common stock, $4.00 par value, outstanding as of August 3, 2012

Village Bank and Trust Financial Corp.
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PART I – FINANCIAL INFORMATION

ITEM 1 – FINANCIAL STATEMENTS

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Balance Sheet
June 30, 2012 (Unaudited) and December 31, 2011

	June 30, 2012	December 31, 2011
Assets		
Cash and due from banks	$ 23,271,435	$ 55,557,541
Federal funds sold	3,834,563	7,228,475
Total cash and cash equivalents	27,105,998	62,786,016
Investment securities available for sale	36,696,282	30,163,292
Loans held for sale	19,729,508	16,168,405
Loans		
Outstandings	393,035,350	427,870,716
Allowance for loan losses	(14,865,722)	(16,071,424)
Deferred fees and costs	751,748	767,775
	378,921,376	412,567,067
Premises and equipment, net	26,286,493	26,826,524
Accrued interest receivable	1,910,147	2,046,524
Bank owned life insurance	6,159,335	6,065,305
Other real estate owned	17,677,080	9,177,167
Restricted equity securities	2,767,886	2,989,286
Other assets	7,208,307	12,914,733
	$ 524,462,412	$ 581,704,319
Liabilities and Stockholders' Equity		
Liabilities		
Deposits		
Noninterest bearing demand	$ 64,348,408	$ 66,534,956
Interest bearing	386,071,500	418,986,096
Total deposits	450,419,908	485,521,052
Federal Home Loan Bank advances	29,000,000	37,750,000
Long-term debt - trust preferred securities	8,764,000	8,764,000
Other borrowings	5,062,344	5,778,661
Accrued interest payable	703,817	592,283
Other liabilities	5,458,402	7,050,681
Total liabilities	499,408,471	545,456,677
Stockholders' equity		
Preferred stock, $4 par value, $1,000 liquidation preference	58,952	58,952
1,000,000 shares authorized, 14,738 shares issued and outstanding		

Common stock, $4 par value - 10,000,000 shares issued and outstanding 4,251,795 shares issued and outstanding at June 30, 2012 4,243,378 shares issued and outstanding at December 31, 2011		17,007,180		16,973,512
Additional paid-in capital		40,704,021		40,732,178
Retained earnings (deficit)		(33,438,097)		(21,895,557)
Preferred stock warrant		732,479		732,479
Discount on preferred stock		(272,921)		(346,473)
Accumulated other comprehensive income (loss)		262,327		(7,449)
Total stockholders' equity		25,053,941		36,247,642
	$	524,462,412	$	581,704,319

See accompanying notes to consolidated financial statements

Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Operations
Three and Six Months Ended June 30, 2012 and 2011
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Interest income				
Loans	$5,614,263	$6,767,421	$11,513,471	$13,808,189
Investment securities	215,196	352,798	365,545	653,124
Federal funds sold	11,621	20,481	32,553	38,804
Total interest income	5,841,080	7,140,700	11,911,569	14,500,117
Interest expense				
Deposits	1,245,465	1,905,320	2,604,018	3,944,196
Borrowed funds	244,135	297,158	535,121	579,849
Total interest expense	1,489,600	2,202,478	3,139,139	4,524,045
Net interest income	4,351,480	4,938,222	8,772,430	9,976,072
Provision for loan losses	6,660,000	900,000	8,395,000	1,903,000
Net interest income (loss) after provision for loan losses	(2,308,520)	4,038,222	377,430	8,073,072
Noninterest income				
Service charges and fees	540,335	498,432	1,047,978	871,382
Gain on sale of loans	2,191,229	1,636,240	3,941,892	3,008,918
Gain (loss) on sale of securities	99,470	19	263,677	63,144
Rental income	182,199	164,620	393,197	299,069
Other	121,896	106,554	211,855	201,072
Total noninterest income	3,135,129	2,405,865	5,858,599	4,443,585
Noninterest expense				
Salaries and benefits	3,305,869	3,195,283	6,404,093	6,245,399
Occupancy	579,931	518,712	1,160,800	994,448
Equipment	202,616	224,150	407,980	444,220
Supplies	105,311	109,785	197,213	225,944
Professional and outside services	733,909	523,092	1,369,291	1,089,446
Advertising and marketing	47,983	111,584	124,046	234,423
Expenses related to foreclosed real estate	677,848	361,896	1,796,623	824,212
Other operating expenses	1,027,500	1,010,448	2,030,721	1,877,307
Total noninterest expense	6,680,967	6,054,950	13,490,767	11,935,399
Net income (loss) before income taxes	(5,854,358)	389,137	(7,254,738)	581,258
Income tax expense	3,881,914	132,306	3,881,914	241,706
Net income (loss)	(9,736,272)	256,831	(11,136,652)	339,552
Preferred stock dividends and amortization of discount	185,449	220,169	405,898	438,227

Net income (loss) available to common shareholders	$(9,921,721)	$36,662	$(11,542,550)	$(98,675)
Earnings (loss) per share, basic	$(2.33)	$0.01	$(2.72)	$(0.02)
Earnings (loss) per share, diluted	$(2.33)	$0.01	$(2.72)	$(0.02)

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Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Comprehensive Income (Loss)
Three and Six Months Ended June 30, 2012 and 2011
(Unaudited)

	For the Three Months Ended June 30,					
	2012			2011		
	Amount	Tax Expense (Benefit)	Total	Amount	Tax Expense (Benefit)	Total
Net Income (loss)	$ (5,854,358)	$ 3,881,914	$ (9,736,272)	$ 389,137	$ 132,306	$ 256,831
Other comprehensive income:						
Unrealized holding gains arising during the period	1,046,534	355,821	690,712	(692,993)	(235,618)	(457,375)
Reclassification adjustment for gains realized in income	(99,470)	(33,820)	(65,650)	(19)	(6)	(13)
Minimum pension adjustment	3,250	1,105	2,145	3,250	1,105	2,145
Total other comprehensive income	950,314	323,107	627,207	(689,762)	(234,519)	(455,243)
Total comprehensive income (loss)	$ (4,904,044)	$ 4,205,021	$ (9,109,065)	$ (300,625)	$ (102,213)	$ (198,412)

	For the Six Months Ended June 30,					
	2012			2011		
	Amount	Tax Expense (Benefit)	Total	Amount	Tax Expense (Benefit)	Total
Net Income (loss)	$ (7,254,738)	$ 3,881,914	$ (11,136,652)	$ 581,258	$ 241,706	$ 339,552
Other comprehensive income:						
Unrealized holding gains arising during the period	665,929	226,416	439,513	1,103,971	375,350	728,621
Reclassification adjustment for gains realized in income	(263,677)	(89,650)	(174,027)	(63,144)	(21,469)	(41,675)
Minimum pension adjustment	6,500	2,210	4,290	6,500	2,210	4,290
	408,752	138,976	269,776	1,047,327	356,091	691,236

Total other comprehensive income						
Total comprehensive income (loss)	$ (6,845,986)	$ 4,020,890	$ (10,866,876)	$ 1,628,585	$ 597,797	$ 1,030,788

See accompanying notes to consolidated financial statements

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Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Stockholders' Equity
Six Months Ended June 30, 2012 and 2011
(Unaudited)

	Preferred Stock	Common Stock	Additional Paid-in Capital	Retained Earnings (Deficit)	Warrant	Discount on Preferred Stock	Ac Co In
Balance, December 31, 2005		7,418,472	9,191,567	585,416			
Issuance of common stock		2,829,880	4,374,314	-			
Stock based compensation		-	23,007	-			
Minimum pension adjustment (net of income taxes of $75,112)		-	-	-			
Balance, December 31, 2011	$ 58,952	$ 16,973,512	$ 40,732,178	$ (21,895,557)	$ 732,479	$ (346,473)	$
Amortization of preferred stock discount	-			(73,552)	-	73,552	
Preferred stock dividend	-	-		(332,336)	-	-	
Issuance of common stock	-	33,668	(33,668)	-	-	-	
Stock based compensation			5,511				
Minimum pension adjustment (net of income taxes of $2,917)	-	-	-	-	-	-	
Net income (loss)	-	-	-	(11,136,652)	-	-	
Change in unrealized gain on investment securities available-for-sale, net of reclassification and tax effect	-	-	-	-	-	-	

Balance, June 30, 2012	$ 58,952	$ 17,007,180	$ 40,704,021	$ (33,438,097)	$ 732,479	$ (272,921)	$
Balance, December 31, 2010	$ 58,952	$ 16,953,664	$ 40,633,581	$ (9,192,552)	$ 732,479	$ (492,456)	$
Amortization of preferred stock discount	-			(72,806)	-	72,806	
Preferred stock dividend	-	-		(365,421)	-	-	
Issuance of common stock	-	19,848	(19,848)	-	-	-	
Stock based compensation			59,223				
Minimum pension adjustment (net of income taxes of $2,917)	-	-	-	-	-	-	
Net income (loss)	-	-	-	339,552	-	-	
Change in unrealized gain on investment securities available-for-sale, net of reclassification and tax effect	-	-	-	-	-	-	
Balance, June 30, 2011	$ 58,952	$ 16,973,512	$ 40,672,956	$ (9,291,227)	$ 732,479	$ (419,650)	$

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Village Bank and Trust Financial Corp. and Subsidiary
Consolidated Statements of Cash Flows
Six Months Ended June 30, 2012 and 2011
(Unaudited)

	Six Months Ended June 30, 2012	2011
Cash Flows from Operating Activities		
Net income (loss)	$ (11,136,652)	$ 339,552
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	764,926	716,443
Deferred income taxes	(4,290,620)	(3,710,085)
Valuation allowance on deferred tax asset	6,281,101	-
Provision for loan losses	8,395,000	1,903,000
Write-down of other real estate owned	943,560	427,237
Gain on securities sold	(263,678)	(63,144)
Gain on loans sold	(3,941,892)	(3,008,918)
Loss on sale of other real estate owned	43,618	86,824
Stock compensation expense	5,511	59,223
Proceeds from sale of mortgage loans	140,739,661	114,982,327
Origination of mortgage loans for sale	(140,358,872)	(104,077,018)
Amortization of premiums and accrection of discounts on securities, net	130,888	56,757
(Increase) decrease in interest receivable	136,377	(231,244)
Increase in bank owned life insurance	(94,030)	(100,228)
Decrease in other assets	5,901,368	4,188,569
Increase in interest payable	111,534	82,335
Decrease in other liabilities	(4,021,112)	1,176,406
Net cash provided by (used in) operating activities	(653,312)	12,828,036
Cash Flows from Investing Activities		
Purchases of available for sale securities	(36,395,416)	(62,377,306)
Proceeds from the sale or calls of available for sale securities	28,804,399	803,100
Proceeds from maturities and principal payments of available for sale securities	1,593,068	62,996,221
Net decrease in loans	14,634,257	5,347,767
Proceeds from sale of other real estate owned	1,129,343	2,382,588
Purchases of premises and equipment	(224,896)	(579,743)
Net cash provided by investing activities	9,540,755	8,572,627
Cash Flows from Financing Activities		
Net increase (decrease) in deposits	(35,101,144)	6,964,761
Net increase (decrease) in Federal Home Loan Bank Advances	(8,750,000)	10,000,000
Net increase (decrease) in other borrowings	(716,317)	1,568,180
Net cash provided by (used in) financing activities	(44,567,461)	18,532,941

Net increase (decrease) in cash and cash equivalents		(35,680,018)		39,933,604
Cash and cash equivalents, beginning of period		62,786,016		12,012,311
Cash and cash equivalents, end of period	$	27,105,998	$	51,945,915
Supplemental Schedule of Non Cash Activities				
Real estate owned assets acquired in settlement of loans	$	10,616,434	$	2,850,739
Dividends on preferred stock accrued	$	332,336	$	-

See accompanying notes to consolidated financial statements.

Village Bank and Trust Financial Corp. and Subsidiary
Notes to Condensed Consolidated Financial Statements
Three and Six Months Ended June 30, 2012 and 2011 (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 three wholly-owned subsidiaries, Village Bank Mortgage Company, Village Insurance Agency, Inc., and Village Financial Services Company. All material intercompany balances and transactions have been eliminated in consolidation.

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 three and six month periods ended June 30, 2012 are not necessarily indicative of the results to be expected for the full year ending December 31, 2012. 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, 2011 as filed with the Securities and Exchange Commission.

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 income for the period. Actual results could differ significantly from those estimates. A material estimate that is particularly susceptible to significant change in the near term relates to the determination of the allowance for loan losses and the related provision.

Note 3 - Earnings (loss) per common share

The following table presents the basic and diluted earnings per share computations:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Numerator				
Net income (loss) - basic and diluted	$(9,736,272)	$256,831	$(11,136,652)	$339,552
Preferred stock dividend and accretion	185,449	220,169	405,898	438,227
Net income (loss) available to common shareholders	$(9,921,721)	$36,662	$(11,542,550)	$(98,675)
Denominator				
Weighted average shares outstanding - basic	4,250,579	4,243,378	4,250,579	4,242,665
Dilutive effect of common stock options and restricted stock awards	-	-	-	-
Weighted average shares outstanding - diluted	4,250,579	4,243,378	4,250,579	4,242,665
Earnings (loss) per share - basic and diluted				
Earnings (loss) per share - basic	$(2.33)	$0.01	$(2.72)	$(0.02)
Effect of dilutive common stock options	-	-	-	-
Earnings (loss) per share - diluted	$(2.33)	$0.01	$(2.72)	$(0.02)

Outstanding options and warrants to purchase common stock were considered in the computation of diluted earnings per share for the periods presented. Stock options for 261,530 shares of common stock were not included in computing diluted earnings per share for the three and six months ended June 30, 2012 because their effects were anti-dilutive. Warrants for 499,029 shares of common stock were not included in computing earnings per share in 2012 and 2011 because their effects were also anti-dilutive.

Note 4 – Investment securities available for sale

At June 30, 2012 and December 31, 2011, 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
June 30, 2012						
US Government Agencies						
More than ten years	$15,300	$18,264	$472	$-	$18,736	3.27 %
	15,300	18,264	472	-	18,736	3.27 %
Mortgage-backed securities						
One to five years	3	3	-	-	3	0.01 %
More than ten years	11,363	11,961	64	(10)	12,016	1.51 %
Total	11,366	11,964	64	(10)	12,019	1.51 %
Municipals						
Five to ten years	3,500	4,137	5	-	4,142	2.56 %
More than ten years	1,550	1,784	15	-	1,799	3.52 %
Total	5,050	5,921	20	-	5,941	2.85 %
Total investment securities	$31,716	$36,149	$557	$(10)	$36,696	2.63 %
December 31, 2011						
US Government Agencies						
More than ten years	$2,000	$2,000	$1	$-	$2,001	3.81 %
Mortgage-backed securities						
One to five years	11	11	-	-	11	0.01 %
More than ten years	19,870	20,621	220	(49)	20,792	1.83 %
Total	19,881	20,632	220	(49)	20,803	1.83 %
Other investments						
More than ten years	7,356	7,386	-	(27)	7,359	0.55 %
Total investment securities	$29,237	$30,018	$221	$(76)	$30,163	1.65 %

Investment securities available for sale that have an unrealized loss position at June 30, 2012 and December 31, 2011 are detailed below (dollars in thousands).

	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
June 30, 2012			(in Thousands)			
Mortgage-backed securities	$2,331	$(10)	$3	$-	$2,334	$(10)
Total	$2,331	$(10)	$3	$-	$2,334	$(10)

December 31, 2011						
US Treasuries	$7,358	$(27)	$-	$-	$7,358	$(27)
Mortgage-backed securities	10,221	(47)	205	(2)	10,426	(49)
Total	$17,579	$(74)	$205	$(2)	$17,784	$(76)

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Management does not believe that any individual unrealized loss as of June 30, 2012 and December 31, 2011 is other than a temporary impairment. These unrealized losses are primarily attributable to changes in interest rates. As of June 30, 2012, 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.

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).

	June 30, 2012		December 31, 2011	
	Amount	%	Amount	%
Construction and land development				
Residential	$7,442	1.89 %	$7,906	1.85 %
Commercial	55,828	14.20 %	72,621	16.97 %
Total construction and land development	63,270	16.09 %	80,527	18.82 %
Commercial real estate				
Farmland	2,447	0.62 %	2,465	0.58 %
Commercial real estate - owner occupied	100,149	25.48 %	105,592	24.68 %
Commercial real estate - non-owner occupied	55,891	14.22 %	54,059	12.63 %
Multifamily	6,960	1.77 %	6,680	1.56 %
Total commercial real estate	165,447	42.09 %	168,796	39.45 %
Consumer real estate				
Home equity lines	28,365	7.22 %	30,687	7.17 %
Secured by 1-4 family residential, secured by first deeds of trust	84,775	21.58 %	93,219	21.79 %
Secured by 1-4 family residential, secured by second deeds of trust	10,095	2.57 %	12,042	2.81 %
Total consumer real estate	123,235	31.37 %	135,948	31.77 %
Commercial and industrial loans (except those secured by real estate)	37,529	9.55 %	37,734	8.82 %
Consumer and other	3,554	0.90 %	4,865	1.14 %
Total Loans	393,035	100.0 %	427,870	100.0 %
Deferred loan cost (unearned income), net	752		768	
Less: Allowance for loan losses	(14,866)		(16,071)	
	$378,921		$412,567	

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. 1-4 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.

The following tables provide information on the risk rating of loans at the dates indicated:

	June 30, 2012				
	Risk Rated 1-4	Risk Rated 5	Risk Rated 6	Risk Rated 7	Total Loans
Construction and land development					
Residential	$6,197,776	$671,709	$572,439	$-	$7,441,924
Commercial	29,535,994	1,403,600	24,388,336	500,472	55,828,402
Total construction and land development	35,733,770	2,075,309	24,960,775	500,472	63,270,326
Commercial real estate					
Farmland	1,397,310		1,049,489	-	2,446,799
Commercial real estate - owner occupied	73,149,268	11,261,166	15,480,900	257,898	100,149,232
Commercial real estate - non-owner occupied	25,607,380	11,142,004	19,141,489	-	55,890,873
Multifamily	4,702,665	1,091,058	1,166,632	-	6,960,355
Total commercial real estate	104,856,623	23,494,228	36,838,510	257,898	165,447,259
Consumer real estate					
Home equity lines	22,888,912	2,267,061	3,134,202	75,000	28,365,175
Secured by 1-4 family residential, secured by first deeds of trust	58,547,748	7,258,617	18,968,098	-	84,774,463
Secured by 1-4 family residential, secured by second deeds of trust	8,218,980	419,994	1,456,145	-	10,095,119
Total consumer real estate	89,655,640	9,945,672	23,558,445	75,000	123,234,757
Commercial and industrial loans (except those secured by real estate)	29,206,043	1,732,430	5,740,435	850,305	37,529,213
Consumer and other	3,311,242	182,600	59,953	-	3,553,795
Total Loans	$262,763,318	$37,430,239	$91,158,118	$1,683,675	$393,035,350

	December 31, 2011				
	Risk Rated 1-4	Risk Rated 5	Risk Rated 6	Risk Rated 7	Total Loans
Construction and land development					
Residential	$4,943,061		$2,963,404	$-	$7,906,465
Commercial	44,315,474	-	28,305,063	-	72,620,537
Total construction and land development	49,258,535	-	31,268,467	-	80,527,002
Commercial real estate					
Farmland	2,464,981	-	-	-	2,464,981
Commercial real estate - owner occupied	46,958,816	16,352,920	42,280,412	-	105,592,148

Commercial real estate - non-owner occupied	37,581,904	3,036,887	13,440,358	-	54,059,149
Multifamily	5,511,882	-	1,167,446	-	6,679,328
Total commercial real estate	92,517,583	19,389,807	56,888,216	-	168,795,606
Consumer real estate					
Home equity lines	26,403,850	1,373,002	2,910,374	-	30,687,226
Secured by 1-4 family residential, secured by first deeds of trust	80,670,887	6,052,128	6,495,783	-	93,218,798
Secured by 1-4 family residential, secured by second deeds of trust	9,960,928	706,484	1,374,651	-	12,042,063
Total consumer real estate	117,035,665	8,131,614	10,780,808	-	135,948,087
Commercial and industrial loans (except those secured by real estate)	31,322,834	4,289,037	2,122,645	-	37,734,516
Consumer and other	3,508,768	384,387	972,350	-	4,865,505
Total Loans	$293,643,385	$32,194,845	$102,032,486	$-	$427,870,716

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

	June 30, 2012						
	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
Construction and land development							
Residential	$ -	$ -	$ -	$ -	$ 7,441,924	$ 7,441,924	$ -
Commercial	346,786	509,927	-	856,713	54,971,689	55,828,402	-
Total construction and land development	346,786	509,927	-	$ 856,713	$ 62,413,613	$ 63,270,326	-
Commercial real estate							
Farmland	-	-	-	-	2,446,799	2,446,799	-
Commercial real estate - owner occupied	2,873,063	341,526	-	3,214,589	96,934,643	100,149,232	-
Commercial real estate - non-owner occupied	543,138	2,772,366	-	3,315,504	52,575,369	55,890,873	-
Multifamily	-	-	-	-	6,960,355	6,960,355	-
Total commercial real estate	3,416,201	3,113,892	-	6,530,093	158,917,166	165,447,259	-
Consumer real estate							
Home equity lines	516,932	427,843	-	944,775	27,420,400	28,365,175	-
Secured by 1-4 family residential, secured by first deeds of trust	1,273,713	600,391	199,380	2,073,484	82,700,979	84,774,463	199,380
Secured by 1-4 family residential, secured by second deeds	-	125,506	-	125,506	9,969,613	10,095,119	-

of trust							
Total consumer real estate	1,790,645	1,153,740	199,380	3,143,765	120,090,992	123,234,757	199,380
Commercial and industrial loans (except those secured by real estate)	3,202,797	-	-	3,202,797	34,326,416	37,529,213	-
Consumer and other	57,795	6,018	-	63,813	3,489,982	3,553,795	-
Total Loans	$ 8,814,224	$ 4,783,577	$ 199,380	$ 13,797,181	$ 379,238,169	$ 393,035,350	$ 199,380

December 31, 2011

	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
Construction and land development:							
Residential	$ 575,200	$ 251,799	$ -	$ 826,999	$ 7,079,466	$ 7,906,465	$ -
Commercial	1,367,360	408,000	36,770	1,812,130	70,808,407	72,620,537	36,770
Total construction and land development	1,942,560	659,799	36,770	$ 2,639,129	$ 77,887,873	$ 80,527,002	36,770
Commercial real estate:							
Farmland	-	-	-	-	2,464,981	2,464,981	-
Commercial real estate - owner occupied	598,006	36,972	-	634,978	104,957,170	105,592,148	-
Commercial real estate - non-owner occupied	55,709	673,561	-	729,270	53,329,879	54,059,149	-
Multifamily	111,571	255,196	-	366,767	6,312,561	6,679,328	-
Total commercial real estate	765,286	965,729	-	1,731,015	167,064,591	168,795,606	-

Consumer real estate:							
Home equity lines	323,349	99,494	299,783	722,626	29,964,600	30,687,226	299,783
Secured by 1-4 family residential, secured by first deeds of trust	985,116	1,572,973	624,740	3,182,829	90,035,969	93,218,798	624,740
Secured by 1-4 family residential, secured by second deeds of trust	12,673	132,928	156,026	301,627	11,740,436	12,042,063	156,026
Total consumer real estate	1,321,138	1,805,395	1,080,549	4,207,082	131,741,005	135,948,087	1,080,549
Commercial and industrial loans (except those secured by real estate)	46,392	3,313	54,918	104,623	37,629,893	37,734,516	54,918
Consumer and other	59,697	3,176	-	62,873	4,802,632	4,865,505	-
Total Loans	$ 4,135,073	$ 3,437,412	$ 1,172,237	$ 8,744,722	$ 419,125,994	$ 427,870,716	$ 1,172,237

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. June 30, 2012 and year-end impaired loans are set forth in the following table.

	June 30, 2012		
	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded			
Construction and land development			
Residential	$489,503	$978,503	$-
Commercial	15,051,292	19,436,447	-
Total construction and land development	15,540,795	20,414,950	-
Commercial real estate			
Farmland	1,049,489	1,049,489	-
Commercial real estate - owner occupied	6,872,799	6,903,383	-
Commercial real estate - non-owner occupied	8,374,527	8,549,256	-
Multifamily	941,632	941,632	-
Total commercial real estate	17,238,447	17,443,760	-
Consumer real estate			
Home equity lines	1,725,387	1,887,187	-
Secured by 1-4 family residential, secured by first deeds of trust	10,988,639	13,033,493	-
Secured by 1-4 family residential, secured by second deeds of trust	836,754	1,012,754	-
Total consumer real estate	13,550,780	15,933,434	-
Commercial and industrial loans (except those secured by real estate)	1,071,027	1,789,527	-
Consumer and other	36,987	36,987	-
	$47,438,036	$55,618,658	$-
With an allowance recorded			
Construction and land development:			
Residential	$-	$-	$-
Commercial	6,509,162	8,711,930	1,133,647
Total construction and land development	6,509,162	8,711,930	1,133,647
Commercial real estate:			
Farmland	-	-	-
Commercial real estate - owner occupied	7,020,688	7,277,790	1,852,684
Commercial real estate - non-owner occupied	5,008,676	5,008,676	1,338,605
Multifamily	-	-	-
Total commercial real estate	12,029,364	12,286,466	3,191,289
Consumer real estate:			
Home equity lines	418,936	467,220	154,665
Secured by 1-4 family residential, secured by first deeds of trust	4,426,370	4,598,717	719,908
Secured by 1-4 family residential, secured by second deeds of trust	117,322	117,322	105,997
Total consumer real estate	4,962,628	5,183,259	980,570
Commercial and industrial loans (except those secured by real estate)	1,515,187	1,852,776	831,471
Consumer and other	-	-	-
	$25,016,341	$28,034,431	$6,136,977
Total			
Construction and land development			
Residential	$489,503	$978,503	$-

Commercial	21,560,454	28,148,377	1,133,647
Total construction and land development	22,049,957	29,126,880	1,133,647
Commercial real estate			
Farmland	1,049,489	1,049,489	-
Commercial real estate - owner occupied	13,893,487	14,181,173	1,852,684
Commercial real estate - non-owner occupied	13,383,203	13,557,932	1,338,605
Multifamily	941,632	941,632	-
Total commercial real estate	29,267,811	29,730,226	3,191,289
Consumer real estate			
Home equity lines	2,144,323	2,354,407	154,665
Secured by 1-4 family residential, secured by first deeds of trust	15,415,009	17,632,210	719,908
Secured by 1-4 family residential, secured by second deeds of trust	954,076	1,130,076	105,997
Total consumer real estate	18,513,408	21,116,693	980,570
Commercial and industrial loans (except those secured by real estate)	2,586,214	3,642,303	831,471
Consumer and other	36,987	36,987	-
	$72,454,377	$83,653,089	$6,136,977

	December 31, 2011		
	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded			
Construction and land development			
Residential	$624,651	$712,243	$-
Commercial	9,722,132	11,094,408	-
Total construction and land development	10,346,783	11,806,651	-
Commercial real estate			
Farmland	-	-	-
Commercial real estate - owner occupied	6,414,362	6,414,362	-
Commercial real estate - non-owner occupied	7,146,531	7,146,531	-
Multifamily	2,019,675	2,019,675	-
Total commercial real estate	15,580,568	15,580,568	-
Consumer real estate			
Home equity lines	702,338	702,338	-
Secured by 1-4 family residential, secured by first deeds of trust	6,319,837	6,792,837	-
Secured by 1-4 family residential, secured by second deeds of trust	336,257	336,257	-
Total consumer real estate	7,358,432	7,831,432	-
Commercial and industrial loans (except those secured by real estate)	1,194,913	1,494,913	-
Consumer and other	143,241	143,241	-
	$34,623,937	$36,856,805	$-
With an allowance recorded			
Construction and land development			
Residential	$587,235	$587,235	$320,250
Commercial	14,885,541	15,785,541	3,913,820
Total construction and land development	15,472,776	16,372,776	4,234,070
Commercial real estate			
Farmland	-	-	-
Commercial real estate - owner occupied	9,508,393	9,652,393	2,031,740
Commercial real estate - non-owner occupied	1,719,690	1,719,690	450,000
Multifamily	-	-	-
Total commercial real estate	11,228,083	11,372,083	2,481,740
Consumer real estate			
Home equity lines	756,892	756,892	233,606
Secured by 1-4 family residential, secured by first deeds of trust	4,224,325	4,749,325	1,007,155
Secured by 1-4 family residential, secured by second deeds of trust	167,523	167,523	119,524
Total consumer real estate	5,148,740	5,673,740	1,360,285
Commercial and industrial loans (except those secured by real estate)	818,597	818,597	452,773
Consumer and other	267,166	267,166	266,178
	$32,935,362	$34,504,362	$8,795,046
Total			
Construction and land development			
Residential	$1,211,886	$1,299,478	$320,250

Commercial	24,607,673	26,879,949	3,913,820
Total construction and land development	25,819,559	28,179,427	4,234,070
Commercial real estate			
Farmland	-	-	-
Commercial real estate - owner occupied	15,922,755	16,066,755	2,031,740
Commercial real estate - non-owner occupied	8,866,221	8,866,221	450,000
Multifamily	2,019,675	2,019,675	-
Total commercial real estate	26,808,651	26,952,651	2,481,740
Consumer real estate			
Home equity lines	1,459,230	1,459,230	233,606
Secured by 1-4 family residential, secured by first deeds of trust	10,544,162	11,542,162	1,007,155
Secured by 1-4 family residential, secured by second deeds of trust	503,780	503,780	119,524
Total consumer real estate	12,507,172	13,505,172	1,360,285
Commercial and industrial loans (except those secured by real estate)	2,013,510	2,313,510	452,773
Consumer and other	410,407	410,407	266,178
	$67,559,299	$71,361,167	$8,795,046

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 three and six months ended June 30, 2012.

	For the Three Months Ended June 30, 2012		For the Six Months Ended June 30, 2012	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
Impaired loans with no related allowance recorded				
Construction and land development				
Residential	$1,301,243	$7,401	$978,503	$11,741
Commercial	17,785,898	55,716	21,838,440	181,033
Total construction and land development	19,087,141	63,117	22,816,943	192,774
Commercial real estate				
Farmland	524,745	15,405	1,049,489	15,405
Commercial real estate - owner occupied	9,571,973	73,330	9,609,792	225,959
Commercial real estate - non-owner occupied	8,599,009	110,449	9,118,068	240,093
Multifamily	777,933	27,298	942,216	27,298
Total commercial real estate	19,473,659	226,482	20,719,565	508,755
Consumer real estate				
Home equity lines	1,639,963	27,955	1,887,350	32,979
Secured by 1-4 family residential, secured by first deeds of trust	11,593,774	125,304	13,101,708	230,755
Secured by 1-4 family residential, secured by second deeds of trust	754,922	10,430	1,021,578	18,112
Total consumer real estate	13,988,659	163,689	16,010,636	281,846
Commercial and industrial loans (except those secured by real estate)	1,524,274	13,297	1,792,752	21,909
Consumer and other	199,919	445	38,578	1,093
	$54,273,651	$467,030	$61,378,474	$1,006,377
Impaired loans with an allowance recorded				
Construction and land development:				
Residential	$-	$-	$-	$-
Commercial	5,092,484	9,016	9,656,982	9,016
Total construction and land development	5,092,484	9,016	9,656,982	9,016
Commercial real estate:				
Farmland				
Commercial real estate - owner occupied	6,864,617	31,174	7,438,497	46,386
Commercial real estate - non-owner occupied	3,406,420	21,158	5,043,459	35,586
Multifamily	-	-	-	-
Total commercial real estate	10,271,037	52,332	12,481,956	81,972
Consumer real estate:				
Home equity lines	434,976	3,995	472,476	4,151
Secured by 1-4 family residential, secured by first deeds of trust	3,555,198	27,332	4,656,755	44,009

Secured by 1-4 family residential, secured by second deeds of trust	58,710	508	117,420	1,684
Total consumer real estate	4,048,884	31,835	5,246,651	49,844
Commercial and industrial loans (except those secured by real estate)	1,873,540	25,072	1,873,540	32,588
Consumer and other	-	-	-	-
	$21,285,944	$118,255	$29,259,129	$173,420
Total				
Construction and land development				
Residential	$1,301,243	$7,401	$978,503	$11,741
Commercial	22,878,382	64,732	31,495,422	190,049
Total construction and land development	24,179,624	72,133	32,473,925	201,790
Commercial real estate				
Farmland	524,745	15,405	1,049,489	15,405
Commercial real estate - owner occupied	16,436,590	104,504	17,048,289	272,345
Commercial real estate - non-owner occupied	12,005,429	131,607	14,161,527	275,679
Multifamily	777,933	27,298	942,216	27,298
Total commercial real estate	29,744,696	278,814	33,201,521	590,727
Consumer real estate				
Home equity lines	2,074,939	31,950	2,359,826	37,130
Secured by 1-4 family residential, secured by first deeds of trust	15,148,972	152,636	17,758,463	274,764
Secured by 1-4 family residential, secured by second deeds of trust	813,632	10,938	1,138,998	19,796
Total consumer real estate	18,037,542	195,524	21,257,287	331,690
Commercial and industrial loans (except those secured by real estate)	3,397,814	38,369	3,666,292	54,497
Consumer and other	199,919	445	38,578	1,093
	$75,559,595	$585,285	$90,637,603	$1,179,797

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 borrowers 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 restricted terms. The following table provides certain information concerning TDRs as of June 30, 2012.

	Three Months Ended June 30, 2012			
	Total	Performing	Nonaccrual	Specific Valuation Allowance
Construction and land development:				
Commercial	$625,764	-	$625,764	-
Total construction and land development	625,764	-	625,764	-
Commercial real estate:				
Commercial real estate - owner occupied	1,398,661	-	1,398,661	196,000
Commercial real estate - non-owner occupied	2,626,306	-	2,626,306	663,570
Total commercial real estate	4,024,967	-	4,024,967	859,570
Consumer real estate:				
Secured by 1-4 family residential, secured by first deeds of trust	416,598	-	416,598	50,713
Total consumer real estate	416,598	-	416,598	50,713
	$5,067,329	$-	$5,067,329	$910,283

	Six Months Ended June 30, 2012			
	Total	Performing	Nonaccrual	Specific Valuation Allowance
Construction and land development:				
Residential	$360,343	$-	$360,343	$-
Commercial	14,540,256	3,785,942	10,754,314	996,602
Total construction and land development	14,900,599	3,785,942	11,114,657	996,602
Commercial real estate:				
Farmland	-	-	-	-
Commercial real estate - owner occupied	10,580,554	537,029	10,043,525	1,025,656
Commercial real estate - non-owner occupied	9,068,618	4,475,603	4,593,015	753,170
Multifamily	575,679	575,679	-	-
Total commercial real estate	20,224,851	5,588,311	14,636,540	1,778,826
Consumer real estate:				
Home equity lines	349,192	-	349,192	96,569
Secured by 1-4 family residential, secured by first deeds of trust	6,614,202	1,478,043	5,136,159	579,444
Secured by 1-4 family residential, secured by second deeds of trust	69,815	-	69,815	-
Total consumer real estate	7,033,209	1,478,043	5,555,166	676,013
Commercial and industrial loans (except those secured by real estate)	269,659	6,552	263,107	83,400

Consumer and other	-	-	-	-
	$42,428,318	$10,858,848	$31,569,470	$3,534,841

The following table provides information about TDRs identified during the current period:

	Three Months Ended June 30, 2012		
	Number of Loans	Pre-Modification Recorded Balance	Post-Modification Recorded Balance
Construction and land development:			
Residential	-	$ -	$ -
Commercial	4	625,764	625,764
Total construction and land development	4	625,764	625,764
Commercial real estate:			
Farmland		-	-
Commercial real estate - owner occupied	1	1,398,661	1,398,661
Commercial real estate - non-owner occupied	1	2,626,306	2,626,306
Multifamily	-	-	-
Total commercial real estate	2	4,024,967	4,024,967
Consumer real estate:			
Home equity lines	-	-	-
Secured by 1-4 family residential, secured by first deeds of trust	2	416,598	416,598
Secured by 1-4 family residential, secured by second deeds of trust	-	-	-
Total consumer real estate	2	416,598	416,598
Commercial and industrial loans (except those secured by real estate)	-	-	-
Consumer and other	-	-	-
	8	5,067,329	5,067,329

There were no loans in default for the three month period ended June 30, 2012.

	Six Months Ended June 30, 2012			Year Ended December 31, 2011		
	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:						
Residential	5	$ 360,343	$ 360,343		$ -	$ -
Commercial	17	4,890,578	4,890,578	11	6,604,400	6,604,400
Total construction and land development	22	5,250,921	5,250,921	11	$ 6,604,400	6,604,400
Commercial real estate:						-
Farmland		-	-			-
Commercial real estate - owner occupied		-	-	9	9,748,062	9,748,062
	3	5,185,649	5,185,649	5	4,031,868	4,031,868

Commercial real estate - non-owner occupied						
Multifamily	-	-	-		-	-
Total commercial real estate	3	5,185,649	5,185,649	14	13,779,930	13,779,930
Consumer real estate:						
Home equity lines	1	349,192	349,192		-	-
Secured by 1-4 family residential, secured by first deeds of trust	36	3,578,561	3,578,561	2	1,422,772	1,422,772
Secured by 1-4 family residential, secured by second deeds of trust	1	69,815	69,815		-	-
Total consumer real estate	38	3,997,568	3,997,568	2	1,422,772	1,422,772
Commercial and industrial loans (except those secured by real estate)	6	269,659	269,659	3	159,073	159,073
Consumer and other	-	-	-	1	128,419	128,419
	69	$ 14,703,797	$ 14,703,797	31	$ 21,966,175	$ 21,966,175

	Six Months Ended June 30, 2012		Year Ended December 31, 2011	
Defaults on TDRs	Number of Loans	Recorded Balance	Number of Loans	Recorded Balance
Construction and land development:				
Residential	4	357,843		
Commercial	18	6,295,206	8	11,389,291
Total construction and land development	22	6,653,049	8	11,389,291
Commercial real estate:				
Farmland	-	-		
Commercial real estate - owner occupied	3	537,029	2	2,202,688
Commercial real estate - non-owner occupied	1	1,200,035		-
Multifamily	4	1,737,064	2	2,202,688
Total commercial real estate				
Consumer real estate:				
Home equity lines	1	343,937		
Secured by 1-4 family residential, secured by first deeds of trust	31	3,910,895	2	1,422,772
Secured by 1-4 family residential, secured by second deeds of trust	1	69,815		-
Total consumer real estate	33	4,324,647	2	1,422,772
Commercial and industrial loans (except those secured by	5	263,107	2	151,790

real estate)				
Consumer and other	-	-	1	128,419
Total	64	$ 12,977,867	15	$ 15,294,960

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Activity in the allowance for loan losses is as follows for the periods indicated:

	Construction and land development Residential	Construction and land development Commercial	Farmland	Commercial Real estate owner occupied	Commercial Real estate non-owner occupied	Multifamily
Six months ended June 30, 2012						
Beginning balance	$ 704,728	$ 6,798,177	$ -	$ 1,496,466	$ 1,548,899	$ 406,635
Provision for loan losses	688,712	1,536,857	-	1,333,927	164,343	(313,907)
Charge-offs	(794,786)	(3,773,205)	-	(309,486)	(313,354)	-
Recoveries	900	500	-	-	205	-
Ending balance	599,554	4,562,330	-	2,520,907	1,400,093	92,728
Loans Individually Evaluated for Impairment	2,244,282	37,911,902	1,397,461	71,103,069	43,283,999	5,068,253
Loans collectively Evaluated for Impairment	5,197,642	17,916,500	1,049,338	29,046,163	12,606,874	1,892,102
	$ 7,441,924	$ 55,828,402	$ 2,446,799	$ 100,149,232	$ 55,890,873	$ 6,960,355

	Consumer Home equity lines	Consumer Secured by 1-4 family residential first deeds of trust	Consumer Secured by 1-4 family residential second deeds of trust	Commercial and Industrial (except those secured by real estate)	consumer and other	Total
Beginning balance	$ 860,307	$ 1,881,470	$ 397,504	$ 1,655,713	$ 321,525	$ 16,071,424
Provision for loan losses	206,929	2,666,051	170,024	1,710,826	231,238	8,395,000
Charge-offs	(291,820)	(2,589,378)	(196,609)	(1,155,782)	(402,305)	(9,826,725)
Recoveries	1,317	80,804	4,633	134,488	3,175	226,023
Ending balance	776,732	2,038,947	375,552	2,345,245	153,633	14,865,722
Loans Individually Evaluated for Impairment	1,416,634	14,559,314	565,686	16,350,363	-	193,900,963
Loans collectively Evaluated for Impairment	26,948,541	70,215,149	9,529,433	21,178,850	3,553,795	199,134,387
	$ 28,365,175	$ 84,774,463	$ 10,095,119	$ 37,529,213	$ 3,553,795	$ 393,035,350

	Construction and land development Residential	Construction and land development Commercial	Farmland	Commercial Real estate owner occupied	Commercial Real estate non-owner occupied	Multifamily
Three months ended June 30, 2012						
Beginning balance	$ 629,376	$ 6,279,552	$ -	$ 1,846,730	$ 762,385	$ 91,775
Provision for loan losses	705,264	508,282	-	954,663	860,313	953
Charge-offs	(735,536)	(2,226,005)	-	(280,486)	(222,605)	-
Recoveries	450	500	-	-	-	-
Ending balance	599,554	4,562,330	-	2,520,907	1,400,093	92,728
Loans Individually Evaluated for Impairment	2,244,282	37,911,902	1,397,461	71,103,069	43,283,999	5,068,253
Loans collectively Evaluated for Impairment	5,197,642	17,916,500	1,049,338	29,046,163	12,606,874	1,892,102
	$ 7,441,924	$ 55,828,402	$ 2,446,799	$ 100,149,232	$ 55,890,873	$ 6,960,355

	Consumer Home equity lines	Consumer Secured by 1-4 family residential first deeds of trust	Consumer Secured by 1-4 family residential second deeds of trust	Commercial and Industrial (except those secured by real estate)	consumer and other	Total
Beginning balance	$ 770,598	$ 1,341,501	$ 335,352	$ 2,181,803	$ 122,881	$ 14,361,953
Provision for loan losses	174,830	2,301,071	41,730	951,701	161,192	6,660,000
Charge-offs	(169,321)	(1,623,629)	(5,970)	(895,380)	(132,510)	(6,291,441)
Recoveries	625	20,004	4,440	107,121	2,070	135,210
Ending balance	776,732	2,038,947	375,552	2,345,245	153,633	14,865,721
Loans Individually Evaluated for Impairment	1,416,634	14,559,314	565,686	16,350,363	-	193,900,963
Loans collectively Evaluated for Impairment	26,948,541	70,215,149	9,529,433	21,178,850	3,553,795	199,134,387
	$ 28,365,175	$ 84,774,463	$ 10,095,119	$ 37,529,213	$ 3,553,795	$ 393,035,350

	Construction and land development Residential	Construction and land development Commercial	Farmland	Commercial Real estate owner occupied	Commercial Real estate non-owner occupied	Multifamily
Three months ended June 30, 2011						
Beginning balance	$ 629,376	$ 2,340,000	$ -	$ 150,000	$ 26,174	$ (82,501)
Provision for loan losses	(143,333)	792,119	-	(71,555)	-	-
Charge-offs	-	-	-	-	-	-
Recoveries	-	10,000	-	-	-	-
Ending balance	493,841	3,142,119	-	78,445	26,174	(82,501)
Loans Individually Evaluated for Impairment	3,841,792	31,093,945	-	90,826,298	50,843,899	7,559,912
Loans collectively Evaluated for Impairment	5,516,724	44,650,193	2,174,778	10,486,423	5,870,224	872,835
	$ 9,358,516	$ 75,744,138	$ 2,174,778	$ 101,312,721	$ 56,714,123	$ 8,432,747

	Consumer Home equity lines	Consumer Secured by 1-4 family residential first deeds of trust	Consumer Secured by 1-4 family residential second deeds of trust	Commercial and Industrial (except those secured by real estate)	consumer and other	Total
Beginning balance	770,598	1,703,207	500,000	1,046,967	350,462	7,434,283
Provision for loan losses	321,998	-	-	-	771	900,000
Charge-offs	(923,824)	-	(35,152)	(119,019)	(10,661)	(1,088,656)
Recoveries	725	-	-	-	262	10,987
Ending balance	169,497	1,703,207	462,249	927,948	335,635	7,256,614
Loans Individually Evaluated for Impairment	4,150,919	11,490,868	1,559,932	15,964,672	2,116,151	$ 219,448,388
Loans collectively Evaluated for Impairment	30,746,189	85,113,770	11,554,541	23,955,772	2,619,519	223,560,968
	$ 34,897,108	$ 96,604,638	$ 13,114,473	$ 39,920,444	$ 4,735,670	$ 443,009,356

	Construction and	Construction and		Commercial Real estate	Commercial Real estate

	land development Residential	land development Commercial	Farmland	owner occupied	non-owner occupied	Multifamily
Six months ended June 30, 2011						
Beginning balance	$ 293,841	$ 2,832,119	$ -	$ 78,445	$ 20,477	$ -
Provision for loan losses	200,000	300,000	-	-	250,000	-
Charge-offs	-		-	-	(244,303)	(82,501)
Recoveries	-	10,000	-	-	-	-
Ending balance	493,841	3,142,119	-	78,445	26,174	(82,501)
Loans Individually Evaluated for Impairment	3,841,792	31,093,945	-	90,826,298	50,843,899	7,559,912
Loans collectively Evaluated for Impairment	5,516,724	44,650,193	2,174,778	10,486,423	5,870,224	872,835
	$ 9,358,516	$ 75,744,138	$ 2,174,778	$ 101,312,721	$ 56,714,123	$ 8,432,747

	Consumer Home equity lines	Consumer Secured by 1-4 family residential first deeds of trust	Consumer Secured by 1-4 family residential second deeds of trust	Commercial and Industrial (except those secured by real estate)	consumer and other	Total
Beginning balance	$ 641,975	$ 1,403,207	$ 297,401	$ 1,315,582	$ 428,665	$ 7,311,712
Provision for loan losses	450,000	300,000	200,000	203,000	-	$ 1,903,000
Charge-offs	(923,824)	-	(35,152)	(592,634)	(93,472)	(1,971,886)
Recoveries	1,346	-	-	2,000	442	13,788
Ending balance	169,497	1,703,207	462,249	927,948	335,635	7,256,614
Loans Individually Evaluated for Impairment	4,150,919	11,490,868	1,559,932	15,964,672	2,116,151	$ 219,448,388
Loans collectively Evaluated for Impairment	30,746,189	85,113,770	11,554,541	23,955,772	2,619,519	223,560,968
	$ 34,897,108	$ 96,604,638	$ 13,114,473	$ 39,920,444	$ 4,735,670	$ 443,009,356

	Construction and land development Residential	Construction and land development Commercial	Farmland	Commercial Real estate owner occupied	Commercial Real estate non-owner occupied	Multifamily
Year ended December 31, 2011						
Beginning balance	$ 293,841	$ 2,832,119	$ -	$ 78,445	$ 20,477	$ -
Provision for loan losses	467,187	8,249,320	-	1,568,052	1,871,804	489,136
Charge-offs	(65,500)	(4,293,262)	-	(150,031)	(343,382)	(82,501)
Recoveries	9,200	10,000	-	-	-	-
Ending balance	704,728	6,798,177	-	1,496,466	1,548,899	406,635
Loans Individually Evaluated for Impairment	1,831,478	30,292,460	-	91,008,321	45,529,918	5,625,490
Loans collectively Evaluated for Impairment	6,074,987	42,328,077	2,464,981	14,583,827	8,529,231	1,053,838
	$ 7,906,465	$ 72,620,537	$ 2,464,981	$ 105,592,148	$ 54,059,149	$ 6,679,328

	Consumer Home equity lines	Consumer Secured by 1-4 family residential first deeds of trust	Consumer Secured by 1-4 family residential second deeds of trust	Commercial and Industrial (except those secured by real estate)	consumer and other	Total
Beginning balance	$ 641,975	$ 1,403,207	$ 297,401	$ 1,315,582	$ 428,665	$ 7,311,712
Provision for loan losses	1,447,272	1,571,813	462,634	2,496,729	140,349	18,764,296
Charge-offs	(1,232,153)	(1,129,509)	(362,531)	(2,159,669)	(249,526)	(10,068,063)
Recoveries	3,213	35,959	-	3,070	2,037	63,479
Ending balance	860,307	1,881,470	397,504	1,655,713	321,525	16,071,424
Loans Individually Evaluated for Impairment	4,314,190	13,105,245	1,692,944	14,343,224	3,501,524	211,244,794
Loans collectively Evaluated for Impairment	26,373,036	80,113,553	10,349,119	23,391,292	1,363,981	216,625,922
	$ 30,687,226	$ 93,218,798	$ 12,042,063	$ 37,734,516	$ 4,865,505	$ 427,870,716

Note 6 – Deposits

Deposits as of June 30, 2012 and December 31, 2011 were as follows:

	June 30, 2012			December 31, 2011		
	Amount	%		Amount	%	
Noninterest bearing demand	$64,348,408	14.29	%	$66,534,956	13.70	%
Interest checking accounts	43,542,588	9.67	%	40,237,146	8.29	%
Money market accounts	65,933,468	14.64	%	75,487,907	15.55	%
Savings accounts	18,688,852	4.15	%	15,166,012	3.12	%
Time deposits of $100,000 and over	117,110,398	26.00	%	129,436,270	26.66	%
Other time deposits	140,796,194	31.25	%	158,658,761	32.68	%
Total	$450,419,908	100.00	%	$485,521,052	100.00	%

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 June 30, 2012 was 2.62%. 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 June 30, 2012 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 a five year fixed interest rate of 6.29% payable quarterly, converting after five years to a LIBOR-indexed floating rate of interest (three-month LIBOR plus 1.40%) which adjusts, and is also payable, quarterly. The securities may be redeemed at par at any time commencing in December 2012 until the securities mature in 2037. 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 interest payments on the junior subordinated debt securities of $461,100 at June 30, 2012; the Company has been deferring interest payments since June 2011. Although we elected to defer payment of the interest due, the amount has been accrued and is included in interest expense.

Note 8 – Stock incentive plan

The Company has a stock incentive plan which authorizes the issuance of up to 455,000 shares of common stock to assist the Company in recruiting and retaining key personnel.

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

	Six Months Ended June 30,							
	2012				2011			
	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	264,980	$ 9.48	$ 4.70		310,205	$ 9.48	$ 4.73	
Granted	-	-	-		-	-	-	
Forfeited	(3,450)	4.98	3.12		-	-	-	
Exercised	-	-	-		-	-	-	
Options outstanding, end of period	261,530	$ 9.71	$ 4.73	$ -	310,205	$ 9.48	$ 4.73	$ -

Options exercisable, end of period	261,530	291,350

During the first quarter of 2009, we granted to certain officers 26,592 restricted shares of common stock with a weighted average fair market value of $4.60 at the date of grant. 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 and performance share awards was 6,271 and 14,881 at June 30, 2012 and 2011, 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 Incentive Plan as of June 30, 2012 and 2011 was $1,666 and $65,556 respectively. The time based unamortized compensation of $1,666 is expected to be recognized over a weighted average period of 0.25 years.

Stock-based compensation expense was $5,511 and $59,223 for the six months ended June 30, 2012 and 2011, 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 transaction 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.

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 hierarch 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 inventory and account receivables collateral are based on 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 Income.

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 June 30, 2012 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	$18,736	$-	$18,736	$ -
MBS	12,019	-	12,019	-
Municipals	5,941	4,816	1,125	-
Residential loans held for sale	17,192	-	17,192	-
			-	
Financial Assets - Non-Recurring				
Impaired loans	72,454	-	57,754	14,700
Real estate owned	17,677	-	11,212	6,465

		Fair Value Measurement at December 31, 2011 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	$2,001	$-	$2,001	$ -
MBS	20,803	2,849	17,954	-
Small Business Administration	7,359	7,359	-	-
Residential loans held for sale	16,168	-	16,168	-
Financial Assets - Non-Recurring				
Impaired loans	64,655	-	51,868	12,787
Real estate owned	9,177	-	874	8,303

The following table presents qualitative information about level 3 fair value measurements for financial instruments measured at fair value at June 30, 2012:

	Fair Value Estimate	Valuation Techniques	Unobservable Input	Range (Weighted Average)	
		(In thousands)			
Impaired Loans -Real Estate Secured	11,035	Appraisal (1) or Internal Valuation (2)	Appraisal Adjustments Liquidation Expenses (3)	10%-30	%
Impaired Loans - Non-Real Estate Secured	3,665	Appraisal (1) or Discounted Cash Flow	Appraisal Adjustments Liquidation Expenses (3)	10%-20	%
Real Estate Owned	6,465	Appraisal (1) or Internal Valuation (2)	Appraisal Adjustments Liquidation Expenses (3)	7%-30	%

(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
(3) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses

The following table presents the changes in the Level 3 fair value category for the six months ended June 30, 2012.

	Impaired Loans	Real Estate Owned	Total Assets
		(In thousands)	
Balance at December 31, 2011	$ 12,787	$ 8,030	$ 20,817
Total realized and unrealized gains (losses)			
Included in earnings	-	(43)	(43)
Included in other comprehensive income	-	-	-
Net transfers in and/or out of Level 3	1,913	(1,522)	391
Balance at June 30, 2012	$ 14,700	$ 6,465	$ 21,165

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 quarter 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.

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.

Village Bank
Fair Value - Financial Instruments Summary
June 30, 2012

		June 30, 2012		December 31, 2011	
	Level in Fair Value Hierarchy	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Financial assets					
Cash	Level 1	$ 23,271,435	$ 23,271,435	$ 55,557,541	$ 55,557,541
Cash equivalents	Level 2	3,834,563	3,834,563	7,228,475	7,228,475
Investment securities available for sale	Level 1	4,816,213	4,816,213	10,207,805	10,207,805
Investment securities available for sale	Level 2	31,880,069	31,880,069	19,955,487	19,955,487
Federal Home Loan Bank stock	Level 2	2,396,600	2,396,600	2,647,000	2,647,000
Loans held for sale	Level 2	19,729,508	19,729,508	16,168,405	16,168,405
Loans	Level 2	306,467,001	305,208,432	353,186,646	353,349,981
Impaired loans	Level 2	57,753,817	57,753,817	51,867,625	51,867,625
Impaired loans	Level 3	14,700,558	14,700,558	12,787,473	12,787,473
Other real estate owned	Level 2	11,212,437	11,212,437	874,246	874,246
Other real estate owned	Level 3	6,464,625	6,464,625	8,302,921	8,302,921

Bank owned life insurance	Level 3	6,159,335	6,159,335	6,065,305	6,065,305
Accrued interest receivable	Level 2	1,910,147	1,910,147	2,046,524	2,046,524
Financial liabilities					
Deposits	Level 2	450,419,908	454,971,918	485,521,052	487,915,609
FHLB borrowings	Level 2	29,000,000	29,167,554	37,750,000	37,963,672
Trust preferred securities	Level 2	8,764,000	8,764,000	8,764,000	8,764,000
Other borrowings	Level 2	5,062,344	5,062,344	5,778,661	5,778,661
Accrued interest payable	Level 2	703,817	703,817	592,283	592,283

Note 10 – Capital Purchase Program

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 ("EESA"), 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 499,029 shares of the Company's common stock at an initial exercise price of $4.43 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. 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. The value attributed to the warrant is being 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 pays cumulative dividends at a rate of 5% per annum for the first five years, and thereafter at a rate of 9% per annum. The Preferred Stock is generally non-voting, other than on certain matters that could adversely affect the Preferred Stock.

In consideration of our agreements with our regulators, which require regulatory approval to make dividend payments on our preferred stock, the Company notified the U.S. Treasury in May 2011 that the Company was going to defer the payment of the quarterly cash dividend of $184,225 due on May 16, 2011, and subsequent quarterly payments, on the Preferred Stock. The total arrearage on such preferred stock as of June 30, 2012 was $982,533. In June 2012 as a result of the unpaid dividends, Treasury requested that an observer appointed by Treasury be allowed to attend the Company's meetings of its board of directors.

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. See further discussion of capital requirements under Capital Resources in Management's Discussion and Analysis of Financial Condition and Results of Operations following.

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:

	June 30, 2012	December 31, 2011
Undisbursed credit lines	$ 38,378,000	$ 40,661,000
Commitments to extend or originate credit	23,276,000	18,214,000
Standby letter of credit	7,217,000	3,719,000
Total commitments to extend credit	$ 68,871,000	$ 62,594,000

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.

Concentrations of credit risk – All of the Company's loans, commitments to extend credit, and standby letters of credit have been granted to customers in 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.

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 and the Virginia Bureau of Financial Institutions (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 within 90 days from the effective date of the order. Within 30 days of the effective date of the Order, the Bank must 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. Within 30 days from receipt of the consultant's management report, the Bank must formulate a written management plan that incorporates 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. Within 90 days from the effective date of the Order and 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. Within 90 days from the effective date of the Order, the Bank must submit a written capital plan to the Supervisory Authorities. The capital plan must include 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 is required to prepare and submit the following written plans or reports to the FDIC and the Commissioner:

- 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
- Assessment of the Bank’s information technology function

Under the Order, the Bank’s board of directors has 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 must also 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 Consent Order, we expect that our management and board of directors will be required to focus considerable time and attention on taking corrective actions to comply with the terms. In addition, certain provisions of the Consent Order described above could adversely impact the Company’s businesses and results of operations.

Written Agreement – In June 2012, the Company entered into a written agreement (“Written Agreement”) with the Federal Reserve Bank of Richmond (“Reserve Bank”). Under the terms of the Written Agreement, the Company has agreed to develop and submit to the Reserve Bank for approval within the time periods specified therein 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 will submit 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;
- purchase or deem any shares of its stock.

In June 2012 the Treasury asked to allow an observer at the Company’s meetings of its board

of directors. The observer will start attending board meetings commencing in August 2012. The Treasury has the contractual right to nominate up to two members to the board of directors upon the Company's sixth missed dividend payment. The Company has deferred five dividend payments as of June 30, 2012 and expects to defer its sixth dividend payment due August 15, 2012.

Note 12 – Income Taxes

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 June 30, 2012, 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 for all of the net deferred tax asset of approximately $10,210,000.

Note 13 – Recent accounting pronouncements

In May 2011, the FASB issued ASU No. 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." The Company adopted ASU 2011-04, which generally aligns the principles of fair value measurements with International Financial Reporting Standards (IFRSs), in its consolidated financial statements in the first quarter 2012. The provisions of ASU 2011-04 clarify the application of existing fair value measurement requirements, and expand the disclosure requirements for fair value measurements. The increased provisions of ASU 2011-04 did not have a material effect on the Company's financial condition and results of operations.

In June 2011, The FASB issued ASU No. 2011-05, Presentation of Comprehensive Income, Topic 220. This ASU eliminates the option of presenting the components of other comprehensive income (OCI) as part of the statement of changes in stockholders' equity. The ASU instead permits an entity to present the total of comprehensive income, the components of net income, and the components of OCI either in a single continuous statement of comprehensive income or in two separate but consecutive statements. With either format, the entity is required to present each component of net income along with total net income, each component of OCI along with the total for OCI, and a total amount for comprehensive income. Also, the ASU requires entities to present, for either format, reclassification adjustments for items that are reclassified from OCI to net income in the statement(s) where the components of net income and the components of OCI are presented. This ASU is to be applied retrospectively. The Company adopted ASU-2011-05 in the first quarter of 2012. The provisions of ASU 22011-05 did not have a material effect on the Company's financial condition and 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," "forecas 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 inability of the Bank to comply with the requirements of agreements with its regulators;
- the inability to reduce nonperforming assets consisting of nonaccrual loans and foreclosed real estate;
- our inability to improve our regulatory capital position;
- 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;
- 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;
- changes in operations of Village Bank Mortgage Corporation as a result of the activity in the residential real estate market;
- 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;
- 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;
- 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;
- 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. Over the last three years, the Company has recorded record provisions for loan losses due primarily to deteriorating quality of loans collateralized by real estate located in its principal market area.

There is intense competition in all areas in which the Company conducts its business. The Company competes with banks and other financial institutions, including savings and loan associations, savings banks, finance companies, and credit unions. Many of these competitors have substantially greater resources and lending limits and provide a wider array of banking services. To a limited extent, the Company also competes with other providers of financial services, such as money market mutual funds, brokerage firms, consumer finance companies and insurance companies. Competition is based on a number of factors, including prices, interest rates, services, availability of products and geographic location.

Given current economic uncertainty as well as stress on our capital ratios resulting from operating losses, the Company has adopted a balance sheet reduction plan that focuses on the reduction of nonperforming assets and higher risk-weighted assets that will help increase capital ratios in three ways. First, the lower overall asset size affords the Company's capital reserves to support a smaller balance sheet. Second, the reduced risk profile of the Company's ensuing loan portfolio requires less capital support during times of economic stress. Third, a reduced infrastructure reduces general and administrative expenses, which in turn reduces the need for additional capital.

Given the asset growth restriction in the Consent Order, as well as the Company's current weakened financial position, the Company does not anticipate undertaking growth via acquisition or de novo branching during the foreseeable future.

The Company's objective is to continue decreasing assets by loan and deposit attrition.

Results of operations

The following represents management's discussion and analysis of the financial condition of the Company at June 30, 2012 and December 31, 2011 and the results of operations for the Company for the three and six months ended June 30, 2012 and 2011. This discussion should be read in conjunction with the Company's condensed consolidated financial statements and the notes thereto appearing elsewhere in this Quarterly report.

Income Statement Analysis

Summary

For the three months ended June 30, 2012, the Company had a net loss of $(9,736,000) and net loss available to common shareholders of $(9,922,000), or $(2.33) per fully diluted share, compared to net income of $257,000 and net income available to common shareholders of $37,000, or $0.01 per fully diluted share, for the same period in 2011. For the six months ended June 30, 2012, the Company had a net loss totaling $(11,137,000) and a net loss available to common shareholders of $(11,543,000), or $(2.72) per fully diluted share, compared to net income totaling $340,000 and a net loss available to common shareholders of $(99,000), or $(0.02) per share on a fully diluted share, for the same period in 2011. This represents decreases in net income before payment of dividends of $(9,993,000) and $(11,476,000), for the three and six month periods, respectively.

The components of these decreases in net income before payment of dividends are presented following:

	Three Months Ended June 30, 2012	Six Months Ended June 30, 2012
Decrease in net interest income	$ (586,000)	$ (1,204,000)
Increase in provision for loan losses	(5,760,000)	(6,492,000)
Increase in noninterest income	729,000	1,415,000
Increase in noninterest expense	(626,000)	(1,555,000)
Increase in tax expense	(3,750,000)	(3,640,000)
	$ (9,993,000)	$ (11,476,000)

Our profitability continues to be negatively affected by the continued stress on our borrowers and real estate values from the recessionary economy. As a result, asset quality continues to be a concern and management is devoting substantial resources to problem asset resolution. The increase in the provision for loan losses is discussed further under Asset quality and provision for loan losses.

Our cost of deposits declined from 1.74% for the second quarter of 2011 to 1.31% for the second quarter of 2012. This decline in cost of deposits is a result of the repricing of higher cost certificates of deposit during low interest rate environment that has existed for the last three years as well as an effort to change our deposit mix so that we are not so dependent on higher cost deposits. Our mortgage company's profit increased in the first six months of 2012 compared to the same period of 2011 by $805,000 due to the mortgage company closing $140,359,000 in mortgage loans for the first two quarters of 2012 compared to $104,077,000 for the same period in 2011.

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 shareholder's 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 for the second quarter of $4,351,000 represents a decrease of $(586,000), or 12%, compared to the second quarter of 2011, and a decrease of $70,000, or 2%, compared to the first quarter of 2012.

Compared to the second quarter of 2011, average interest-earning assets for the second quarter of 2012 decreased by $54,559,000 or 10%. The decrease in interest-earning assets was due primarily to decreases in portfolio loans of $34,106,000, investment securities of $19,655,000 and federal funds sold of $6,144,000, offset by increases in loans held for sale of $5,347,000. The primary reason for the decline in our portfolio loans that are interest-earning was loan charge-offs as well as loans placed on nonaccrual status. In addition to the decline in interest-earning assets, the average yield on interest-earning assets decreased to 4.89% for the second quarter of 2012 compared to 5.37% for the second quarter of 2011. These declines resulted in a decline in interest income from the second quarter of 2011 to the second quarter of 2012 of $3,588,000, or 18%.

Average interest-bearing liabilities for the second quarter of 2012 decreased by $58,175,000 or 12%, compared to the second quarter of 2011. The decrease in interest-bearing liabilities was due primarily to declines in average deposits of $57,207,000. The average cost of interest-bearing liabilities decreased to 1.41% for the six months ended 2012 from 1.80% for the six months ended 2011. The principal reason for the decrease in liability costs was the maintenance of short-term interest rates by the Federal Reserve. The continuing low interest rates have allowed us to reduce our cost of funds as certificates of deposit 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, 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:

Quarter Ended	Net Interest Margin
June 30, 2011	3.65 %
September 30, 2011	3.63 %
December 31, 2011	3.38 %
March 31, 2012	3.53 %
June 30, 2012	3.65 %

The net interest margin declined during 2011, primarily as a result of increasing nonaccrual loans. Additionally our margin was compressed as our deposits generally do not reprice as quickly as our loans. The improvement in net interest margin for the second quarter of 2012 compared to the first quarter of 2012 is a result of utilizing lower interest-earning assets, primarily federal funds sold, to fund a decrease in interest-bearing liabilities of $22,234,000. As a result higher yielding loans represented 85% of total interest-bearing assets as compared to 83% for the first quarter of 2012. However, given the continued depressed economy and the potential impact on interest income from new nonaccrual loans, no assurance can be provided that increases in the net interest margin will continue to occur.

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 Sheets
(in thousands)

	Three Months Ended June 30, 2012				Three Months Ended June 30, 2011			
	Average Balance	Interest Income/ Expense	Annualized Yield Rate		Average Balance	Interest Income/ Expense	Annualized Yield Rate	
Loans net of deferred fees	$405,173	$5,448	5.39	%	$443,722	$6,648	6.01	%
Loans held for sale	16,122	166	4.13	%	9,728	119	4.91	%
Investment securities	36,243	215	2.38	%	51,464	353	2.75	%
Federal funds and other	20,060	12	0.24	%	37,527	20	0.21	%
Total interest earning assets	477,598	5,841	4.91	%	542,441	7,140	5.28	%
Allowance for loan losses and deferred fees	(14,161)				(7,709)			
Cash and due from banks	13,796				13,577			
Premises and equipment, net	26,428				27,386			
Other assets	37,444				32,547			
Total assets	$541,105				$608,242			
Interest bearing deposits								
Interest checking	$42,711	$36	0.34	%	$37,513	$69	0.74	%
Money market	68,860	70	0.41	%	89,978	167	0.74	%
Savings	17,752	22	0.50	%	12,073	22	0.73	%
Certificates	262,106	1,118	1.71	%	317,615	1,647	2.08	%
Total	391,429	1,246	1.28	%	457,179	1,905	1.67	%
Borrowings	44,941	244	2.18	%	52,499	297	2.27	%
Total interest bearing liabilities	436,370	1,490	1.37	%	509,678	2,202	1.73	%
Noninterest bearing deposits	64,405				46,130			
Other liabilities	5,295				3,501			
Total liabilities	506,070				559,309			
Equity capital	35,034				48,933			
Total liabilities and capital	$541,104				$608,242			
Net interest income before provision for loan losses		$4,351				$4,938		
Interest spread - average yield on interest earning assets, less average rate on interest bearing liabilities			3.54	%			3.55	%
Annualized net interest margin (net interest income expressed as								

percentage of average earning assets)	3.65 %	3.65 %

Average Balance Sheets
(in thousands)

	Six Months Ended June 30, 2012			Six Months Ended June 30, 2011		
	Average Balance	Interest Income/ Expense	Annualized Yield Rate	Average Balance	Interest Income/ Expense	Annualized Yield Rate
Loans net of deferred fees	$412,503	$11,217	5.47 %	$446,609	$13,567	6.13 %
Loans held for sale	14,616.52	297	4.08 %	9,270	241	5.24 %
Investment securities	33,775	366	2.18 %	53,430	653	2.47 %
Federal funds and other	29,358	32	0.22 %	35,502	39	0.22 %
Total interest earning assets	490,253	11,912	4.89 %	544,811	14,500	5.37 %
Allowance for loan losses and deferred fees	(13,020.42)			(7,510)		
Cash and due from banks	14,553			6,826		
Premises and equipment, net	26,569			27,420		
Other assets	35,348			32,516		
Total assets	$553,703			$604,063		
Interest bearing deposits						
Interest checking	$42,439	$76	0.36 %	$35,469	$133	0.75 %
Money market	71,141	146	0.41 %	91,479	371	0.82 %
Savings	16,969	43	0.51 %	11,658	41	0.71 %
Certificates	269,564	2,339	1.74 %	318,714	3,400	2.15 %
Total	400,114	2,604	1.31 %	457,321	3,944	1.74 %
Borrowings	47,180	535	2.28 %	48,148	580	2.43 %
Total interest bearing liabilities	447,294	3,139	1.41 %	505,469	4,524	1.80 %
Noninterest bearing deposits	63,808			45,187		
Other liabilities	4,423			5,174		
Total liabilities	515,525			555,830		
Equity capital	38,177			48,234		
Total liabilities and capital	$553,703			$604,064		
Net interest income before provision for loan losses		$8,773			$9,976	
Interest spread - average yield on interest earning assets, less average rate on interest bearing liabilities			3.48 %			3.57 %

Provision for loan losses

The provision for loan losses for the three months ended June 30, 2012 amounted to $6,660,000 compared to $900,000 for the three months ended June 30, 2011. The provision for loan losses for the six months ended June 30, 2012 was $8,395,000 compared to $1,903,000 for the six months ended June 30, 2011. These increases reflect the continued stress on our borrowers from the recessionary economy as well as recognition of declines in real estate values evidenced by current appraisals. Asset quality continues to be a concern as there continues to be uncertainty in the economy.

Additionally, a significant portion of the provision for loan losses is based upon loan charge-off history over the last two years. As charge-offs increased significantly during this period, the provision for loan losses based upon this history has significantly increased.

Noninterest income

Noninterest income increased from $2,406,000 for the three months ended June 30, 2011 to $3,135,000 for the three months ended June 30, 2012, an increase of $729,000, or 30%. The increase in noninterest income is primarily a result of increases in gain on sale of loans of $555,000 and a gain on sale of securities of $99,000. Noninterest income also increased from $4,443,000 for the first six months of 2011 to $5,858,000 for the first six months of 2012, an increase of $1,415,000, or 32%. The increase in noninterest income is primarily a result of higher gains on sale of loans of $933,000 and gain on sale of securities of $201,000.

Noninterest expense

Noninterest expense for the three months ended June 30, 2012 was $6,681,000 compared to $6,055,000 for the three months ended June 30, 2011, an increase of $626,000, or 10%. The more significant increases in noninterest expense occurred in expenses related to foreclosed real estate of $316,000 and salaries and benefits of $111,000.

Noninterest expense for the six months ended June 30, 2012 totaled $13,491,000, an increase of $1,555,000, or 13%, from $11,935,000 for the six months ended June 30, 2011. Expenses related to foreclosed real estate increased by $972,000, salaries and benefits increased by $159,000, occupancy expense increased by $166,000 and loan underwriting expense increased by $170,000.

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, 2011, 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 of approximately $3,900,000. At June 30, 2012, management continues to believe that the objective negative evidence represented by the Company's continued losses in the second quarter outweighed the more subjective positive evidence and, as a result, recognized an addition to the valuation allowance on its net deferred tax asset of approximately $5,871,000. The net operating losses available to offset future taxable income amounted to $11,600,000 at June 30, 2012 and expire through 2030.

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. The Company recorded a franchise tax expense of $82,000 and $169,000 for the six months ended June 30, 2012 and 2011, respectively.

Balance Sheet Analysis

Our total assets decreased to $524,462,000 at June 30, 2012 from $581,704,000 at December 31, 2011, a decrease of $57,242,000, or 10%. During the second quarter of 2012, liquid assets (cash and due from banks, federal funds sold and investment securities available for sale) decreased by $29,147,000, loans held for sale increased by $3,561,000, net portfolio loans decreased by $33,646,000, and other real estate owned increased by $8,500,000.

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 73% 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 9% 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 .9% of the total.

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

Loan Portfolio, Net
(In thousands)

	June 30, 2012 Amount	%		December 31, 2012 Amount	%	
Construction and land development:						
Residential	$7,442	1.89	%	$7,906	1.85	%
Commercial	55,828	14.20	%	72,621	16.97	%
Total construction and land development	63,270	16.09	%	80,527	18.82	%
Commercial real estate:						
Farmland	2,447	0.62	%	2,465	0.58	%
Commercial real estate - owner occupied	100,149	25.48	%	105,592	24.68	%
Commercial real estate - non-owner occupied	55,891	14.22	%	54,059	12.63	%
Multifamily	6,960	1.77	%	6,680	1.56	%
Total commercial real estate	165,447	42.09	%	168,796	39.45	%
Consumer real estate:						
Home equity lines	28,365	7.22	%	30,687	7.17	%
Secured by 1-4 family residential, secured by first deeds of trust	84,775	21.58	%	93,219	21.79	%
Secured by 1-4 family residential, secured by second deeds of trust	10,095	2.57	%	12,042	2.81	%
Total consumer real estate	123,235	31.37	%	135,947	31.77	%
Commercial and industrial loans (except those secured by real estate)	37,529	9.55	%	37,734	8.82	%
Consumer and other	3,554	0.90	%	4,865	1.14	%
Total Loans	393,035	100.0	%	427,869	100.0	%
Deferred loan cost (unearned income), net	752			768		
Less: Allowance for loan losses	(14,866)			(16,071)		
	$378,921			$412,566		

The decline in our total loan portfolio is part of management's strategy to decrease our level of assets to improve our regulatory capital ratios as well as reduce our overhead expenses. In addition, loans totaling $12,098,000 were foreclosed on and $9,772,000 were charged-off.

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. 1-4 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 June 30, 2012 was $14,866,000, compared to $16,071,000 at December 31, 2011. The ratio of the allowance for loan losses to gross portfolio loans (net of unearned income and excluding mortgage loans held for sale) at June 30, 2012 and December 31, 2011 was 3.78% and 3.75%, respectively. The decrease in the allowance for loan losses for the first six months of 2012 was primarily a result of significant charge-offs recognized during the quarter for which specific provisions for loan losses had been previously provided. We believe the amount of the allowance for loan losses at June 30, 2012 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 (in thousands).

	Six Months Ended June 30, 2012	2011
Beginning balance	$16,071	$7,312
Provision for loan losses	8,395	1,903
Charge-offs		
Construction and land development		
Residential	(795)	-
Commercial	(3,773)	-
Commercial real estate		
Commercial real estate - owner occupied	(309)	
Commercial real estate - non-owner occupied	(313)	(244)
Multifamily		(83)
Consumer real estate		
Home equity lines	(292)	(924)
Secured by 1-4 family residential, secured by first deeds of trust	(2,589)	
Secured by 1-4 family residential, secured by second deeds of trust	(197)	(35)
Commercial and industrial loans (except those secured by real estate)	(1,156)	(593)
Consumer and other	(402)	(93)
	(9,827)	(1,972)
Recoveries		
Construction and land development		
Residential	1	
Commercial	1	10
Consumer real estate		
Home equity lines	1	1
Secured by 1-4 family residential, secured by first deeds of trust	81	
Secured by 1-4 family residential, secured by second deeds of trust	5	
Commercial and industrial loans (except those secured by real estate)	134	2
Consumer and other	3	-
	226	13
Net charge-offs	(9,601)	(1,959)
Ending balance	$14,866	$7,256
Loans outstanding at end of period(1)	$393,787	$443,710
Ratio of allowance for loan losses as a percent of loans outstanding at end of period	3.78%	1.64%
Average loans outstanding for the year(1)	$405,173	$446,609
Ratio of net charge-offs to average loans outstanding for the period	2.37%	0.44%

(1) Loans are net of unearned income.

The allowance for loan losses as a percentage of net loans increased from 1.64% at June 30, 2011 to 3.78% at June 30, 2012 primarily as a result of a decline in asset quality caused by the continued recessionary economy.

Asset quality

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

	June 30, 2012	December 31, 2011	June 30, 2011
Nonaccrual loans	$56,632	$48,097	$17,901
Foreclosed properties	17,677	9,177	11,982
Total nonperforming assets	$74,309	$57,274	$29,883
Restructured loans still accruing	$12,655	$16,411	$25,130
Loans past due 90 days and still accruing (not included in nonaccrual loans above)	$199	$1,172	$843
Nonperforming assets to loans at end of period(1)	18.9 %	13.4 %	6.7 %
Nonperforming assets to total assets	14.1 %	9.8 %	4.9 %
Allowance for loan losses to nonaccrual loans	26.3 %	33.4 %	40.5 %

(1) Loans are net of deferred fees and costs.

The following table presents an analysis of the changes in nonperforming assets for the six months ended June 30, 2012 (dollars in thousands).

	Nonaccrual Loans	OREO	Total
Balance December 31, 2011	$ 48,097	$ 9,177	$ 57,274
Additions, net	34,133	-	34,133
Transfers to OREO	(12,098)	12,098	-
Repayments	(3,728)	-	(3,728)
Charge-offs	(9,772)	(2,417)	(12,189)
Sales	-	(1,181)	(1,181)
Balance June 30, 2012	$ 56,632	$ 17,677	$ 74,309

The significant increase in nonaccrual loans during the first quarter of 2012 was a result of defaults and restructuring of larger real estate loans related to acquisition, construction, land development and commercial real estate. 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

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interest is not significant. When loans are placed in 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 $56,632,000 at June 30, 2012 that were considered impaired, 48 loans totaling $21,890,000 had specific allowances for loan losses totaling $6,106,000. This compares to $48,097,000 in nonaccrual loans at December 31, 2011 of which 47 loans totaling $30,034,000 had specific allowances for loan losses of $5,034,000.

Cumulative interest income that would have been recorded had nonaccrual loans been performing would have been approximately $2,018,000 and $2,015,000 for the six months ended June 30, 2012 and 2011, respectively.

Deposits

Deposits as of June 30, 2012 and December 31, 2011 were as follows:

	June 30, 2012				December 31, 2011			
		Amount	%			Amount	%	
Noninterest bearing demand	$	64,348,408	14.29	%	$	66,534,956	13.70	%
Interest checking accounts		43,542,588	9.67	%		40,237,146	8.29	%
Money market accounts		65,933,468	14.64	%		75,487,907	15.55	%
Savings accounts		18,688,852	4.15	%		15,166,012	3.12	%
Time deposits of $100,000 and over		117,110,398	26.00	%		129,436,270	26.66	%
Other time deposits		140,796,194	31.25	%		158,658,761	32.68	%
Total	$	450,419,908	100.00	%	$	485,521,052	100.00	%

Total deposits decreased by $35,101,000, or 7.2%, from $485,521,000 at December 31, 2011 to $450,410,000 at June 30, 2012, as compared to an increase of $6,965,000, or 1.4%, during the first six months of 2011. Checking and savings accounts increased by $4,642,000, money market accounts decreased by $9,554,000 and time deposits decreased by $30,188,000. The decline in time deposits was a direct result of repricing maturing time deposits at rates below market for noncore depositors. The cost of our interest-bearing deposits declined to 1.31% for the first six months of 2012 compared to 1.74% for the first six months of 2011.

While the mix of our deposits continues to be weighted toward time deposits, such deposits represent only 57% of total deposits at June 30, 2012 and 59% at December 31, 2011. As our branch network has increased and is more convenient to a larger segment of our targeted customer base, we have experienced a move to a higher percentage of our deposits in checking accounts.

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

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 $29,000,000 and $37,750,000 at June 30, 2012 and December 31, 2011 respectively. The FHLB advances are secured by the pledge of residential mortgage loans, investment securities and our FHLB stock.

Capital resources

Stockholders' equity at June 30, 2012 was $25,054,000, compared to $36,248,000 at December 31, 2011. On May 1, 2009, the Company received a $14,738,000 investment by the United States Department of the Treasury under its Capital Purchase Program (the TARP Program). The TARP Program is a voluntary program designed to provide capital for healthy banks to improve the flow of funds from banks to their customers. Under the TARP Program, the Company issued to the Treasury $14,738,000 of preferred stock and warrants to purchase 499,030 shares of the Company's common stock at a purchase price of $4.43 per share. The preferred stock issued by the Company under the TARP Capital Purchase Program carries a 5% dividend for each of the first 5 years of the investment, and 9% thereafter, unless the shares are redeemed by the Company. The $(7,312,000) decrease in equity during the first six months of 2012 was primarily due to the net loss of $(7,255,000).

During the first quarter of 2005, the Company issued $5.2 million in Trust Preferred Capital Notes to increase its regulatory capital and to help fund its expected growth in 2005. During the third quarter of 2007, the Company issued $3.6 million in Trust Preferred Capital Notes to partially fund the construction of an 80,000 square foot building completed in 2008. 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 Company is currently prohibited by its Written Agreement with the Reserve Bank from making dividend or interest payments on the TARP program preferred stock or trust preferred capital notes without prior regulatory approval. In addition, the Consent Order with the FDIC and BFI 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 June 30, 2012, the Company's total accrued but deferred payment on TARP dividend payments was $982,533 and interest payments on trust preferred capital notes was $449,376.

In June 2012 as a result of the unpaid dividends, Treasury requested that an observer appointed by Treasury be allowed to attend the Company's meetings of its board of directors. The observer will start attending board meetings commencing in August 2012. Treasury has the contractual right to nominate up to two members to the board of directors upon the Company's sixth deferred dividend payment. The Company has deferred five dividend payments as of June 30, 2012 and expects to defer its sixth dividend payment due August 15, 2012. However, Treasury has not indicated at this time it will nominate two directors to our board if we missed the sixth dividend payment date.

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

	June 30, 2012	December 31, 2011
Tier 1 capital		
Preferred stock	$ 59	$ 59
Common stock	17,007	16,974
Additional paid-in capital	40,704	40,732
Retained earnings (deficit)	(33,438)	(21,896)
Warrant Surplus	732	732
Discount on preferred stock	(273)	(346)
Qualifying trust preferred securities	8,764	8,764
Less intangible assets	(442)	(491)
Disallowed Deferred tax asset	(186)	(2,125)
Total equity	32,927	42,403
Total Tier 1 capital	32,927	42,403
Tier 2 capital		
Allowance for loan losses	5,375	5,629
Total Tier 2 capital	5,375	5,629
Total risk-based capital	38,302	48,032
Risk-weighted assets	$ 420,480	$ 439,873
Average assets	$ 535,938	$ 578,330
Capital ratios		
Leverage ratio (Tier 1 capital to average assets)	6.14 %	7.33 %
Tier 1 capital to risk-weighted assets	7.83 %	9.64 %
Total capital to risk-weighted assets	9.11 %	10.92 %
Equity to total assets	4.78 %	6.23 %

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

	June 30, 2012	December 31, 2011
Tier 1 capital		
Common stock	6,849	6,849
Additional paid-in capital	53,905	53,899
Retained earnings (deficit)	(29,954)	(20,436)
Less intangible assets	(442)	(491)
Disallowed Deferred tax asset	-	(846)
Total equity	30,358	38,975
Total Tier 1 capital	30,358	38,975
Tier 2 capital		
Allowance for loan losses	5,351	5,555
Total Tier 2 capital	5,351	5,555
Total risk-based capital	35,709	44,530
Risk-weighted assets	$ 418,540	$ 433,892
Average assets	$ 532,850	$ 603,758
Capital ratios		
Leverage ratio (Tier 1 capital to average assets)	5.70 %	6.46 %
Tier 1 capital to risk-weighted assets	7.25 %	8.98 %
Total capital to risk-weighted assets	8.53 %	10.26 %

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 criteria to be categorized as an "adequately capitalized" institution as of June 30, 2012 and "well capitalized" as of December 31, 2011. However, due to the minimum capital ratios required by the Consent Order, the Bank currently is considered "adequately capitalized". 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%. At June 30, 2012, the Bank's leverage ratio was 5.70% and the total capital to risk weighted assets ratio was 8.53%. As required by the Consent Order, the Bank has provided a capital plan to the FDIC and BFI that demonstrates how the Bank will come into compliance with the required minimum capital ratios set forth in 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.

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 June 30, 2012, our liquid assets, consisting of cash, cash equivalents and investment securities available for sale totaled $63,802,000, or 12% 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 $5,553,000 of these securities are pledged against retail sweep accounts. Therefore, the related borrowings would need to be repaid prior to the securities being sold in order for these securities to be converted to cash. Liquid assets declined by approximately $29,147,000 during the six months ended June 30, 2012 primarily as a result of the decline in deposits discussed previously.

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 $22 million for which there were no borrowings against the lines at June 30, 2012.

At June 30, 2012, we had commitments to originate $68,871,000 of loans. Fixed commitments to incur capital expenditures were less than $25,000 at June 30, 2012. Certificates of deposit scheduled to mature in the 12-month period ending June 30, 2013 totaled $114,048,000. 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.

The data in the following table reflects repricing or expected maturities of various assets and liabilities at June 30, 2012. The gap analysis represents the difference between interest-sensitive assets and liabilities in a specific time interval. Interest sensitivity gap analysis presents a position that existed at one particular point in time, and assumes that assets and liabilities with similar repricing characteristics will reprice at the same time and to the same degree.

Village Bank and Trust Financial Corp.
Interest Rate Sensitivity GAP Analysis
June 30, 2012
(In thousands)

	Within 3 Months	3 to 6 Months	6 to 12 Months	13 to 36 Months	More than 36 Months	Total
Interest Rate Sensitive Assets						
Loans (1)						
Fixed rate	$20,998	$11,810	$11,613	$30,277	$82,176	$156,874
Variable rate	79,103	7,171	17,620	32,825	99,442	236,161
Investment securities	-	3		-	36,693	36,696
Loans held for sale	19,730	-	-	-	-	19,730
Federal funds sold	3,835	-	-	-	-	3,835
Total rate sensitive assets	123,666	18,984	29,233	63,102	218,311	453,296
Cumulative rate sensitive assets	123,666	142,650	171,883	234,985	453,296	
Interest Rate Sensitive Liabilities						
Interest checking (2)	-	-	-	43,543	-	43,543
Money market accounts	65,933	-	-	-	-	65,933
Savings (2)	-	-	-	18,689	-	18,689
Certificates of deposit	23,913	53,193	36,942	82,454	61,405	257,907
FHLB advances	1,000	-	5,000	20,000	3,000	29,000
Trust Preferred Securities	-	-	-		8,764	8,764
Other borrowings	5,062	-	-	-	-	5,062
Total rate sensitive liabilities	95,908	53,193	41,942	164,686	73,169	428,898
Cumulative rate sensitive liabilities	95,908	149,101	191,043	355,729	428,898	
Rate sensitivity gap for period	$27,758	$(34,209)	$(12,709)	$(101,584)	$145,142	$24,398
Cumulative rate sensitivity gap	$27,758	$(6,451)	$(19,160)	$(120,744)	$24,398	

Ratio of cumulative gap to total assets	5.3 %	(1.2)%	(3.7)%	(23.0)%	4.7 %
Ratio of cumulative rate sensitive assets to cumulative rate sensitive liabilities	128.9 %	95.7 %	90.0 %	66.1 %	105.7 %
Ratio of cumulative gap to cumulative rate sensitive assets	22.4 %	(4.5)%	(11.1)%	(51.4)%	5.4 %

(1) Includes nonaccrual loans of approximately $56,632,000, which are spread throughout the categories.
(2) Management believes that interest checking and savings accounts are generally not sensitive to changes in interest rates and therefore has placed such deposits in the "13 to 36 months" category.

At June 30, 2012, our balance sheet is asset sensitive for the first three months, meaning that our assets reprice more quickly than our liabilities during that period, and liability sensitive for the next thirty-three months, meaning that our liabilities will reprice more quickly than our assets during that period, with a ratio of cumulative gap to total assets ranging from a positive gap of 5.3% for the first three months to a negative gap of (23.0)% for thirteen to thirty six month period. A negative gap can adversely affect earnings in periods of increasing interest rates. Given the Federal Reserve's recent announcement that it will maintain short-term interest rates at current levels until the end of 2014, we do not expect interest rates to increase in the foreseeable future. However, we believe our balance sheet should be asset sensitive and, accordingly, we have adopted pricing policies to lengthen the maturities/repricing of our liabilities relative to the maturities/pricing of our assets.

Critical accounting policies

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 ("GAAP") 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, real estate acquired in settlement of loans, goodwill and income taxes. The Company's accounting policies are fundamental to understanding the Company's consolidated financial position and consolidated results of operations. Accordingly, the Company's significant accounting policies are discussed in detail in Note 1 of the Notes to Consolidated Financial Statements.

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.

Troubled debt restructurings

A loan is accounted for as a troubled debt restructuring 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 troubled debt restructuring 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. Troubled debt restructurings can be in either accrual or nonaccrual status. Nonaccrual troubled debt restructurings are included in nonperforming loans. Accruing troubled debt restructurings 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. Troubled debt restructurings 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 troubled debt restructurings 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 troubled debt restructurings 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 troubled debt restructuring the allowance will be impacted by the difference between the results of these two measurement methodologies. Loans modified as troubled debt restructurings 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 December 31, 2011 and June 30, 2012, 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 $3,929,000 and $10,277,000 on its net deferred tax asset respectively.

New accounting standards

In May 2011, the FASB issued ASU No. 2011-04, "Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs." The Company adopted ASU 2011-04, which generally aligns the principles of fair value measurements with International Financial Reporting Standards (IFRSs), in its consolidated financial statements in the first quarter 2012. The provisions of ASU 2011-04 clarify the application of existing fair value measurement requirements, and expand the disclosure requirements for fair value measurements. The increased provisions of ASU 2011-04 did not have a material effect on the Company's financial condition and results of operations.

In June 2011, The FASB issued ASU No. 2011-05, Presentation of Comprehensive Income, Topic 220. This ASU eliminates the option of presenting the components of other comprehensive income (OCI) as part of the statement of changes in stockholders' equity. The ASU instead permits an entity to present the total of comprehensive income, the components of net income, and the components of OCI either in a single continuous statement of comprehensive income or in two separate but consecutive statements. With either format, the entity is required to present each component of net income along with total net income, each component of OCI along with the total for OCI, and a total amount for comprehensive income. Also, the ASU requires entities to present, for either format, reclassification adjustments for items that are reclassified from OCI to net income in the statement(s) where the components of net income and the components of OCI are presented. This ASU is to be applied retrospectively. The Company adopted ASU-2011-05 in the first quarter of 2012. The provisions of ASU 22011-05 did not have a material effect on the Company's financial condition and results of operations.

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, 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 June 30, 2012. Based on that evaluation, management concluded that the Company's disclosure controls and procedures were not effective as of June 30, 2012 due to insufficient time to test the policies and procedures described below which were implemented during the quarter to remediate the material weakness disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

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.

As disclosed in its Annual Report on Form 10-K for the year ended December 31, 2011, the Company's internal control over financial reporting was not effective as of December 31, 2011 as a result of a material weakness related to the Company's allowance for loan and lease losses.

During the first quarter of 2012, the Company implemented certain changes in its internal controls to address the material weakness. Specifically, during the first quarter of 2012, management took the following steps to remediate the material weakness:

1. Replaced the Chief Lending Officer with an individual who has substantial experience with assessing a borrowers' ability to repay their obligations to the Company.

2. Hired a new senior vice president with substantial experience to direct the disposition of problem loans and foreclosed real estate.

3. Established a Special Assets committee including management and outside members of the board of directors to meet two times a month to address the resolution of problem loans and foreclosed real estate.

4. Reorganized the credit department to ensure appropriate separation of duties and developed expanded training for the Bank's lenders.

5. Changed the Bank's credit policy to require identification of concentrations of risk, analysis of our customer's global cash flows, reappraisal and re-evaluation of collateral, more accurate and timely credit-risk rating procedures and improved underwriting processes and standards.

6. Engaged qualified outside consultants to assist in re-evaluating our methodology for assessing the adequacy of the allowance for loan and lease losses.

7. Improved the processes for identifying problem loans and the determination of the amount of impairment.

The Company's management believes the control enhancements described above are sufficient to remediate the material weakness identified. However, as noted above, insufficient time to test the remediation has not yet occurred and therefore management is unable to conclude they are effective at June 30, 2012. Other than the remedial measures noted above, there were no changes in internal control over financial reporting during the quarter ended June 30, 2012 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1 – LEGAL PROCEEDINGS

Not applicable.

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

Not applicable.

ITEM 3 – DEFAULTS UPON SENIOR SECURITIES

In consideration of our agreements with our regulators, which require regulatory approval to make dividend payments on our preferred stock, the Company notified the U.S. Treasury in May 2011 that the Company was going to defer the payment of the quarterly cash dividend of $184,225 due on May 16, 2011, and subsequent quarterly payments, on the Preferred Stock. The total arrearage on such preferred stock as of June 30, 2012 was $982,533.

ITEM 4 – MINE SAFETY DISCOLOSURES

None

ITEM 5 – OTHER INFORMATION

Not applicable.

ITEM 6 – EXHIBITS

10.1	Written Agreement by and between Village Bank and Trust Financial Corp. and the Federal Reserve Bank of Richmond, dated June 26, 2012 (attached as Exhibit 10.1 to the Company's current report on Form 8-K filed July 2, 2012 and incorporated by reference herein).
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
101	The following materials from the Village Bank and Trust Financial Corp. Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Stockholders' Equity, (iv) Consolidated Statements of Cash Flows, and (v) Notes to Condensed Consolidated Financial Statements.

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.
(Registrant)

Date:	August 14, 2012	By:	/s/ Thomas W. Winfree Thomas W. Winfree President and Chief Executive Officer
Date:	August 14, 2012	By:	/s/ C. Harril Whitehurst, Jr. C. Harril Whitehurst, Jr. Senior Vice President and Chief Financial Officer

Exhibit Index

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